

BY-LAWS

Approved effective March 20, 2020

ARTICLE I

Name

The name of this organization shall be the Association of Maternal and Child Health Programs, hereinafter referred to as the “Association.”

ARTICLE II

Purpose and Objectives

The mission of the Association is to provide leadership to ensure the health and well-being of all women, children and youth, including those with special health care needs, and their families. AMCHP accomplishes its mission through the active participation of its members and vital partnerships with government agencies, families and advocates, health care purchasers and providers, academic and research professionals and others at the national, state and territorial, and local levels.

ARTICLE III

Membership

- Section 1 - **Classes of Members.** The membership of the Association shall be comprised of Title V Program, Regular, and Associate members.
- Section 2 - **Title V Program Members.** Each United States state and territory Maternal and Child Health (“MCH”)/Children and Youth with Special Health Care Needs (“CYSHCN”) program (each herein referred to as a “Title V Program”) shall be eligible for membership in the Association. Each Title V Program that has paid its membership dues is entitled to appoint Delegates, who shall have the voting rights set forth in these By-Laws. Only those individuals meeting the requirements of Regular members in Article III - of Section 3 of these By-Laws shall be eligible to serve as Delegates. Title V Program members shall have no voting rights other than those conferred upon their Delegates by these By-Laws.
- Section 3 - **Regular Members.** Regular members shall be (i) staff of Title V programs or (ii) individuals who work in partnership with Title V Programs, including but not limited to parents and other family members (e.g., grandparent, adult sibling, etc.) and legal custodians with lived experience of a child or youth served with special health care needs (each, a “Family Member”), with a letter of recommendation from the Title V Program director. Such individuals are only eligible for Regular membership if the Title V Program from their state or territory is a dues-paying Title V Program member of the Association. Each Title V Program member of the Association may have an unlimited number of Regular members from its state or

territory. Regular members shall be eligible to serve on committees of the Association and task forces as provided in Article XI of these By-Laws and to vote on all matters before the Association, except election of Officers and Directors. Regular members and Family Delegates shall also be eligible for election to the Family Representative positions on the Board of Directors.

Section 4 - **Delegates.** Each Title V Program paying dues may designate up to five (5) Delegates, who shall have the sole voting authority on behalf of the Title V Program members, except that in those states where MCH and CYSHCN programs are in separate agencies, each Title V Program member (i.e., the MCH program member and the CYSHCN program member) may designate two (2) or three (3) Delegates for a total of five (5) from the state. Title V directors may choose Delegates from Title V program staff and/or Family Members (as defined in Section 3 above), but one out of the maximum of five (5) Delegates from each Title V Program may be held only by a Family Member (each, a “Family Delegate”). If the Title V Program does not designate a Family Delegate for the fifth seat, it shall remain vacant. Any Title V Program designating fewer than five (5) Delegates shall have only the actual number of Delegates’ votes counted. Only Delegates shall be eligible to vote in the election of Association Officers and Directors, and only Delegates shall be eligible for election as Officers and Directors, except that Family Delegates and Regular members who are Family Members are eligible for election to the two (2) Family Representative positions on the Board of Directors.

Section 5 - **Associate Members.** Associate membership is open, upon payment of dues, to both individuals and organizations interested in maternal and child health. Sub-categories of Associate Members may be established and modified from time to time by action of the Board of Directors. The individual and organizational Associate member categories have separate dues structures, which shall be established by vote of the Regular members. Associate members are not eligible to vote on any matter or to hold an office or Board of Director position, but may serve on committees of the Association.

Section 6 - **Regions.** The Board of Directors shall designate ten (10) Regions and shall divide the Delegates into these Regions based upon the state or territory with which each Delegate is associated.

Section 7 - **Voting.** Regular and Delegate members may vote in person, by ballot or by proxy, except as otherwise provided in Article X of these By-Laws with respect to the election of Officers and Directors. For a member to vote by proxy, the member shall sign an appointment form in the form of a “Record” (as defined in Section 5 - of Article XIII of these By-Laws). Such an appointment form shall contain or be accompanied by information from which it can be determined that the member authorized the appointment of the proxy. If the name signed on a ballot, consent, waiver, or proxy appointment corresponds to the name of a member, the Association, acting in good faith, may accept the ballot, consent, waiver, or proxy appointment and give it effect as the act of the member. Voting shall be voluntary, not compulsory.

