

Bylaws
of
National Federation for Catholic Youth Ministry, Inc.

Amended and Restated
Approved February 9, 2017

MISSION-VISION-VALUES¹

NATIONAL FEDERATION FOR CATHOLIC YOUTH MINISTRY

MISSION

Consistent with its purposes clause in its articles of incorporation, National Federation for Catholic Youth Ministry supports and strengthens those who accompany young people as they encounter and follow Jesus Christ.

VISION

NFCYM looks to a future when young people see themselves as children of God who live as missionary disciples of Jesus Christ; when the gifts, struggles and diverse realities of young people are welcomed in Catholic faith communities; when pastoral ministry leaders have embraced the joy of the Gospel; and when families are living as the domestic church.

The NFCYM commits to advancing the field of pastoral ministry to young people by:

- Forming, equipping, and supporting pastoral leaders in their ministry to young people and their families
- Modeling and fostering a ministry of *acompañamiento* among young people of all cultures, languages, socioeconomic and geographic realities
- Partnering with parents and equipping families of young people as they witness to Jesus Christ in their daily lives.

VALUES

As a Catholic organization, we act in accord with these values:

- Guidance of the Holy Spirit discerned through prayer
- Fidelity to the teaching of the church and support of the bishops of the United States
- Ministry rooted in prayer and sacraments
- Communion with the bishops of the United States
- Dignity and giftedness of each person
- Inherent goodness, and unique gifts and charisms of all young people
- Baptismal call of each person to discipleship, mission, and holiness
- Richness of diversity
- Promotion of justice and peace
- Wisdom of shared leadership and collaboration
- Responsible stewardship of our resources

¹ Mission-Vision-Values appear here for ready reference only, not formally as part of the bylaws.

Bylaws of National Federation for Catholic Youth Ministry, Inc.

ARTICLE 1 Offices

Section 1.01. Registered Office.

The National Federation for Catholic Youth Ministry, Inc. ("Federation") shall have and continuously maintain in the District of Columbia a registered office and registered agent (person or corporation) who is a resident of the District of Columbia and whose office is identical with such registered office.

Section 1.02. Other Offices.

The Federation may have offices at such other places, both within and without the District of Columbia, as the board of directors ("board") of the Federation may from time to time determine.

ARTICLE 2 Categories of Membership

Section 2.1. Categories of Membership.

There are four (4) categories of membership in the Federation:

- (a) Diocesan membership category refers to Latin rite dioceses and/or archdioceses and Eastern rite eparchies;
- (b) Constitutive membership category refers to those organizations, the engagement and presence of which, is an essential part of the mission and function of the Federation and has had an historic and longstanding relationship with the Federation since its inception;
- (c) Organizational membership category refers to organizations that are youth-oriented, educational, formational, resource focused, publishing, or are religious orders or ministerial organizations that share in the mission, activity and interests of the Federation; and
- (d) Associate membership category refers to individuals who share in the mission, activity, and interests of the Federation.

All categories of membership shall enjoy the privilege of receiving the annual written accountability report from the board and executive director.

Section.2.2. Diocesan Members.

Any United States Catholic diocese and/or eparchy may apply for diocesan membership in the Federation.

Section 2.3. Privileges and Responsibilities of Diocesan Members and Designated Representatives.

Each diocese and eparchy that is a member may identify up to five (5) designated representatives ("representatives"). Each diocese and eparchy shall have one (1) vote on all matters before the membership. The vote of each diocese and eparchy is determined through

consensus among the five (5) representatives of the diocese/eparchy. By virtue of membership, representatives shall have the following privileges and responsibilities:

- (a) The possibility to serve as a member of the board representing one of the fourteen (14) geographic episcopal regions ("region");
- (b) To address the membership while in general session at the annual membership meeting on all matters before the membership;
- (c) To be eligible to serve as members of and leaders for committees, project teams, ministry networks, and other bodies of the membership; and
- (d) To receive Federation mailings and discounts.

Section 2.4. Diocesan Membership Dues.

- (a) The annual membership dues for each diocese and eparchy shall be based on Catholic population in the diocese or eparchy as listed in the current Official Catholic Directory, multiplied by a rate established by the board from time to time.
- (b) Annual membership dues shall be computed on the basis of the Federation's fiscal year (July-June).

Section 2.5. Constitutive Members.

