

**BYLAWS**  
**OF**  
**PERRY BELMONT HOUSE FOUNDATION**  
**Incorporated under the laws of the District of Columbia**

**ARTICLE ONE**

**Name, Location and Offices**

1.1 Name. The name of this Corporation shall be: PERRY BELMONT HOUSE FOUNDATION.

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the District of Columbia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the District of Columbia Nonprofit Corporation Act of 2010.

1.3 Other Offices. The principal office and any other offices of the Corporation shall be located in such place or places, within or outside the District of Columbia, as the Board of Directors (“Board”) may determine from time to time or as the affairs of the Corporation may require or make desirable.

**ARTICLE TWO**

**Purposes of Governing Instruments**

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act of 2010.

2.2 Section 501(c)(3) Only. As provided more fully in the Corporation’s articles of

incorporation, the Corporation shall be operated exclusively for those purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (“Code”).

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

## ARTICLE THREE

### Members

3.1 Voting Members. The Corporation shall have one (1) class of members to be known as voting members. The Corporation shall have at least one (1) voting member and may have a greater number of voting members, as determined by the voting members from time to time.

3.2 Right to Vote. Voting members shall have a right to vote on matters affecting the Corporation including, but not limited to, the election of directors and voting members, as provided in the District of Columbia Nonprofit Corporation Act of 2010 as amended from time to time.

3.3 Removal of Directors. Voting members shall be permitted at any annual, special or regular meeting by majority vote to remove any director at any time during his or her term with or without cause, effective immediately, and at the same or another meeting, by majority vote, to elect his or her successor to complete the unexpired term. There is no requirement that he or she be given an opportunity to be heard or represented at such meeting.

3.4 Designation of Initial Voting Members. The voting members shall be designated initially by the Board during the organizational meeting of the directors of the Corporation.

3.5 Nomination and Election of New Voting Members. Any voting member may nominate a new voting member at the annual meeting or at any special meeting of the voting

members. The nominee must be approved by the written consent of two-thirds (2/3) of the voting members in order to be elected.

3.6 Term; Resignation; Removal for Cause; Election of Voting Members by Directors; Rules. Voting members shall continue to serve as such until their death, dissolution, resignation, or permanent incapacity. A voting member may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of all voting members.

Should all voting members be deceased or dissolved or should all voting members have resigned, additional voting members may be nominated by the Board and elected at any annual or special meeting of the Board. The voting members may adopt such rules by majority vote to govern meetings of the voting members including, but not limited to, rules governing procedures and notices.

## **ARTICLE FOUR**

### **Board of Directors**

4.1 Authority and Responsibility of the Board.

(a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board. All of the powers, duties and functions of the Corporation as conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board.

(b) The Board shall supervise, control, direct and manage the affairs and property of the Corporation; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and shall supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the

business of the Corporation as shall be deemed advisable (except as provided in Article TWELFTH of the articles of incorporation in regard to the amendment of the articles of incorporation and these bylaws), and may delegate, in the execution of the powers granted, certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws.

(c) The Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any director, officer, member, or other private person or individual. However, 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 of the Corporation.

(d) The Board, from time to time, may appoint as advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board is authorized to employ such person or persons, including attorneys, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Board of Directors. The regular Board shall consist of no more than eight (8) directors. The initial directors of the Corporation shall be the persons appointed by the incorporator, pursuant to Article FIFTH of the Articles of Incorporation. Thereafter, the directors shall be elected by the voting members of the Corporation, as set forth herein.

4.3 Manner of Election and Term of Office. Directors shall be elected by majority vote of the voting members for a term of three (3) years and thereafter until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

4.4 Nominations. Any director, officer or voting member may present to the voting members one or more nominations for each seat on the Board which is vacant or about to expire.

4.5 Removal. Any director may be removed with or without cause at any time during his or her term as set forth in Article 3.3 of these bylaws.

4.6 Resignation. A director may resign by providing written notice to the Board, the President or the Secretary. Such written notice shall contain the effective date of the director's resignation or shall be deemed effective upon actual receipt.

4.7 Vacancies. Any vacancy on the Board arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the voting members. Each director so elected shall hold office until the election at the next annual meeting of the voting members and the qualification of his or her successor.