Section 8 - **Action by Ballot.** Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Association delivers a ballot (including via on-line voting) to every member entitled to vote on the matter. A ballot shall: (1) be in the form of a Record (as defined in Section 5 - of Article XIII of these By-Laws); (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director; and (4) provide an opportunity to vote for or against each other proposed action. Approval by ballot pursuant to this section of action other than election of directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the membership corporation in order to be counted.

ARTICLE IV

Annual Dues

Section 1 - The level of annual dues for the following fiscal year for each membership category shall be determined by a majority vote of Regular members at the annual membership meeting.

Section 2 - The Board of Directors shall review the dues structure annually and recommend changes to the members as appropriate.

Section 3 - Membership dues for the current Association fiscal year must be paid within two months of the start of the new membership year. Dues must be current to maintain voting privileges; however, the Board of Directors may make special exceptions to the deadline for new members and for current members who demonstrate good reason for late payment or a good faith effort to pay dues. If membership lapses past the due date, a reinstatement fee may be assessed. An appeals process shall be established by the Board.

Section 4 - Each Title V Program member shall be responsible for the payment of all membership dues assessed to Regular members from the state or territory covered by the Title V Program.

ARTICLE V

Board of Directors

Section 1 - **Composition.** The Board of Directors of the Association shall be comprised of nineteen (19) voting members, as follows: (i) the President, President-elect,

Immediate Past-President, Secretary and Treasurer of the Association, on an *ex-officio* basis; (ii) ten (10) Regional Directors, one from each of the ten (10) Regions designated by the Board of Directors as described in Section 6 of Article III of these By-Laws, such that each of the ten (10) Regions shall be represented on the Board by one (1) Regional Director; (iii) two (2) Directors-at-large; and (iv) two (2) Family Representatives. Directors-at-large shall be Delegates from any state or territory. The Family Representatives shall be Family Delegates or Regular members who are Family Members with respect to a Title V Program from any state or territory. In addition to the 19 voting Directors, the Chief Executive Officer (“CEO”) of the Association shall be an *ex-officio*, non-voting member of the Board. The CEO or his/her designee may attend all meetings of the membership and the Board of Directors and the committees thereof, unless the President requests the CEO’s absence.

Section 2 - **Duties and Responsibilities.** The property, funds, affairs, and business of the Association shall be overseen by its Board of Directors. The Board shall have and is vested with all of the powers and authority authorized under District of Columbia law for a nonprofit corporation, except as may be expressly limited by law, the Association’s Articles of Incorporation, or these By-Laws.

Section 3 - **Election and Terms.** Directors who serve on an *ex-officio* basis by virtue of also being Officers of the Association shall serve for a term that coincides with the office that he/she holds by virtue of which he/she serves as a an *ex-officio* Director. Regional Directors, Directors-at-large and Family Representatives shall be elected at the annual membership meeting as set forth in Article X of these By-Laws. The election of Regional Directors, Directors-at-large and Family Representatives shall be staggered, such that on alternating years there shall be elected at least two (2) to four (4) Regional Directors, one (1) Director-at-large and one (1) Family Representative. Each Regional Director, Director-at-large and Family Representative shall serve for a term which shall begin immediately following the close of the annual membership meeting or run-off election at which he or she was elected, and which shall end at the close of the third (3rd) annual membership meeting or run-off election following his or her election. All Directors shall hold office until their respective successors have been duly elected and qualified or until their earlier resignation, removal, incapacity or death. A decrease in the number of Directors through an amendment to the Articles of Incorporation or these By-Laws shall not shorten an incumbent Director’s term. Regional Directors, Directors-at-large, and Family Representatives may serve for up to two (2) consecutive terms, and may be elected for additional terms after a one year absence from service on the Board of Directors.

In the event of a tied election, a run-off election will be held at the Annual Conference Membership Business Meeting (the “Annual Conference”) immediately following the original election (which shall generally be held the day following the close of the election at the Annual Conference, when the results of the election are traditionally shared). A simple majority of members present shall be required to break the tie. If there is no such meeting, or there is no quorum

present, a run-off election shall be held within two (2) weeks of the original election. The run-off election shall be conducted electronically and balloting shall be open for one (1) week. At the end of the election period, a simple majority shall be required to break the tie.

