

# Bylaws of Pride Bands Alliance

(Approved November 21, 2021, in Houston, Texas)

## ARTICLE I

### *Purpose*

**1.01. Name.** The name of the corporation is Pride Bands Alliance.

**1.02. Purpose.** The purpose of Pride Bands Alliance is to promote Music, Visibility, and Pride by supporting and growing an international network of LGBTQ+ community bands.

**1.03. Organization.** The Corporation is organized for cultural and educational purposes as may qualify it as exempt from Federal tax under Paragraph 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and District of Columbia tax under District of Columbia Code Section 47-1802.01 (2001) (or the corresponding provision of any future District of Columbia Code).

**1.04. Prohibited Activities.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the members of the Corporation, members of the Board of Directors (“Director”), or officers of the Corporation, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Corporation or any provision of the District of Columbia Code governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by Paragraph 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and shall be exempt from taxation under said Paragraph 501(c)(3).

## ARTICLE II

### *Offices*

**2.01. Principal Office.** The principal office of the Corporation for the transaction of its business shall be fixed and located at such place within or without the District of Columbia as the Board of Directors of this Corporation shall determine. The Board of Directors is granted full power and authority to change the location of the principal office within or without the District of Columbia, providing that the Corporation maintains an office in the District of Columbia.

**2.02. Other Offices.** The Corporation may also have offices at such other places, within or outside of the District of Columbia, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

**2.03. Business Name.** The Corporation may do business under any other duly authorized name, including but not limited to: Lesbian and Gay Band Association.

## ARTICLE III

### *Membership*

**3.01. Organizational Members.** This Corporation shall have organizational members composed of musical and visual performing organizations in good standing as defined in this section. Any action which would require approval by any proportion of all members, or approval by members, shall require approval of the same portion of the Assembly of Delegates. All rights which would otherwise vest in members, with the exception of any rights with respect to termination of membership, shall vest in the Delegates.

A Participating Organization is a musical or visual performing organization recognized by the Corporation. Participating Organizations will fall into three categories: (1) Member Bands, (2) Bands-in-Formation, and (3) Partners.

**3.01.01. Member Bands.** A Member Band shall be fully formed or staffed and be a performing organization with goals compatible with the goals of the Corporation. A Member Band shall be considered to be in good standing if its current dues are paid.

**3.01.02. Bands-In-Formation.** A Band-in-Formation considers itself to be in a start-up phase and not fully formed or staffed with goals compatible with the goals of the Corporation. A Band-in-Formation shall be considered to be in good standing if its current dues are paid.

**3.01.03. Partners.** A Partner Organization shall be fully formed or staffed, with goals compatible with the goals of the Corporation to mutually benefit both organizations. A Partner Organization shall be considered in good standing if its current dues are paid. Admittance and removal processes are the same as for Participating Organizations. Partner Organizations are not members and do not carry voting privileges, but may attend the annual assembly meetings and participate at the discretion of the President.

**3.01.04. Roster.** The Roster is the current and historic record of Participating Organizations, their authorized Delegates, including Board Members, and contact information kept by the Secretary of the Corporation. Participating Organizations, Delegates and Board Members are responsible for updating their information in a timely manner.

**3.01.05. Admitting an Organization.** The Assembly of Delegates shall have the power to admit organizations to membership, except that the Board of Directors may provisionally admit the membership of Member Bands and Bands-in-Formation subject to ratification, by simple majority at the next Annual Assembly meeting or at a Special Assembly meeting called for that purpose.

**3.01.06. Removing an Organization.** An organization may be removed only by a vote of a two-thirds (2/3) majority at an Annual Assembly of Delegates meeting or a Special Assembly meeting called for that purpose, except that the Board of Directors may provisionally terminate the membership of a Member Band or Band-in-Formation subject to ratification. Notice of such

proposed action shall be provided to the organization, sent to the address(es) last shown in the Roster, at least fifty (50) days prior to said meeting. The Assembly of Delegates shall have the authority to admit or terminate a Participating Organization when the Assembly has determined that said organization's goals and purposes are, or are not, compatible with the goals and purposes of the Corporation.

**3.01.07. Resignation.** Any Organization may resign its membership at any time by delivering written notice, signed by its President and one (1) other officer, to the Secretary of the Corporation to remove it from the Roster. Resignation, once delivered, may not be revoked; however the former member may apply to become a new member.

**3.02. Affiliate Members.** Any individual person may become an Affiliate Member of the Corporation upon the payment to the Corporation of annual dues as set by the Board of Directors. Affiliate Members do not have voting privileges in the Annual or Special Assembly of Delegates meetings.

**3.03. Use of the Term “Members.”** Nothing in this article shall be construed as limiting the right of the Board of Directors to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute a natural person within the meaning of the District of Columbia Nonprofit Corporation Act of 2010 (DCNCA). The Assembly of Delegates may confer by amendment of these Bylaws some or all of the rights of a member, as set forth in the DCNCA, upon any person or persons.

**3.04. Dues.** The Assembly of Delegates shall determine the annual dues to be paid by each type of Member Organization and Affiliate Members.

