ARTICLE I
PURPOSES

Section 1. Purposes. The purposes of the corporation as stated in its Articles of Incorporation are: Exclusively charitable, religious, literary, scientific and educational purposes within the meaning of Code section 501(c)(3).

Section 2. Limitations on Operations. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the corporation's Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Code section 501(h)), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code section 501(c)(3) or (b) by a corporation, contributions to which are deductible for federal income tax purposes under Code section 170(c)(2).

Section 3. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction of civil actions in the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. Powers. The corporation shall have such powers as are now or may hereafter be granted by the District of Columbia Nonprofit Corporation Act (the "Act").
ARTICLE II
OFFICES

The principal office of the corporation shall be located in Washington DC metropolitan area, as the Board of Directors may designate. The corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

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

ARTICLE III
MEMBERS

Section 1. Membership. Membership in the Forum shall consist of philanthropy infrastructure organizations whose mission is to serve, strengthen and advance the field of philanthropy. The Board of Directors has the responsibility for determining Membership eligibility and categories of Membership as well as dues, voting rights and other requirements. Members may be required to have such other qualifications as the Board of Directors may prescribe by a vote of two-thirds of Directors. Membership qualifications will be reviewed from time to time as needed by the Board of Directors or its designate.

Section 2. Voting Rights. The Members shall have the exclusive right to elect the Directors of the corporation and the exclusive right to vote on all matters pertaining to the affairs of the corporation on which a vote of the Members is required or is deemed desirable by the Board of Directors. Each Member shall be entitled to one vote on all matters submitted to a vote of the membership. Each Member will annually appoint a representative of the organization who will represent, vote for and act for that Member in all affairs of the Forum.

Section 3. Term of Membership. The term of membership shall be one year or as otherwise fixed by resolution of the Board of Directors.

Section 4. Membership Dues. The Board of Directors shall determine from time to time the amount of the membership dues payable to the corporation by the Members. Memberships will be automatically renewed upon payment of the annual membership dues for the current year.

Section 5. Transfer of Membership. Membership in the corporation is not transferable or assignable.

Section 6. Certificates of Membership. No certificates of membership in the corporation shall be required.
Section 7. **Resignation of Membership.** Membership in the corporation may be terminated by the written resignation of the Member delivered to the President of the Forum or the Chair of the Board of Directors. Such resignation will take effect at the date of receipt of such notice or at any later time specified therein. Any Member that resigns its membership will not be entitled to a refund of any dues or other payments to the Forum.

Section 8. **Removal of Members.** Any organization which in any year fails to pay annual dues when payable may be removed as a Member of the Forum by the Board of Directors. Any Member whose membership is deemed detrimental to the welfare of the Forum may be removed as a Member at any time by action of the Board of Directors. In either case, the Board of Directors must provide the Member with not less than 30 days’ written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed removal, by the Board of Directors.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** If reasonably practicable, the annual meeting of the Members shall be held during the summer months (June, July or August) at such time and place as shall be determined by the Chair or the Board of Directors and designated in the notice or waiver of notice of the meeting. At each annual meeting, the Members shall elect Directors as hereinafter provided and may transact such other business as may properly come before the meeting. If the annual meeting is not held in the months designated, the Board of Directors will cause the meeting to be held as soon thereafter as may be convenient.

Section 2. **Special Meetings.** Special meetings of the Members may be called at any time by the Chair and shall be called by the Secretary upon written request (stating the purpose of the proposed meeting) signed by a majority of the Board of Directors, the Chair of the Board of Directors or any five members. Special meetings of the Members shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

Section 3. **Notice of Meetings.** Notice of the annual and any special meetings of the Members of the corporation shall be in writing and delivered to each Member entitled to vote, personally, by mail, by email or by electronic facsimile transmission, not less than thirty (30) days before the time designated for the annual meeting, and not less than five (5) nor more than thirty (30) days before the time designated for a special meeting, or as otherwise required by applicable law. All notices of meetings shall state the time and place of the meeting. In case of a special meeting or when required by applicable law, the purpose for which the meeting is called shall be stated in the notice. Any notice of a meeting delivered other than personally shall be directed to the address of the Member as it appears on the records of the corporation.