As above, a constitutive member is an organization, the engagement and presence of which, is an essential part of the mission and function of the Federation and has had an historic and longstanding relationship with the Federation since its inception. The National Catholic Committee for Girl Scouts and Camp Fire ("NCCGSCF") shall be a constitutive member.

Section 2.6. Privileges and Responsibilities of a Constitutive Member.

Each constitutive member may identify one (1) designated constitutive representative ("representative") from each region who shall have one (1) vote on all matters before the membership. By virtue of membership, representatives shall have the following privileges and responsibilities:

- (a) To discern, one (1) member of the board based on an agreed upon regional process;
- (b) To participate through its representatives in the annual membership meeting and to address the membership while in general session at the annual membership meeting on all matters before the membership;
- (c) To serve as members of and leaders for committees, project teams, or other work groups of the membership; and
- (d) To receive Federation mailings and discounts.

Section 2.7. Constitutive Membership Dues.

Constitutive members shall not be required to pay any membership dues.

Section 2.8. Organizational Members.

Organizational members are any youth-oriented group or organization, educational/formational organization, resource/publishing organization, religious order, or ministerial organization that shares in the mission, vision and values of the Federation and wish to be engaged in the mission and work of the Federation. The board shall establish from time to time criteria and a process whereby such groups and organizations are nominated and affirmed for organizational membership.

Section 2.9. Privileges and Responsibilities of Organizational Members.

Each organization that is a member shall have one (1) vote on all matters before the membership for which an organizational member is entitled to vote. Nonprofit 501(c)(3) organizational members shall have one (1) vote on all matters before the membership including governance and non-governance (ministerial) issues. For-profit organizational members shall have (1) one vote on all non-governance related issues before the membership such as membership papers. For-profit organizational members do not vote on governance related issues such as election of directors or officers, amendments to articles of incorporation or bylaws, or vision, mission and values statements. By virtue of their membership, each organization that is a member shall have the following privileges and responsibilities:

- (a) To identify one (1) designated representative ("representative");
- (b) To participate on, and serve as members of and leaders for the project teams, ministry networks and other activities including the annual membership meeting;
- (c) To participate in the annual membership meeting and to address the membership while in general session at the annual membership meeting on all matters before the membership; and
- (d) To receive Federation mailings and discounts.

Section 2.10. Organizational Membership Dues.

- (a) The membership dues for each organization shall be based on criteria defined by the board from time to time; and
- (b) Annual membership dues shall be computed on the basis of the Federation's fiscal year (July-June).

Section 2.11. Associate Members.

Associate members may include those individuals in various ministerial roles relevant to young Catholics who wish to be engaged in the work of carrying out the mission, vision and values of the Federation. Such individuals may apply for associate membership. The board shall establish from time to time a criteria and a process whereby such persons apply for and are approved for associate membership.

Section 2.12. Privileges and Responsibilities of Associate Members.

There shall be one (1) vote per region on any matter before the membership for which an associate member may vote, with criteria for voting identified by the region. For the purposes of selecting from time to time the one (1) representative of the associate membership category to serve on the board, each region may identify one (1) designated associate member representative ("representative") who shall meet with the other thirteen (13) representatives to discern the board member. By virtue of their membership, associate members shall have the following privileges and responsibilities:

- (a) To participate on, and serve as members of and leaders for the project teams, ministry networks and other activities;
- (b) To participate in the annual membership meeting and to address the membership while in general session at the annual membership meeting on all matters before the membership; and
- (c) To receive Federation mailings and discounts.

Section 2.13. Associate Membership Dues.

- (a) The membership dues for the associate category are based on criteria defined by the board from time to time; and
- (b) Annual membership dues shall be computed on the basis of the Federation's fiscal year (July-June).

Section 2.14. Challenges to and Appeals for Membership.

In addition to the process established from time to time by the board for new members, the board shall also establish from time to time a process whereby the membership of any organization or individual may be challenged and/or reviewed and whereby those applying for membership who are denied may reapply.

- (a) In addition, any group or organization that is denied membership in the Federation may appeal such a decision to the membership at the annual membership meeting one (1) time only; and
- (b) The membership of any diocese or of a constitutive member cannot be challenged.

Section 2.15. Resignation or Removal.

A member may resign at any time by giving written notice to the board. A member may be removed from participating in the work of the Federation based on a process developed from time to time by the board. In event of resignation or removal there shall be no refunding of dues.

Section 2.16. Vacancies.

Any vacancies that may occur in any representative by reason of death, resignation, or otherwise may be filled by appointment by a regional process for the remainder of the unexpired term.