Section 4 - **Vacancies.** Vacancies arising in the Board of Directors from any cause whatsoever, including an increase in the number of Directors, shall be filled by election by a simple majority of the Directors in office, even if less than a quorum. In the event of a Regional Director vacancy, the Board shall elect a Delegate from the region in which the vacancy occurred by a simple majority of the Board of Directors to serve for the unexpired term of his/her predecessor. In the event of a Director-at-large vacancy, the Board shall elect a Delegate to serve for the unexpired term of his/her predecessor by a simple majority of the Board of Directors. In the event of a Family Representative vacancy, the Board shall elect a Regular member or a Delegate who is a Family Member to serve for the unexpired term of his/her predecessor by a simple majority vote of the Board of Directors. Service on the Board to fill a vacancy shall not count toward term limits.

Section 5 - **Removal.** A Director elected by the members of the Association may be removed at any time with or without cause by the affirmative vote of the members of the Association. The Board of Directors may remove any Director elected by the Board of Directors (e.g., to fill a vacancy) or as otherwise permitted by law (e.g., if the Director has been convicted of a felony) at any time with or without cause by the affirmative vote of two-thirds (2/3) of the Board. The notice of a meeting at which removal of a Director is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. The Director in question shall be entitled to appear and be heard at such meeting. Removal of a Board member shall create a vacancy, which shall be filled in accordance with Section 4 - of this Article.

Section 6 - **Resignation.** A Director may resign at any time by giving written notice in the form of a Record (as defined in Section 5 - of Article XIII of these By-Laws) to the President. Such resignation shall take effect as specified in such notice. Resignation of a Director shall create a vacancy, and a new Director shall be elected in accordance with Section 4 - of this Article or, in the case of a vacancy of a Director who serves as a Director *ex-officio* on the basis of being an Officer, in accordance with the provisions for vacancies among Officers.

ARTICLE VI

Officers

Section 1 - **Officers and Qualifications.** The Officers of the Association shall be the President, President-elect, Immediate Past-President, Secretary, Treasurer and CEO. A candidate for election as an Officer of the Board of Directors of the Association must be a Delegate and have served as a member of the Board for at least one year as of the date of the next election in the last five (5) years. Any

individual may simultaneously hold more than one (1) office, provided that the same individual may not simultaneously hold more than one of the following offices: President, President-elect and Immediate Past-President.

- Section 2 - **Election.** The President-elect shall be elected by the membership each year. The President-elect shall automatically succeed to the office of President upon the expiration of the President's term of office, and the President shall automatically succeed to the office of Immediate Past-President upon the expiration of the Immediate Past-President's term of office. The Secretary and Treasurer shall each be elected by the membership in even-numbered years. The CEO shall be elected by the Board of Directors.
- Section 3 - **Terms.** The term of office of the President-elect shall begin immediately following the close of the annual membership meeting at which he or she is elected and shall end at the close of the next annual membership meeting following his or her election. The terms of office of the President and Immediate Past-President shall begin immediately following the close of the annual membership meeting at which he or she automatically assumed such office and shall end at the close of the next annual membership meeting. The terms of office of the Secretary and Treasurer shall begin immediately following the close of the annual membership meeting at which he or she is elected and shall end at the close of the second annual membership meeting following his or her election. The CEO shall serve at the pleasure of the Board of Directors. All Officers shall hold office until their respective successors have been duly elected and qualified or until their earlier resignation, removal, incapacity or death. The President-elect, President and Immediate Past-President shall serve for not more than one (1) term. The Secretary and Treasurer may each be re-elected to serve for one additional term.
- Section 4 - **President.** The President shall preside at all meetings of the Board of Directors and general membership during his/her term of office. In addition, the President shall serve as an *ex-officio* member of all committees of the Board and the Association and shall perform such other duties as may be required of him or her by the Board. The President may sign any document or instrument requiring the signature of an Officer of the Association which is necessary and incidental to the purposes of the Association, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another Officer or agent of the Association or as otherwise required by law or the Association's policies and procedures.
- Section 5 - **President-elect.** The President-elect shall perform the duties of the President during the absence of the President or at the President's request.
- Section 6 - **Immediate Past-President.** The office of Immediate Past-President shall be held by the individual who most recently completed service as the President of the Association. The Immediate Past-President shall provide advice to the President and lead special projects as requested by the President and/or the Board of Directors. If, during this time period, the Immediate Past-President changes state

positions, retires, or leaves state employment, he/she may continue to serve in this capacity provided that he or she is an Associate or Regular member in good standing and is not engaged in endeavors inconsistent with the Association's mission as determined by the Board of Directors in its sole discretion.