Section 4. **Quorum.** The presence, in person or by proxy, of at least a majority of the Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members, but the majority of a smaller number present may adjourn such meeting to another time without further notice.
Section 5. Manner of Acting. At all duly constituted meetings of Members, all questions, except as otherwise provided by applicable law, by the Articles of Incorporation or by these bylaws, shall be decided by the vote of a majority of the Members entitled to vote thereon who shall be present at the meeting, in person or by proxy.

Section 6. Proxies. Any Member entitled to vote at any meeting may vote by proxy. Such proxy shall be in writing and delivered to an officer of the Forum prior to the meeting and shall be revocable at the will of the Member executing the same. A proxy shall be invalid upon the expiration of eleven months from the date of its execution, unless a longer period is specifically provided for therein.

Section 7. Action by Ballot. Except as otherwise restricted by the articles of incorporation or bylaws, any action that may be taken at any annual or special meeting of members may be taken without a meeting if the corporation delivers a ballot to every member entitled to vote on the matter. The ballot must be in the form of a record (which can include an electronic ballot or email), set forth each proposed action, provide an opportunity to vote for or withhold a vote for each candidate in the case of a director election, and provide an opportunity to vote for or against each other proposed action. All solicitations for votes by ballots must indicate the number of responses needed to meet the quorum, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the corporation to be counted. Approval by ballot shall be valid only when the number of votes cast 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.

Section 8. Participation by Electronic Communications. Members of the corporation may participate in a meeting of the members by means of a conference telephone, 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 V
BOARD OF DIRECTORS

Section 1. General Powers of Directors. The property and affairs of the corporation shall be managed by a Board of Directors.

Section 2. Number and Tenure of Directors. The number of Directors shall be no less than twelve (12) and no more than twenty-one (21). The number may be changed from time to time by amendment to these bylaws, provided that no decrease in number will have the effect of shortening the term of any incumbent Director. Directors shall be elected to succeed those Directors whose terms expire and such elections shall be for three-year terms of office, each to expire at the third succeeding annual meeting of the Members after their election. Each Director shall hold office until the Director's successor shall have been duly elected and qualified or until the Director's death or
until the Director shall resign or shall have been removed in the manner hereinafter provided.

A Director may be nominated to a second consecutive 3-year term, which would be the maximum length of continuous service allowed; provided, however, that (1) a person appointed to fill a vacancy may be allowed to stand for election to a new three-year term immediately upon completing the unexpired term of the predecessor Director, and could be eligible for a second term of their own; (2) if a person is elected Chair when that person’s normal term as a Director would be expiring, the term limitation will be suspended for a maximum of one year; and (3) if a Chair is completing a second, one-year term as Chair, he or she may be elected as a Director for up to one additional year, even if his or her term limit as a Director has otherwise been reached.

In general, after a break of one year, any former Director can stand again for election for a full 3-year term and, if elected, may thereafter stand for a second consecutive 3-year term.

Section 3. Qualifications of Directors. Directors need not be residents of the District of Columbia. The majority of Directors shall be individuals associated with Members. The other Directors may also be individuals associated with Members; however, any who are not so associated shall be individuals who, in the judgment of the Board of Directors, bring knowledge and appreciation of philanthropy infrastructure organizations, and some relevant skill or connection that advances the strategic priorities of the Forum and thus benefits its Members and their work. Directors may be required to have such other qualifications as may be identified by the Board of Directors.

Section 4. Nominations of Directors and Officers. The Governance and Nominating Committee shall select a slate of candidates for each position on the Board of Directors that is vacant or that will be vacant at the conclusion of the current term, as well as for each officer position. In selecting a slate of candidates, the Governance and Nominating Committee will seek recommendations from the membership and from the Board. For purposes of diversity in composition, factors the Governance and Nominating Committee will consider in preparing the slate will include: the candidate’s role in a philanthropy infrastructure organization, unique skills or experience, and the size, age, constituency and geographic scope of the organization with which the candidate is associated. The Governance and Nominating Committee will also endeavor to compile a slate of candidates that is diverse in terms of gender, race, ethnicity, sexual orientation, disability and national origin. The Governance and Nominating Committee will report to the President and Board Chair in sufficient time to permit sending notice to the membership.

Section 5. Election. Directors shall be elected at the annual meeting of the Members as stated in Article III of these bylaws.