4.8 Chair/Vice Chair of the Board. The directors by majority vote may elect, but are not required to elect, one of the directors to serve as Chair of the Board and one director to serve as Vice Chair of the Board. The Chair and Vice Chair shall serve for a one (1) year term. The Chair and Vice Chair shall not be officers and shall serve at the pleasure of the directors, being subject to removal with or without cause by the majority vote of the directors at any special, regular, or annual meeting of the Board.

4.9 Committees of the Board. The Board may create one or more committees, including, but not limited to, an executive committee. The executive committee, if any, may exercise the powers of the Board, between meetings of the Board, as permitted by the District of Columbia Nonprofit Corporation Act of 2010 and the resolution of the Board creating the executive committee.

4.10 Compensation. No director shall receive, directly or indirectly, any compensation for services as a director but may be reimbursed for reasonable expenses incurred in connection with attending meetings of the Board. Individuals who serve as directors and who also serve as officers or otherwise perform services on behalf of the Corporation may receive reasonable compensation for services rendered in capacities other than as directors, e.g., as independent contractor, officer or employee.

## ARTICLE FIVE

### Meetings of the Board of Directors

5.1 Place of Meeting. Meetings may be held at any place within or outside the District of Columbia, as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

5.2 Annual Meeting; Notice; Addresses. The annual meeting shall be held at the principal office of the Corporation or at such other place as shall be designated in the notice of meeting. Unless waived as contemplated in Articles 5.5 or 6.2, notice of the time and place of such annual meeting shall be given by the Secretary either personally, by mail, by telecopier ("fax") or by electronic mail ("e-mail") not fewer than ten (10) nor more than sixty (60) days before such meeting. Directors are responsible for providing in writing to the Secretary their

residential or business addresses, fax numbers, if any, and e-mail addresses. Directors similarly are responsible for providing written updates as to any changes.

5.3 Regular Meeting: Notice. Regular meetings may be held from time to time between annual meetings at such times and at such places as the Board may determine. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally, by telephone, by mail, by fax, or by e-mail no fewer than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings: Notices. Special meetings of the Board may be called by or at the request of the President or by at least one-third (1/3) of the Directors. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Secretary either personally, by telephone, by mail, by fax, or by e-mail at least forty-eight (48) hours before such meeting.

5.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.6 Quorum. At meetings of the Board a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

5.7 Vote Required for Action. Except as otherwise provided in these bylaws or by the articles of incorporation, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be effective for all purposes.

5.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent shall have the same force and effect as a unanimous vote

at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book. Consents may be provided in any written form, including by e-mail.

5.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or any means of communications by which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting, whether or not a quorum is present, may be adjourned by a majority of the directors attending to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.11 Robert's Rules of Order. Meetings of the Board shall be conducted in accord with the procedures set forth in the most recent edition of *Robert's Rules of Order*. The individual acting as Chair of the meeting shall be responsible for ruling on points of order, privilege, and other procedural objections or issues raised at the meeting.

## ARTICLE SIX

### **Notice and Waiver; Writing Includes Electronic Mail for All Purposes**

6.1 Procedure. Whenever these bylaws require notice to be given to any director the notice shall be given as prescribed in Article Five. Whenever notice is given by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage



prepaid sealed envelope addressed to the person at his or her address as it appears on the books of the Corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

Notices provided by e-mail shall be deemed to have been given when sent electronically to the director at the most recent e-mail address provided by the director to the Secretary. Either (or both) postal notices or e-mail notices may be given in the discretion of the Secretary or other person providing notice. They are equally valid for all purposes, so long as each is addressed to the most recent physical or e-mail address provided by the director.

6.2 Waiver. Whenever any noticed is required to be given to any director, the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE SEVEN**

### **Officers**

7.1 Number and Qualifications. As set forth below, the officers of the Corporation shall consist of a President, who shall be responsible for the management of the Corporation; a Vice President, who shall be responsible for board governance; a Secretary, who shall be responsible for preparing or supervising the preparation of the minutes of the meetings of the Board and for maintaining and authenticating the records of the Corporation required to be maintained pursuant to District of Columbia law; and a Treasurer, who shall be responsible for the financial affairs of the Corporation. Officers need not be directors but may be directors. The same individual may not hold the offices of President and Treasurer or President and Secretary simultaneously. The same individual may hold the offices of Secretary and Treasurer simultaneously.