ARTICLE 3 Voting Responsibilities of Members

Section 3.1. Authority.

The voting membership of the Federation shall have such voting powers and responsibilities conferred upon the membership of a nonprofit corporation by the District of Columbia Nonprofit Corporation Act (the "Act"), as now or hereafter amended, except such powers and responsibilities as may be limited by these bylaws. The responsibilities of the voting membership are:

- (a) To hold an annual membership meeting for the purpose of conducting all business before the membership including but not limited to approving any amendments to the articles of incorporation or bylaws;
- (b) To propose Federation short-range plans and programs and approve Federation long-term plans and programs;
- (c) To approve public foundational documents (such as membership papers) on issues that impact youth ministry; and
- (d) For the membership categories with the rights to elect representatives to the board of directors, for any director whose term expires June 30 of the current year, then prior to July 1 of the current year, the respective membership category shall discern and inform the membership of their representative chosen to serve on the board for a term to commence July 1 of the current year.

Section 3.2. Annual Meeting.

The membership of the Federation shall hold a regular annual meeting ("annual membership meeting") and may hold such other meetings at such times and places as may be established from time to time at the request of the board. Voting on all matters will generally take place in person at the annual membership meeting with exceptions as noted in Section 3.6.

Section 3.3. Notice.

Notice of the annual membership meeting shall be given to each member by mail not less than thirty (30) days before the day appointed for the meeting. Except regarding proposed amendments to the articles and bylaws, the matters to be discussed and voted upon at any duly called meeting of the membership shall not be limited to those set forth in the notice of such meeting. An agenda for the meeting shall be included in the notice.

Section 3.4. Quorum.

A majority of the voting members present shall constitute a quorum at any meeting of the membership. Concerning voting by the membership at the annual membership meeting, there shall be no voting by proxy for absent members.

Section 3.5. Voting.

Historically, the Federation has voted using a discernment or consensus model whereby the vote of at least eighty percent (80%) of a quorum present carries. When not in conflict with the Act (which provides in most instances that the vote of just a majority of a quorum present carries a vote), the articles of incorporation, or these bylaws, for purposes of these bylaws the vote of at least eighty percent (80%) of a quorum of the membership shall carry. Throughout these bylaws, references to voting, discernment, consensus, election, and the like may be used interchangeably to refer to a vote whereby at least eighty percent (80%) of a quorum of the membership shall carry.

Section 3.6. Additional Voting Provisions.

Notwithstanding any provision to the contrary in these bylaws, the following provisions shall apply throughout these bylaws:

- (a) Voting on all matters by members entitled to vote may be conducted by mail ballot, and any notices may be sent by mail;
- (b) "Mail" as used throughout these bylaws includes but is not limited to mail sent via United States Postal Service ("USPS")), electronic mail, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence and authorized by the Act, and nothing in these bylaws shall be deemed to bar use of such new means of voting, nor shall any further amendment of these bylaws be required;
- (c) Members who vote by mail shall be deemed present in person at any meeting of the membership to which the particular vote pertains; and
- (d) The means by which any voting member casts a vote shall be presumed to be a method of voting chosen by and authorized by the member.

ARTICLE 4

THE WORK OF THE MEMBERSHIP

Section 4.1. Responsibility.

The work of the Federation is carried out through the membership acting via the board, board committees, project teams, work groups, ministry networks, alliances, and other bodies designated from time to time by whatever name designated "groups". The work of the groups is supported by the work of the Federation staff.

Section 4.2. Accountability.

All groups will prepare and submit a written progress report on all approved projects and programs to the Federation membership on an annual basis. The progress reports of these groups shall be presented at the annual membership meeting. The groups report to the board and remain subject to the authority of the board.

Section 4.3. Project Teams.

Project teams, their work parameters, and their leadership are designated by the board from time to time to manage and implement key Federation programs, services, and conferences. Project teams can be either temporary or ongoing. Project teams for temporary, time limited or focused projects will have a specific duration. Project teams for ongoing projects are those with longer life span and are designed to coordinate and manage annual recurring projects of the Federation. The project teams report to the board and remain subject to the authority of the board.

Section 4.4. Ministry Networks and Alliances.