- Section 7 - **Secretary.** The Secretary shall be responsible for assuring the recording of minutes of all meetings of the Association, the Board of Directors, and the Executive Committee. The Secretary shall be responsible for the following: maintain and updating lists of the Association's members by category and in accordance with Section 2 - of Article XIII of these By-Laws; notice to the membership and Directors as required by these By-Laws; maintaining records and correspondence, including copies of all official correspondence; and all traditional secretarial duties for the Association, Board of Directors and Executive Committee. The Secretary shall be responsible for assuring that each Officer, Regional Director, Director-at-large, and Family Representative is notified of his/her election and that each chair and member of any Board committee is notified of his or her appointment not later than one (1) month following such election or appointment. The Secretary shall notify the membership of the Association of the results of each election.
- Section 8 - **Treasurer.** The Treasurer shall be custodian of all funds collected by the Association. The Treasurer shall ensure an accurate accounting of the Association's receipts and disbursements at each regular meeting of the Board of Directors and upon the expiration date of his/her term of office or resignation as Treasurer. The Treasurer shall be responsible for submitting to the Board of Directors an annual budget and regular financial reports and for preparing such reports as are necessary or appropriate.
- Section 9 - **Chief Executive Officer.** The CEO shall be an agent of the Board and shall be accountable to the Board. He or she shall be subject to the direction of the Board of Directors and shall have responsibility for the general care, supervision, and direction of Association affairs in furtherance of the policies and programs established by the Board of Directors. The CEO may negotiate and execute contracts for the Association, except that the Board of Directors may designate specific proposed contracts to be signed by others or to be submitted to the Board for approval prior to execution. The CEO shall have the authority to employ, supervise, and discharge Association staff within the policies established by the Board of Directors. The CEO shall perform such other duties and exercise such other powers as may be assigned by the Board of Directors. The Board of Directors shall select, hire, evaluate the performance of, and, at its discretion, terminate the CEO.
- Section 10 - **Vacancies.** In the event of a vacancy in the office of the President-elect, the Secretary, or the Treasurer, the Board shall have the authority to appoint a Delegate to fill the vacancy who shall hold office for the unexpired term of his/her predecessor, which shall not count toward term limits. In the event of a vacancy in the Office of President, the duties of the office shall be assumed in succession by the President-elect, the Immediate Past-President, the Secretary, the Treasurer, and

thereafter a member of the Board of Directors elected by majority vote of the Board of Directors. Such a person shall serve for the unexpired term of his/her predecessor.

- Section 11 - **Removal.** An Officer may be removed at any time with or without cause by the Board of Directors by a two-thirds (2/3) vote of the Board at any regular or special meeting called for such purpose. The Officer in question shall be entitled to appear and be heard at such meeting. Removal of a Board Officer shall create a vacancy on the Executive Committee, which shall be filled in accordance with Section 10 of this Article. An Officer's removal shall not affect the Officer's contract rights, if any, with the Association. The appointment of an Officer shall not itself create contract rights.
- Section 12 - **Resignation.** An Officer may resign at any time by giving written notice to the Association. Such resignation shall take effect as set forth in such notice. Resignation of an Officer shall create a vacancy, and a new Officer shall be appointed in accordance with Section 10 of this Article.

ARTICLE VII

Meetings of the Board

- Section 1 - **Regular Meetings of the Board.** The Board of Directors shall hold regular meetings for the transaction of all business as may properly come before the Board at such dates, times and places as the Board shall determine from to time. The Board shall determine whether notice shall be required for meetings of the Board, and the content for any such notice. All meetings of the Board of Directors shall follow the then-current version of Roberts Rules of Order.
- Section 2 - **Special Meetings.** Special meetings of the Board of Directors may be called by the President or President-elect, and must be called by the President or Secretary upon written request signed by at least three (3) Directors.
- Section 3 - **Notice.** Regular and special meetings of the Board of Directors shall be held with notice of the date, time and place of the meeting. Notice shall be given by the Secretary to each Board member at least ten (10) days prior to a regular meeting and at least two (2) days prior to a special meeting. However, at the beginning of each one-year period, the Association may provide a single notice of all regularly scheduled meetings for that year, without having to give notice of each meeting individually.
- Section 4 - **Waiver of Notice.** A Director may waive any required notice before or after the date and time stated in the notice. The waiver shall be in the form of a Record (as defined in Section 5 - of Article XIII of these By-Laws), signed by the Director and filed with the Association's minutes or other corporate records. A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or

promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

- Section 5 - **Quorum.** A majority of the Directors in office shall constitute a quorum for any meeting of the Board. If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, a majority of the voting Directors present may adjourn the meeting to another time and shall give absent voting Directors reasonable notice of the time and place of new meeting to be held in lieu of such adjourned meeting.
- Section 6 - **Voting.** Except as otherwise provided by these By-Laws or as may be required by applicable law, all matters before the Board of Directors shall be decided by an affirmative vote of a majority of Directors present at a meeting at which a quorum is present. Each Director shall be entitled to one (1) vote.
- Section 7 - **Action without Meeting.** Any action required or permitted at any meeting of the Board of Directors, or a committee of the Board of Directors, may be taken without a meeting if the text of the action or resolution agreed upon is sent, as applicable, to all Directors, or to all committee members, provided that all Directors or all committee members, as applicable, consent in the form of a Record (as defined in Section 5 - of Article XIII of these By-Laws) to such action or resolution.
- Section 8 - **Telephonic or Electronic Meeting.** Any or all Directors or committee members, as applicable, may participate in a meeting of the Board or a committee of the Board by telephone or by any other means of communication so long as all Directors or committee members who are participating in the meeting can hear all other Directors or committee members simultaneously. Such participation shall constitute presence in person at the meeting.
- Section 9 - **Executive Session.** The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary. The CEO may attend such executive sessions at the request of the President.

ARTICLE VIII

Meetings of the Membership

- Section 1 - **Annual Meeting of the Members.** An annual meeting of the membership shall be held at least once every calendar year at such time and place as is established by the Board upon proper notice for election of the Officers and Board of Directors (Regional Directors, Directors-at-large, and Family Representatives), as appropriate, and transaction of such other business as may properly come before the membership. Notice of the annual membership meeting shall be ensured by the Secretary to all classes of the membership in writing not less than ten (10) nor more than fifty (50) days prior to such meeting. All membership meetings shall follow the then-current version of Roberts Rules of Order.

- Section 2 - **Special Meetings.** Special meetings of the membership may be called by the President or President-elect, and must be called by the President or Secretary upon written request signed by at least three (3) Directors. Special meetings of the membership may also be called if the holders of at least 10% of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Association one or more demands in the form of a Record (as defined in Section 5 - of Article XIII of these By-Laws) for the meeting describing the purpose for which it is to be held.
- Section 3 - **Quorum.** Ten percent of the Delegates and Regular members shall constitute a quorum for any meeting of the membership.
- Section 4 - **Notice.** The Association shall give notice to its members of the date, time and place of each annual, regular or special meeting of the members. Notice shall be given by the Secretary to each member in writing at least ten (10) days and no more than fifty (50) days prior to each meeting. The notice shall state the date, time and place of each meeting, and, in the case of a special meeting, shall also state the purpose(s) for which the special meeting has been called and no purposes other than as set forth in the notice shall be transacted at such special meeting.
- Section 5 - **Waiver of Notice.** A member may waive any notice required by law, the Association's Articles of Incorporation or these By-Laws before or after the date and time stated in the notice or of the meeting or action. The waiver shall be in the form of a Record (as defined in Section 5 - of Article XIII of these By-Laws), be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the Association's minutes or other corporate records. The lack of attendance of a member at a meeting waives objection to (1) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting at the meeting; and (2) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to considering the matter.
- Section 6 - **Record Date.** The record date for determining members entitled to notice of and to vote at an annual or special meeting of the members shall be the day before the first notice is given to members.
- Section 7 - **Membership List.** Prior to issuing notice of a meeting of the Association's members, the Association shall prepare an alphabetical list of the names of all its members that are entitled to notice of that meeting of the members. The list shall show the address of and number of votes each member is entitled to cast at the meeting. The list shall be available for inspection by any member, beginning 2 business days after notice of the meeting is given for which the list was prepared and continuing through the meeting; alternatively, the Association may state in a notice of meeting that it has elected to proceed under Section 29-405.20(f) of the District of Columbia Nonprofit Corporation Act of 2010 (the "Act"), as amended. The membership corporation shall make the list available at the meeting.