7.2 Election and Term of Office. The initial President, Vice President, Secretary and Treasurer shall be elected by the initial directors of the Corporation and shall serve until the first annual meeting of the Board and until their successors have been elected and qualified in accordance with these bylaws. Thereafter, such officers shall be elected annually by the Board. Such officers shall serve for a term of one (1) year and, thereafter, until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Other Officers/Assistant Officers. The Board may appoint from time to time such other officers and assistant officers as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties as the Board from time to time may determine. Such other officers and assistant officers are not subject to annual election. They shall continue in office until removed at any time, with or without cause, by the Board.

7.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board.

7.5 President. The President shall be the principal executive officer of the Corporation having the power, responsibility and authority to:

- (a) preside over all meetings of the Board;
- (b) supervise the Corporation's administration, operations and finances and the management of the Corporation's affairs, subject to the control of the Board;
- (c) present report as required to the Board;
- (d) issue notifications of meetings of the Board and see all orders and resolutions of the Board are carried into effect;

(e) Sign minutes and resolutions of the Board; enter into any contract or agreement on behalf of the Corporation; and execute in the corporate name, along with the Secretary, any instrument or other writing or other documents on behalf of the Corporation;

(f) act as an ex-officio member of all committees of the Board; and

(g) perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

7.6 Vice President.

(a) The Vice President shall preside over meetings of the Board in the absence of the President;

(b) Should the office of President become vacant at any time and from any cause, the Vice President shall assume that office and perform the duties.

7.7. Secretary.

(a) The Secretary shall attend all meetings of the Board and the voting members, record all votes and actions in regard to such meetings, prepare or supervise the preparation of the minutes of all such proceedings in a book to be kept for that purpose, and perform like duties for any executive and other committees when required. The Secretary, additionally, shall maintain and authenticate the records of the Corporation required to be maintained pursuant to District of Columbia law.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board.

(c) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature.

(d) The Secretary shall perform all duties incident to the office of Secretary and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

7.8 Treasurer.

(a) The Treasurer shall be responsible for the financial affairs of the Corporation including, but not limited to, having custody of the corporate funds and securities, paying all bills, keeping full and accurate accounts of receipts and disbursements of the Corporation, depositing all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board, and maintaining all other financial records of the Corporation.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board or the President, and shall prepare financial statements at such intervals as the Board or the President shall direct.

(c) If required by the Board, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform all the duties incident to the office of Treasurer and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or the President may from time to time delegate.

## ARTICLE EIGHT

### Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board may authorize one or more officers, assistant officers, 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 and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, assistant officers or agents of the Corporation and in such other manner as may from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and the President.

8.3 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 may select.

8.4 Gifts. The Board, the President or their designees, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE NINE

### Conflict of Interest and Compensation Policy

9.1 Prevention of Conflicts of Interest. Any officer, director, employee, or voting member of the Corporation who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, director, employee, or

voting member of the Corporation (“Interested Person”) shall disclose the existence of such financial interest and all material facts related thereto to the Board considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board of Directors discuss and vote on whether a conflict of interest exists. If the Directors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflict of Interest and Compensation Guidelines adopted to avoid “excess benefit transactions” subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

9.2 Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Corporation. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

## ARTICLE TEN

### Miscellaneous

10.1 Books and Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

10.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for District of Columbia corporations or in such other form as the Board may from time to time determine.

10.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. Initially, the fiscal year shall be the period from July 1 to June 30.

10.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

10.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

10.6 Headings. The headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

10.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

10.8 Electronic Signatures. Whenever a written instrument is required to be executed hereunder including, but not limited to, any consent of the directors or voting members pursuant to Article 5.8 hereto, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

## **ARTICLE ELEVEN**

### **Tax-Exempt Status and Public Support Status**

11.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as an organization described in Code Section 501(c)(3) which is qualified for exemption from federal income tax pursuant to Code Section 501(a).

11.2 Public Support Status. The Corporation at all times shall be conducted in such manner as to assure its status as a publicly supported organization defined in Code Sections 509(a)(1) or 509(a)(2).

## **ARTICLE TWELVE**

### **Dissolution**


12.1 Dissolution. Upon dissolution of the Corporation, any assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be disposed of in accordance with the laws of the District of Columbia, Section 501(c)(3) of the Code, and the articles of incorporation of the Corporation.



CERTIFICATION

I HEREBY CERTIFY that the bylaws for Perry Belmont House Foundation, attached hereto, are the current rules of operation.

Date: July 31, 2017

By:  \_\_\_\_\_

President

Amended: 3/20/2018

Amended: 3/6/2023