- (a) Ministry networks are an acknowledged and identified cohort of ministry leaders who gather around a specific theme or ministry area to network, resource and discuss relevant issues, challenges and best practices. Ministry networks, including their work and parameters are established and governed by the board, and they report to the board and remain subject to the authority of the board.
- (b) Alliances are formal relationships to further the ministry of the church where the Federation collaborates in a formal and intentional way with other organizations for the betterment of young people. Alliances, including their work and parameters are established and governed by the board, and they report to the board and remain subject to the authority of the board.

ARTICLE 5

Board of Directors

Section 5.1. Board of Directors.

The board shall consist of twenty-four (24) persons:

- (a) Fourteen (14) regional representatives of the diocesan category, that is, one representative from each of the fourteen (14) geographic regions;
- (b) One (1) representative of the organizational membership category;
- (c) One (1) representative of the associate (individual) membership category (non-diocesan staff and non-organization staff);
- (d) Four (4) at-large representatives, to be chosen by the board;
- (e) One (1) ex officio with vote: episcopal advisor;

- (f) Two (2) ex-officio without vote: Executive Director of the NFCYM and the USCCB liaison; and
- (g) One (1) constitutive member representative.

Section 5.2. Authority.

The board shall oversee the business and affairs of the Federation. The board shall have all the powers and responsibilities conferred upon a board of a nonprofit corporation by the Act or by these bylaws including but not limited to the following:

- (a) To engage in a discernment process to select officers at a regular meeting;
- (b) To hire, set salary and renew or terminate the employment contract of the executive director;
- (c) To convene the annual membership meeting;
- (d) To authorize short-range plans and to recommend long-range plans;
- (e) To approve annual budget, to set fiscal policy and to convene and identify members of a finance advisory committee whose purpose is to support the board and the executive director;
- (f) To give final authorization for funding of groups;
- (g) To approve personnel policies;
- (h) To provide an annual written accountability report to the membership in collaboration with the executive director;
- (i) To implement and evaluate priorities set by action of the annual membership meeting;
- (j) To accept and review the reports of the executive director;
- (k) To select and approve four (4) members-at-large to serve on the board;
- (l) To establish and approve membership dues and procedures;
- (m) To appoint or confirm chairpersons of Federation committees, project teams and related work groups;
- (o) To develop and implement the strategic plan; and
- (p) To monitor conflicts of interest at least annually.

Section 5.3. Term of Office.

At the time of adoption of these amended bylaws, each year approximately one quarter (1/4) of the twenty-one (21) elected members of the board rotate off the board at the end of their four (4) year term, and this rotation schedule shall continue. The rotating term of office for voting board members shall continue to be a four (4) year term, renewable, but nonconsecutive to begin on July 1.

5.4. Selection.

Each category of voting membership selects representatives to the board appropriate to the rights and responsibilities of the membership category as provided in these bylaws. No vendor to the Federation shall be eligible for board service.

5.5. Meetings.

There shall be at least two (2) meetings per year, with one such meeting being the annual meeting of the board held at the time of the annual membership meeting and the other being a regular meeting to be held at such time as the board may designate. The board may hold additional meetings at the call of the chairperson.

Section 5.6. Notice.

Notice of each meeting of the board shall be given by mail or electronic mail to each member of the board not less than thirty (30) days before the day appointed for the meeting. Except regarding proposed amendments to the articles and bylaws, the matters to be discussed and voted upon at any duly called meeting of the board shall not be limited to those set forth in the notice of such meeting.

Section 5.7. Quorum.

A quorum at any meeting of the board consists of the presence of a majority of voting members of the board, including at least one (1) officer present.

Section 5.8. Voting.

Each voting member of the board shall have one (1) vote. Proxy voting by members of the board is *not* permitted. At the time of adoption of these bylaws on July 1, 2017, in contrast to means of voting by members, the Act allows the Federation's directors to act *only* in person at a meeting, or to participate in a meeting by means of a telephonic meeting where all persons may hear each other, and by unanimous written consent. In the event that the Act may be amended to broaden beyond board meetings, board telephone calls, and board unanimous written consent the means by which the Federation's directors may act, such additional means as may be authorized by the Act may be utilized by the Federation's directors immediately, and nothing in these bylaws shall be deemed to bar use of such new means of acting or participating, nor shall any further amendment of these bylaws be required. As stated above, historically, the Federation has voted using a discernment or consensus model whereby the vote of at least eighty percent (80%) of a quorum present carries. When not in conflict with the Act (which provides in most instances that the vote of just a majority of a quorum present carries a vote), the articles of incorporation, or these bylaws, for purposes of these bylaws the vote of at least eighty percent (80%) of a quorum of the board shall carry.