Section 8 - **Voting.** Except as otherwise provided by these By-Laws or as may be required by applicable law, all matters before the membership shall be decided by an affirmative vote of the majority of those Regular members voting, and all matters before the Delegates shall be decided by an affirmative vote of the majority of those Delegates voting. Each Delegate and Regular member shall be entitled to one (1) vote on all matters coming before the Association membership as long as the member has paid dues for that year (in accordance with Section 3 – of Article IV of these By-Laws).

Section 9 - **Location.** Meetings of the members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments.

ARTICLE IX

Conflicts of Interest

The Board of Directors shall establish, adopt, and periodically update a written Association statement of fiduciary responsibility that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Directors, Officers, Association employees, consultants, and/or agents who provide services or furnish goods to the Association, and for maintaining confidentiality of information (whether written, oral, or contained on video tapes, audio tapes, or computer diskettes) obtained by a Director, Officer, employee, consultant, and/or agent by virtue of his or her position as such, directly or indirectly related to the Association. All Directors, Officers, employees, consultants, and/or agents shall abide by the written, Board-approved statement of fiduciary responsibility.

ARTICLE X

Election of Officers and Directors

Section 1 - **Nominees.** Every year at the annual membership meeting, a majority of the Delegates shall elect Delegates and eligible Regular members who are Family Members to fill Officer or Board of Director positions for those positions with terms ending. The Governance Committee shall, not later than sixty (60) days preceding an annual membership meeting, at which elections are to be held, present to the Board of Directors a slate of nominees for each Officer, Regional Director, Director-at-large, and Family Representative position to be filled. The Governance Committee shall confirm that all Delegates or Regular members nominated for Family Representative positions are Family Members working with Title V Programs. The ballot shall include a space for write-ins.

Section 2 - **Voting.** Elections of Officers and Directors shall be conducted via on-line voting in accordance with Section 8 of Article III, with appropriate time for members to educate themselves on the candidates and inform their vote. The ballot shall be

provided to the members at least thirty (30) days prior to the first day of the Annual Conference.

ARTICLE XI

Committees

- Section 1 - **Committees of the Board.** The committees of the Board shall be the Executive Committee, Finance Committee and such other committees as determined from time to time by the Board. No committee of the Board shall have the authority to: (i) authorize distributions, (ii) approve or propose to the members actions required to be approved by the members; (iii) fill any vacancies on the Board or the Executive Committee; or (iv) adopt, amend or repeal the Association's By-Laws. Committees of the Board shall consist of at least one (1) Director, except as otherwise provided in these By-Laws. The creation of a committee of the Board and appointment of Directors to any such committee shall be approved by at least a majority of the Directors then in office. Only Directors of the Association may serve as voting members of committees of the Board. The President may be an *ex-officio* voting member of all committees of the Board, and the CEO shall serve as an *ex-officio*, non-voting member of all committees of the Board. The President shall serve as the Chair of the Executive Committee, and the Treasurer shall serve as the Chair of the Finance Committee. The provisions of these By-Laws pertaining to meetings, action without a meeting, notice of meetings, waiver of notice, quorum and voting by the Board of Directors shall generally apply to the committees of the Board as applicable.
- Section 2 - **Committees of the Association.** Committees of the Association may consist of Directors and non-Directors, but each Committee of the Association shall include at least one (1) Director. The committees of the Association may be established and modified from time to time by action of the Board of Directors in accordance with Section 6 of this Article XI. Committees of the Association shall not have any of the authority of the Board of Directors. Upon consultation with the Board of Directors, the President shall appoint the members and chairs of all committees of the Association and may consult with the CEO in making such appointments. One member of each committee of the Association shall be appointed committee chair by the President. The President may be an *ex-officio* voting member of all committees of the Association, and the CEO shall serve as an *ex-officio*, non-voting member of all committees of the Association. The President and the Board of Directors shall have the authority to remove members of committees of the Association with or without cause except for those members who serve on a committee on an *ex-officio* basis.
- Section 3 - **Executive Committee.** The President, President-elect, Immediate Past-President, Secretary and Treasurer of the Association shall constitute the Executive Committee of the Board of Directors, on an *ex-officio* basis. The Executive Committee shall convene as necessary and, under the direction of the full Board, shall act for the Association in all matters during the interim periods between

meetings of the Board of Directors, and shall update the full Board on any such actions taken at the next meeting of the full Board. Actions taken by the Executive Committee shall not conflict with the policies and expressed wishes of the Board. The President shall serve as the Chair of the Executive Committee.