Section 6. Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of Members, for the purpose of electing officers and for the transaction of such other business as needed. At least three additional regular meetings of the Board of Directors shall be held during each year. The time and place for such regular meetings shall be fixed by the Chair, or the Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. If the election of officers shall not be held at any annual meeting, the Board of Directors shall cause the election to be held at an additional regular meeting or at a Special Meeting of the Board of Directors as soon thereafter as may be convenient.
Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by such person or persons.

Section 8. Notice of Meetings. Notice of the annual meeting, any regular meeting and any special meeting of the Board of Directors shall be delivered not less than forty-eight (48) hours before the time designated for the meeting if notice is by telephone, electronic facsimile transmission or electronic mail, or not less than five (5) days before the time designated if notice is by mail. The purpose or purposes for which any special meeting is called shall be stated in the notice. Notice shall be given stating the place, date and hour of the meeting to each Director. The attendance of a Director at any 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 9. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 10. Participation through Conference Communications Equipment. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 11. Manner of Acting. The act of a majority of the Directors in office and present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these bylaws. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

Section 12. Resignation. Any member of the Board of Directors may resign at any time by written notice to the Board of Directors. It is expected that, if a Director leaves the professional position with which the individual was associated when becoming a Director, or the Director’s organization ceases to be a Member, that Director will immediately submit his/her resignation. On receipt of the Director’s resignation due to change of personal status or change in membership of the Director’s organization, the Board of Directors may, by majority vote, elect to ask the Director to remain on the board if it is determined that the Director (a) continues to fulfill the Qualifications of Directors as described in Section 3 of this Article, (b) has been and is expected to continue to be an actively contributing member of the Board, and (c) has a new position that poses no conflict of interest or other issue that would interfere in his/her ability to actively advance the strategic priorities of the Forum.

Section 13. Removal. A Director may be removed, with or without cause, by a vote of 75
percent of all of the Members present, in person or by proxy, at a meeting at which a quorum is present. Such action shall be taken at a regular meeting of the Members or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, given at least ten (10) days prior to a regular meeting or at least twenty (20) days prior to a special meeting.

Section 14. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors of the corporation, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Records of such votes shall be kept with the minutes of meetings of the Board of Directors.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors at any meeting thereof. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 16. Compensation. Directors shall not receive any compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the Forum as authorized by the Board of Directors.

Section 17. Conflicts of Interest. It will be the policy of the Forum that all Directors, and all members of the various committees as come into existence from time to time, will scrupulously avoid acting in any situation involving any conflict between their own respective individual interests, or the interests of the organization with which they are associated, and the interests of the Forum, in any and all matters coming before them on behalf of the Forum in their respective capacities.

A Director or committee member shall disclose to the Board of Directors or committee any material interest, which such Director or committee member directly or indirectly has in any person or entity which is a party to a transaction or matter under consideration by the Board of Directors or committee. Such interested Director or committee member shall abstain from voting on such transaction; provided, however, that such interested Director's or committee member's presence may be counted in determining whether a quorum is present.

ARTICLE VI
OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chair, a Vice Chair, a President, a Treasurer, a Secretary, and such other officers as may be designated by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary or President and Secretary. All officers shall be either Directors or employees of the corporation.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. The term of
office for each officer is one year. If the election of officers shall not be held at the designated annual meeting, such election shall be held as soon thereafter as may be convenient. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by written notice to the Chair, or in the case of the Chair tendering his or her resignation, by written notice to the Vice Chair.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any meeting of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any meeting thereof for the unexpired portion of the term.

Section 6. Chair. The Chair will be the chief elected officer of the Forum and will perform the usual duties of a chief elected officer and other duties as may be delegated by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and may sign and issue all annual or other major reports of the corporation. The Chair may speak for and on behalf of the Forum. The Chair will appoint all committee chairs and, with the concurrence of the Board of Directors, will be an ex-officio member with the right to vote on all committees except the Governance and Nominating Committee.

Section 7. Vice Chair. The principal duty of the Vice Chair is, in the absence of the Chair or in the event of the inability or legally substantiated unwillingness of the Chair to act, to perform the duties of the Chair. When so acting, the Vice Chair will have all the powers of and be subject to all restrictions upon the office of the Chair. The Vice Chair will perform such other duties as may be assigned by the Chair or the Board of Directors.