Section 5.9. Executive Session.

The chairperson of the board may decide to enter into executive session for specific discussions with the approval of the voting members of the board. Executive session includes only the voting members along with the episcopal advisor. At times, the chairperson may invite the executive director and/or the USCCB liaison to participate in the discussions of the executive session.

Section 5.10. Vacancies.

A vacancy on the board whether occurring by reason of death, resignation, or removal, shall be filled by the board for the balance of the unexpired term.

Section 5.11. Removal.

Any directors may be removed from office by the affirmative vote of eighty percent (80%) of the voting members of the board when in the judgment of the board the best interests of the Federation will be served.

ARTICLE 6

Officers of the Board

Section 6.1. Officers.

The officers of the board shall be the chairperson, first vice chairperson, second vice chairperson, secretary, and treasurer. The officers must be members of the board.

Section 6.2. Chairperson.

The chairperson shall preside at all meetings of the membership and the board. The chairperson is an ex officio voting member of all committees. The chairperson shall see that all orders and resolutions are carried out and shall perform all duties incident to the office of chairperson as the board may determine from time to time.

Section 6.3. First Vice Chairperson.

In the absence of the chairperson from any meeting, the first vice chairperson shall assume all responsibilities for the conduct of that meeting.

Section 6.4. Second Vice Chairperson.

In the absence of both the chairperson and first vice chairperson from any meeting, the second vice chairperson shall assume all responsibilities for the conduct of that meeting.

Section 6.5. Secretary.

The secretary or his or her designee shall ensure that the secretarial tasks are performed at the annual meeting of the membership and all meetings of the board. The secretary shall report the minutes to the membership and board, attest such documents and oversee other secretarial duties as are customary for such an officer and as the board may determine from time to time. Minutes of the annual meeting shall be provided to the membership within sixty (60) calendar days of the meeting.

Section 6.6. Treasurer.

The treasurer shall be a voting member of the finance advisory committee. The treasurer or his or her designee shall oversee the administration of all general funds and assets of the Federation and shall have such powers and duties as are customary for such an officer and as the board may determine from time to time.

Section 6.7. Election.

At the time of adoption of these amended bylaws, each year approximately one half (1/2) of the officers rotate out of their offices and off of the executive committee at the end of their two (2) year term, and this rotation schedule shall continue. The rotating term of office for officers shall continue to be a two (2) year term, renewable, to begin on July 1.

Section 6.8. Vacancies.

A vacancy in any office of the board whether occurring by reason of death, resignation, or removal, shall be filled by the board for the balance of the unexpired term.

Section 6.9. Removal.

Any officer may be removed from office by the affirmative vote of eighty percent (80%) of the voting members of the board when in the judgment of the board the best interests of the Federation will be served.

ARTICLE 7

Committees of the Board

Section 7.1. Committees.

Each committee shall report to the full board for action and voting by the board at a duly called meeting of the board at which a quorum is present. In addition to the committees described below, the board may, from time to time, designate additional committees for such purposes, with such powers and duties, and for such duration as the board may prescribe. The committee members must be members of the board, and each committee shall include an executive committee member as liaison to the board.

Section 7.2. Selection.

Once a new board has been discerned at a regular meeting to begin their terms on the subsequent July 1, then at the next regular meeting of the board, by a process of discernment, the board shall select the committees. The term of a committee member who serves ex officio shall be coterminous with term of office, and for all others shall be two (2) years, renewable, and begin on July 1. No vendor to the Federation shall be eligible for committee service.

Section 7.3. Executive Committee.

The executive committee shall consist of eight (8) members of the board, including the chairperson, first vice chairperson, second vice chairperson, secretary, treasurer, episcopal advisor, and the board member representing the ministry networks. The executive director is an ex officio member of the executive committee without vote. The executive committee shall set the agenda for all board meetings. In addition, the executive committee shall have the following responsibilities for which it reports to the full board: selecting and reviewing the performance of the executive director; reviewing the mission, vision and values of the Federation from time to time; and engaging in strategic planning from time to time. The committee shall have the authority to act on behalf of the board between meetings of the board; provided, however, that the committee shall report to the full board at the next meeting of the board and shall remain subject to the authority of the board. In the event of any tie vote, the chairperson (and in the absence of the chairperson the first vice chairperson, and in the absence of the first vice chairperson the second vice chairperson) shall cast an additional tie-breaking vote.