- Section 4 - **Finance Committee.** The Finance Committee shall be responsible for monitoring and making recommendations regarding the financial status and policies of the Association, including fiscal planning, budgeting, policy development, financial performance, reviewing financial statements of the Association, and, as appropriate, working with all financial consultants and auditors. The Treasurer shall serve as the Chair of the Finance Committee.
- Section 5 - **Additional Committees of the Board.** The President may from time to time present to the Board a suggestion regarding the creation of ad-hoc committees of the Board to be tasked with addressing particular matters, including matters related to potential conflicts of interest and/or disciplinary issues involving Directors or Officers of the Board, which shall be addressed consistently with the statement of fiduciary responsibility established in accordance with Article IX of these Bylaws. Any such ad hoc committee of the Board shall assist in making reports and/or recommendations to the Board regarding the particular matters with which such committee has been tasked. All ad hoc committees of the Board shall be formed and shall operate in accordance with Section 1 of this Article.
- Section 6 - **Additional Committees of the Association.** Upon a petition by a member or members of the Association, the President may present to the Board a suggestion regarding the creation of additional specific committees of the Association for consideration by the Board. Each such committee of the Association shall assist in carrying out the mission and activities of the Association in the manner provided in the committee's mission statement as set forth in the policies and procedures of the Association.
- Section 7 - **Task Forces.** The President may appoint task forces, comprised of Directors, members, staff, and/or other individuals with expertise in particular matters relevant to the work of the Association to assist with programmatic work in furtherance of the Association's purposes. Such task forces shall be appointed on an ad hoc basis for a specified period of time and shall report to the Board of Directors. No task force shall have the authority of the Board of Directors.
- Section 8 - **Terms and Vacancies.** All appointments to committees of the Board and of the Association shall be for one (1) year and may be renewed at the discretion of the President or in accordance with Board policy. Any member of any committee of the Board, committee of the Association or task force may resign at any time by giving written notice of such resignation to the committee chair or the President. Resignation or removal from the Board of Directors shall constitute resignation or removal from any committee of the Board or the Association on which such Board member served in his/her capacity as a Director. The President shall make

appointments to fill vacancies on any committee of the Board, committee of the Association or task force.

ARTICLE XII

Liability and Indemnification

- Section 1 - **Liability.** The liability of the Directors and Officers of the Association shall be eliminated to the maximum extent permitted by law.
- Section 2 - **Indemnification.** Directors and Officers of the Association shall be indemnified to the maximum extent permitted by law.

ARTICLE XIII

General Matters

- Section 1 - **Corporate Records.** The Association shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken without a meeting by its members and Board of Directors, and a record of all actions taken by a committee of the Board on behalf of the Association. The Association shall keep a copy of the following records at its principal office: (i) its Articles of Incorporation, and all amendments thereto and restatements thereof; (ii) its By-Laws, and all amendments thereto currently in effect; (iii) the minutes and records described earlier in this Section; (iv) all communications in the form of a Record to members generally within the past three (3) years, including the financial statements furnished under Section 3 - of this Article; (v) a list of the names and business addresses of its current Directors and Officers; and (vi) its most recent biennial report delivered to the Mayor of the District of Columbia. The Association's corporate records may be maintained in the form of a Record, as defined in Section 5 - of this Article.
- Section 2 - **Membership List.** The Association shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.
- Section 3 - **Financial Statements for Members.** Upon a demand in the form of a Record from a member, the Association shall furnish that member with its latest annual financial statements that include a balance sheet as of the end of the fiscal year and a statement of operations for the year.
- Section 4 - **Prohibition against Loans.** The Association shall not lend money to or guarantee the obligation of a Director or Officer of the Association except as permitted under the Act.
- Section 5 - **"Record".** All notice and waiver of notice provisions set forth in these By-Laws shall be in the form of a "Record," meaning information that is inscribed on a

tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE XIV

Amendments to the By-Laws

The By-Laws may be amended by a two-thirds (2/3) vote of the Directors present and voting at any meeting of the Board of Directors, provided notice of the proposed amendment has been given in writing to the Secretary and transmitted to the Board members not less than two (2) weeks prior to the meeting; provided, however, that any changes to the By-Laws affecting the rights, classes and conditions or other aspects of membership shall be voted on by the Regular members as required under the Act.