Section 8. President. The administration and management of the Forum will be in a salaried President. The President is selected by and accountable to the Board of Directors, which has the authority to hire and terminate him/her. The President will be the chief executive and operating officer of the Forum, with responsibility for the management and direction of all operations, programs, activities, and affairs of the Forum functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The President will make decisions regarding employment and termination of employment of other Forum staff and supporting personnel. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of
the corporation and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote (in accordance with the directions, if any, of the Board of Directors) except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors. The President will have such other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be the principal financial officer of the corporation. The Treasurer shall a) understand financial accounting for nonprofit organizations; b) serve as the chair of the finance committee; c) manage, with the Finance and Audit Committee, the Board's review of and action related to the Board's financial responsibilities; c) work with the chief executive and the chief financial officer or other designated person(s) to ensure that appropriate financial reports are made available to the Board on a timely basis; d) present the annual budget to the Board for approval; e) be responsible for overseeing (i) the maintenance of adequate books of account for the corporation; (ii) all funds and securities of the corporation; and (iii) the deposit of all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors The Treasurer will render to the Chair and to the Board of Directors at its regular meetings, and at such other times as may be reasonably requested, an account of all financial transactions of the office and a report on the financial condition of the Forum. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. Secretary. The Secretary shall (a) have responsibility for overseeing membership records and minutes of the meetings of the Board of Directors and Annual Meetings and (b) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

Section 11. Compensation. Officers who are also Directors will receive no compensation for their services as officers of the Forum but may receive reimbursement for expenditures incurred on behalf of the Forum as authorized by the Board of Directors.

ARTICLE VII
COMMITTEES

Section 1. Executive Committee. The Board of Directors shall elect an Executive Committee at the Annual Meeting. The Executive Committee shall consist of all the officers of the Board of Directors and up to two additional directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, such Executive Committee shall not have the authority of the Board of Directors in reference to (1) amending, altering or repealing the bylaws; (2) electing, appointing or removing any Member of the Executive Committee or any Standing Committee or any Director or officer of the corporation; (3) amending the Articles of Incorporation; (4) adopting a plan of merger or adopting a plan of consolidation with another corporation; (5) authorizing the sale, lease, exchange or mortgage
of all or substantially all of the property or assets of the corporation; (6) authorizing the voluntary
dissolution of the corporation or revoking proceedings therefore; (7) adopting a plan for the
distribution of the assets of the corporation or for dissolution; or (8) amending, altering or repealing
any resolution of the Board of Directors which by its terms provides that it shall not be amended,
altered or repealed by the Executive Committee. The Executive Committee shall act as the Personnel
Committee, with the responsibility for ensuring that the President receives an annual evaluation, and
that a review is made of the President’s compensation within the framework of best practices and
applicable regulations.

Section 2. Standing Committees. The Board of Directors, by resolution adopted by a
majority of the Directors in office, may authorize the establishment of one or more standing
committees in addition to the Executive Committee. The normal role of a standing committee, other
than the Executive Committee, is to consider matters of concern to the Board of Directors and to
make recommendations thereon to the Board. The Board Chair shall appoint the chair of any such
committee on an annual basis. A standing committee shall exist until disbanded by resolution of the
Board. Unless the Board by resolution delegates specific authority to a standing committee to act on
behalf of the Corporation, standing committees other than the Executive Committee shall not have
any authority to bind the Board or the Corporation or exercise any power or authority reserved to the
Board by law, the Articles of Incorporation, or these Bylaws.

The Board Chair shall have the authority to appoint a Standing Committee chair and its
committee members. As deemed appropriate by the Board of Directors, non-Directors, to include
staff from Member organizations, members of Member organizations and other related professionals
can be appointed to the Standing Committees.

The Standing Committees shall include, but not be limited to, the Governance and
Nominating Committee and the Finance and Audit Committee which shall have the following duties
and responsibilities:

2.1 Governance and Nominating Committee shall present recommendations
for Directors and elective officers to the Board of Directors as further described in Article V, Section
4 of these Bylaws. The Committee shall consult with the Chair of the Board with respect to the
process by which members of the Board are assigned to committees. The Committee shall also assist
the Board of Directors by monitoring the overall management and governance structures of the
organization and by overseeing policies regarding Board composition and performance.