Section 7.4. Finance Advisory Committee.

The finance advisory committee shall consist of the treasurer and such additional members as the board shall appoint. The finance advisory committee shall counsel and support the board and the executive director with the budget and financial management of the Federation.

Section 7.5. Project Management Committee.

The project management committee of the board shall consist of five (5) to seven (7) members and shall include a member of the executive committee who shall be a liaison to the executive committee. The project management committee shall create various project teams and oversee and coordinate the work of those project teams.

Section 7.6. Membership Engagement Committee.

The membership engagement committee shall consist of four (4) to five (5) members as determined by the board and shall include a member of the executive committee who shall be a liaison to the executive committee. The committee shall oversee membership registration and facilitate regional connectivity including but not limited to communication with regions, new

member management, annual member meeting oversight, troubleshoot ethical/code of conduct related to membership registration, and member benefits.

Section 7.7. Ministry Networks and Alliances Committee.

The ministry networks and alliances committee shall consist of four (4) to five (5) members as determined by the board and shall include a member of the executive committee who shall be its liaison to the executive committee. The committee shall oversee the Federation's organizational relationships and foster collaboration among leadership networks.

Section 7.8. Action by Committees.

A majority of the voting committee members present shall constitute a quorum at any meeting of a committee. There shall be no voting by proxy for absent committee members. All committees shall report to the full board at the next meeting of the board and shall remain subject to the authority of the board. Meetings of each committee shall be called as necessary.

ARTICLE 8 Regional Relationships

Section 8.1. Division of Affiliated Dioceses.

The affiliated dioceses shall be divided into fourteen (14) regions for the purpose of assuring regional representation to the board and various teams and project teams of the Federation. These fourteen regions (14) correspond to the fourteen (14) geographic regions of the USCCB.

Section 8.2. Selection of Regional Representative to the Board.

Each region shall be entitled to select/elect one (1) designated diocesan representatives to the board. This representative shall be selected/elected by the members from the region for a four-year (4) term, renewable, but nonconsecutive, which begins on July 1 according to the bylaws (5.3).

Section 8.3. Regional Functions.

The functions and responsibilities of each region include:

- (a) To convene regional membership meetings of designated diocesan, constitutive, organizational members, and associate members in a manner that best serves the region. These meetings may be regional, statewide, provincial, etc.;
- (b) To determine the process and meeting procedures, including the location (virtual, online, in person), that best serve the regional needs, but in no event shall procedures be inconsistent with the articles of incorporation and these bylaws;
- (c) To establish a timely process to discern, select or elect, and support:
 - (i) The regional representative to the board (this person may also serve as the regional coordinator);
 - (ii) The regional coordinator who convenes regional meetings;
 - (iii) Two (2) members to participate in the membership meeting to advance diversity;
 - (iv) One, (1) representative of the constitutive category of membership from the NCCGSCF; and
 - (v) One (1) representative of the associate member category of membership.
- (d) To provide for a regional budget to cover approved expenses incurred within the region and those Federation expenses delineated as the region's responsibility;
- (e) To engage regional members in the work, services, and support of the Federation; and

(f) To determine any other such purposes as may be necessary and consistent with the articles of incorporation and these bylaws.

Section 8.4. Regional Meetings.

There may be an annual meeting and one (1) or more regular meetings of the members of each region as needed to fulfill the responsibilities of the regions. If no such annual meeting is held in a region, the selection or election of the regional delegation may take place by mail (as defined in 3.6).

Section 8.5. Notice of Meetings.

Notice of any meeting of the members of each region shall be given to each member by such method as determined by regional process at least thirty (30) days before the day appointed for the meeting.

ARTICLE 9 Executive Director

Section 9.1. Executive Director.

The board shall employ as an administration and management employee of the Federation an executive director, employed or appointed by and directly responsible to the board.

Section 9.2. Responsibilities.

The executive director shall manage and direct all operations of the Federation. This includes but is not limited to serving on the board and various teams, serving as the Federation's liaison with outside organizations (or delegating this responsibility), directing all public relations and advocacy functions, and performing such other duties as specified by the board from time to time.

The executive director may select such staff as are necessary for the carrying out of the administrative work of the Federation, subject to the policies and directions of the board.

The executive director shall be an ex officio member of the board, the executive committee of the board and other committees of the Federation, but shall have no vote.

The executive director shall serve as staff for the board. The executive director, together with the board, shall prepare an annual accountability report and such other reports of the administrative and other activities of the Federation for submission to the board at any regular or special meetings of the board with recommendations.

ARTICLE 10 Conflicts of Interest

Section 10.1. Purpose.

The Internal Revenue Service requires that 501(c)(3) organizations have a conflict of interest policy. The purpose of this conflict of interests policy includes but is not limited to: protecting the Federation's 501(c)(3) federal tax exempt status; making the best use of the Federation's charitable assets; supporting the board and executive director in carrying out their fiduciary

responsibilities to the Federation; and to protect the Federation's best interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, team or project team member, interested person or insider of the Federation or its related Foundation or that might result in a possible excess benefit transaction or unreasonable compensation or other prohibited private inurement of the Federation's assets. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. In connection with any actual or potential conflict of interest, any interested person has an affirmative duty to disclose the existence of the financial interest and any possible conflict of interest or the even the appearance of conflict of interest and shall disclose all material facts to the board and team considering the proposed transaction or arrangement. To facilitate avoidance of conflicts of interest and to avoid unreasonable compensation, the board shall implement a bidding procedure for all major contracts for goods and services.

Section 10.2. Procedures.

Any officer, director, employee, team or project team member, interested person or insider of the Federation or its related Foundation having an interest in a contract or other transaction or determination (all the foregoing referred to as "proposed arrangement") presented to the board or team for recommendation, authorization, approval or ratification shall give a prompt, full and frank disclosure of her/his interest to the board and team prior to any action on the proposed arrangement. Any person having made a disclosure may make a presentation at a board meeting, but after the presentation, s/he shall leave the meeting during the discussion of and the vote upon the arrangement involving the potential conflict of interest, and such person may not be counted in determining the existence of a quorum. The board shall thereupon determine, by majority vote, whether the disclosure indicates that a conflict of interest exists or could reasonably be construed to exist and whether the arrangement is in the best interests of the Federation. If the board determines that a conflict of interest exists or could reasonably be construed to exist and/or that the arrangement is not in the best interests of the Federation, the board shall investigate alternatives to the proposed arrangement, and after exercising due diligence for example through invitations to bid that may include but shall not be limited to the vendor of the arrangement under review, the board shall determine whether the Federation can obtain with reasonable effort a more advantageous arrangement. After that due diligence, consistent with the quorum requirement in this section, the board shall determine by a majority vote of the disinterested voting directors whether the arrangement is in the Federation's best interest, whether it is fair and reasonable to the Federation, and whether to enter into the arrangement or some other more advantageous arrangement. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation by name, the content of the discussion, and whether the required quorum was present. Where the board discovers that an individual appears to have failed to make any mandatory disclosure, the board shall undertake appropriate due diligence investigation and any necessary disciplinary and corrective action.

Section 10.3. Annual Statements.

Each director, officer, employee and committee member shall annually sign a statement that affirms that such person has received a copy of the conflicts of interest policy, has read and understands the policy, agrees to comply with the policy, and understands that the Federation is a 501(c)(3) charitable organization and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more of its tax exempt purposes and avoid prohibited private inurement of its assets.

ARTICLE 11

Whistle Blower Policy

Section 11.1. Purpose.

As required by the federal Sarbanes-Oxley Act ("SOX"), the purpose of this whistleblower policy is to encourage exposure of serious criminal fraud activity and other illegal conduct relating to accounting and financial matters at the Federation and to provide specific instructions regarding appropriate action to report suspected violations. The type of illegal conduct that it is the object of this policy to expose includes but is not limited to:

- (a) Theft or misappropriation of Federation assets by any person;
- (b) Misstatements and other irregularities in the corporate financial records, including but not limited to the intentional misstatement of results of operations;
- (c) Forgery or alteration of financial documentation by any person; and/or
- (d) Unlawful acts pertaining to financial matters.

Any Federation employee, officer, or director who has reason to believe this type of conduct has occurred is expected to report it.

Section 11.2. Procedures.