2.2 Finance and Audit Committee shall assist the Board of Directors in its
oversight and monitoring the Corporation's systems of internal controls and risk mitigation, in
ensuring compliance with legal and ethical standards, in selecting and hiring of the internal and
independent auditor, and in the Board’s oversight responsibilities relating to fiscal management of
organization-wide financial assets. The Finance and Audit Committee shall meet regularly to review
financial reports and twice a year to perform the following audit functions, with the exclusion of the
Chief Executive Officer and non-Directors: (i) to review the audit plan with an independent auditor,
(ii) to review the audit results and the independent auditor's management letter. The Finance and
Audit Committee may include individuals who are not members of the Board of Directors.

Section 3. Advisory Committees and Task Forces. The Board Chair or his/her designee
may designate other advisory committees not having or exercising the authority of the Board of Directors in the management of the Corporation. Members of any such advisory committee may, but need not be Directors, and the Board Chair shall appoint the members thereof, except as and to the extent such authority shall be retained by or vested in another officer or agent of the Corporation by the Board of Directors. The Board Chair, subject to the approval of the Board of Directors, may establish one or more task forces to undertake a limited scope of business during a limited period of time and make recommendations thereon to the Board. Advisory committees and task forces shall not have any authority to bind the Board or the Corporation or exercise any power or authority reserved to the Board by law, the Articles of incorporation, or these Bylaws.

Section 4. Term of Office. Each member of the Executive Committee, a Standing Committee, or an advisory committee (a "committee") shall continue as such until the next Annual Meeting of the Board of Directors and until the member's successor is appointed, unless the committee shall be sooner terminated by resolution of the Board of Directors, or unless such member resigns or is removed from such committee. Any member of a committee may be removed, with or without cause, by the person or persons authorized to appoint such member whenever in such person or persons' judgment the best interests of the corporation shall be served by such removal.

Section 5. Chair. One member of each committee shall be appointed as chair by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, FUNDS AND INVESTMENTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President of the corporation. The Board of Directors shall from time to time
define signatory limits for checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness that require more than one signature.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept, or by resolution may authorize any officer or officers or agent or agents of the corporation to accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 5. Investments. The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the corporation, and may retain any or all of the assets transferred to the corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the corporation as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

ARTICLE IX
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and its Board of Directors and any Board Committees, and shall keep at the registered or principal office in the District of Columbia a record listing the names and addresses of the Members entitled to vote. All books and records of the Forum may be inspected by any Member or its agent or attorney for any proper purpose at any reasonable time.

ARTICLE X
FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE XI
NOTICE AND WAIVER OF NOTICE

Section 1. Date of Notice. If mailed, notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the Member or Director, as applicable, at the Member or Director’s address as shown on the records of the corporation, with postage thereon prepaid. If given by electronic transmission, such as by facsimile or electronic mail, notice shall be deemed to be delivered when transmitted, unless information is received promptly by the sender that the transmission was not received. If given by telephone, notice will be deemed to be delivered when spoken to the Director or when an electronic voice mail message is left for the Director.
Section 2. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII**

**INDEMNIFICATION AND INSURANCE**

Section 1. **Indemnification.** The corporation shall indemnify each person who is or was a Director or officer of the corporation, or who is serving or has served at the request of the corporation as a Director or officer of another corporation, and may indemnify any person who is or was an employee or agent of the corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the District of Columbia in the event any of such persons was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 2. **Authorization of Indemnification.** Any indemnification under this Article XII (unless the indemnification is ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3. **Advance Payments.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Article XII.

Section 4. **Non-Exclusivity and Continuation.** The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5. **Insurance.** The corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article XII, and (b) on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such
capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article XII.

**ARTICLE XII**

**AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws adopted by the Members of the corporation, upon proposal by the Board of Directors or at least 25 percent of the Members, by the affirmative vote of a majority of all Members. Such action may be taken at any annual, regular or special meeting, provided notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of any special meeting at which such action is taken, and provided further that no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the corporation as stated in its Articles of Incorporation or otherwise cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

**ARTICLE XIV**

**DEFINITIONS**

**Code.** All references in these bylaws to Code sections are to sections of the Internal Revenue Code of 1986, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

**In Writing.** The words “written” or “in writing” shall include messages delivered by electronic facsimile transmission, or email.