Employees, officers and directors making reports under this policy are to direct them to the treasurer, or in the case of the treasurer, to the chairperson. The whistleblower must be acting in good faith when reporting a violation and must provide all details within his or her knowledge about the conduct being reported. The whistleblower also must make the report to the treasurer (or if it involves the treasurer, then to the chairperson). Special care must be taken not to alert the individual suspected of the violation. The full board will then be responsible for follow up and investigation of the incident. Neither the existence nor the results of investigations will be disclosed or discussed with anyone other than those persons who have a legitimate need to know. Since the board as a matter of law is responsible for the management of all of the Federation's business and affairs, the board always has a legitimate need to know. The incident and any subsequent findings of the investigation will be considered by the board, excluding the perpetrator from any vote, and further action in response to the violation, including disciplinary action, will be determined. A record of all complaints and investigations into potential violations will be kept in the corporate minute book. No employee, director, or officer who in good faith reports a violation shall suffer harassment, retaliation or adverse employment or other consequences. An employee, director or officer who retaliates against a whistleblower is subject to discipline up to and including termination of employment or removal from the board. Likewise, anyone making allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be subject to disciplinary action.

ARTICLE 12

Records Retention Policy

Section 12.1. Purpose.

As required by SOX, it is the policy of the Federation to suspend any regularly scheduled document destruction when claims are pending or threatened against the Federation or where the Federation is informed of a claim. When document destruction is suspended for any reason, the secretary of the Federation will notify the appropriate corporate officials and personnel

about the relevant categories of documents to be retained until further notice. Once the relevant documents have been identified and segregated from destruction/deletion, the operation of the policy regarding remaining documents, including any regularly scheduled destruction, shall recommence.

Section 12.2. Procedures.

Documents and records must be retained under the certain circumstances, including, but not limited to:

- (a) Where the information has been subpoenaed in a civil or criminal case, or is the subject of an information request letter from a government agency;
- (b) Where the information relates to threatened or pending civil or criminal claims against the Federation of which the Federation has been made aware; or
- (c) Where destruction of the information would impede, obstruct or influence the administration of any matter within the jurisdiction of the federal or state government, where such matter is pending, imminent or contemplated.

ARTICLE 13 Miscellaneous

Section 13.1. Compensation.

For purposes of protecting the Federation's 501(c)(3) status, the board shall be authorized and empowered to establish and pay only reasonable and just compensation:

- (a) For the executive director and staff through the budgeting process and comparability analysis; and
- (b) For vendors for services rendered on the Federation's behalf through the budgeting and bidding processes.

Section 13.2. Fiscal Year.

The fiscal year of the Federation shall be the twelve-month (12) period beginning July 1, and its financial books and records shall be kept according to standard accounting practices.

Section 13.3. Waiver of Notice.

Whenever any notice is required to be given by law, the articles of incorporation or these bylaws, a waiver of such notice may be executed in writing by the person or persons entitled to the notice, whether before, during or after the time stated therein, and such waiver shall constitute the equivalent of receiving such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13.4 Indemnification.

The board may exercise the full extent of the powers which the Federation has under District of Columbia law, as such law exists from time to time, to indemnify members of the board, officers, employees, and agents for expenses as enumerated below incurred by reason of the fact that they are or were members of the board, officers, employees, or agents of the Federation. Such expenses shall include attorneys' fees, judgments, fines, amounts paid in settlement, and amounts otherwise reasonably incurred. The board may make advances against such expenses upon terms decided by it. The board may exercise the full extent of the

powers which the Federation has under District of Columbia law, as such law exists from time to time, to purchase and maintain insurance against the risks above described on behalf of its board, officers, employees, and agents.

Section 13.5. Seal.

The Federation's corporate seal shall be circular in form and shall have inscribed thereon the name of the Federation, the year of its organization, and the words "Corporate Seal, District of Columbia." The Federation may alter and change said seal at its pleasure; said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 13.6. Gender References.

Throughout these bylaws, the masculine, feminine and neuter gender each shall be deemed to represent all people.

ARTICLE 14
Amending Articles of Incorporation or Bylaws

Section 14.1. Amendments.

Except as otherwise provided by law, the articles of incorporation and bylaws may be altered, amended or repealed by an eighty percent (80%) vote of the voting members at the annual membership meeting; provided, however, that no amendment shall be acted upon unless written notice setting forth the substance of the proposed amendment put forth by the board shall have been sent to each voting member at least sixty (60) days in advance of the meeting. The vote of the members entitled to vote may be taken by any means in accordance with Article 3.

Section 14.2. Notice.

It is the privilege of members in good standing to propose amendments to the bylaws in writing to the executive director at least seventy-five (75) days in advance of the start of the annual membership meeting. Written notice of proposed amendments will be distributed to members no later than sixty (60) days in advance of the annual membership meeting.