## ARTICLE IV

### *Assembly of Delegates*

**4.01. Composition.** Each Member Band and Band-in-Formation shall appoint Delegates to serve in the Assembly of Delegates. Each Member Band in good standing may appoint one (1) of its band members as Delegate, casting two (2) votes, or two (2) of its band members as Delegates, each casting one (1) vote. Each Band-in-Formation in good standing may appoint one (1) Delegate casting one (1) vote. Partner Organizations are non-voting members.

**4.01.01. Delegate.** Any person appointed or assigned by a Participating Organization to act as an agent for that Participating Organization in all of the Corporation’s business, and for purposes of voting on behalf of the Participating Organization the Assembly of Delegates, if allowed by these bylaws. A Delegate must meet any requirements of the DCNCA.

**4.02. Board Member Participation in the Assembly of Delegates Meetings.** Members of the Board of Directors may fully participate in the Assembly of Delegates meetings. Members of the Board of Directors may not be appointed as delegates themselves.

**4.03. Delegate Appointments.** Each Member Band and Band-in-Formation shall register their delegate appointments via written or electronic correspondence with the Corporation’s secretary. Each Delegate shall serve as long as their appointing organization remains in good standing and

until their successor has been appointed or until their appointing Participating Organization revokes the appointment. Member Participating Organizations may appoint alternate Delegates to substitute for their regular Delegates in the absence of the regular Delegates. Appointments of delegates by Member Bands and Bands-in-Formation that have been provisionally admitted by the Board of Directors shall not be valid until the admissions of such organizations have been ratified by the Assembly. A delegate's appointment will expire if the delegate begins serving a term on the Board of Directors.

**4.04. Annual Assembly Meetings.** The Corporation shall hold an annual meeting of the Assembly of Delegates. The time and place of the Annual Assembly meeting shall be determined by the Board of Directors. Notice of the time and place of the Annual Assembly meeting shall be given to each voting member, by a notice, sent to the address(es) last shown in the Roster, fifty (50) days prior to the date of such meeting.

**4.05. Special Assembly Meetings.** The Board of Directors may designate additional Special Assembly meetings in each calendar year. The notice of the Special Assembly meetings, called in accordance with the provisions of section 4.04, shall indicate the purpose, time, location and manner that the meeting will be conducted pursuant to Sec 4.09.

**4.06. Quorum.** Delegates representing one-third (1/3) of the Member Bands and bands-in-formation, in addition to a majority of the Board of Directors, shall constitute a quorum at any Assembly meeting.

**4.07. Order of Business.** The order of business at each Annual Assembly meeting shall be fixed at the beginning of the meeting and shall include, among other things:

- Reading of the Corporation Mission Statement,
- Consideration of applications for Member Band, Band-In-Formation, or Partner Organization status and ratification of admittance or removal of Member Bands, Bands-In-Formation, and Partner Organizations provisionally made by the Board of Directors as provided in section 3.04,
- Reports of Officers,
- Report of the Board of Directors,
- Report of the committee for the next Annual Assembly meeting,
- Reports by Corporation committees
- Selection of the site for the Annual Assembly meeting two (2) years out,
- Other business.

In addition, the order of business at each Annual Assembly meeting shall include the election of Officers and Directors.

**4.08. Special Assembly Meetings.** Special Assembly meetings may be called by a majority vote of the Board of Directors or by the delegates of any three (3) Member Bands in good standing. Notice of the time, place, and topic of each Special Assembly meeting shall be given to each voting member by a notice, sent to the address(es) last shown in the Roster, at least ten (10) and no more than fifty (50) days prior to the meeting.

**4.09. Meetings by Conference Telephone or Other Electronic Means.** Participation in a meeting through telephonic, electronic or other means constitutes presence in person at such meeting.

**4.10. Meeting participation by non-voting members.** Individual persons, affiliate members, and member and partner organizations representatives, may observe the annual Assembly of Delegates meeting, but may not participate unless recognized by the President or presiding officer.

## ARTICLE V

### *Board of Directors*

**5.01. Membership of the Board of Directors.** The Board of Directors shall be elected by the Assembly of Delegates, and shall consist of the Officers: President, Vice-President, Secretary, Treasurer, and not more than twelve additional Directors. Election of each Officer shall be a straight vote by simple majority. Directors shall be voted in via one ballot where the delegate will have the number of votes equal to the number of open positions. The delegate can only cast one vote per candidate. The candidates with the highest number of votes will be the new Directors. Members of the Board of Directors shall take office at the next Board of Directors meeting after the election. Should a member band only have one Delegate, they may cast two (2) ballots for each open position. Members of the Board of Directors shall take office at the next Board of Directors meeting after the election.

**5.02. Quorum.** A simple majority of the Board of Directors shall constitute a quorum for the transaction of business except to adjourn as provided in Section 6.15. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members; however any action taken must be approved by at least a majority of the required quorum for such meeting.

**5.03. Powers of the Board of Directors.** Subject to the Articles of Incorporation, other sections of these Bylaws, and the DCNCA, the activities and affairs of the Corporation shall be conducted and all corporate powers of the Corporation shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers in addition to other powers enumerated in these Bylaws:

- (a) To select and remove all agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and activities of the Corporation, and to set policies and procedures, rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws.

- (c) To borrow money and incur indebtedness for the purpose of the Corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities.
- (d) To adopt, make and use a corporate seal and to alter the form of such seal from time to time.

The Board of Directors may not:

- (a) Amend these bylaws,
- (b) Elect or remove the President, Vice-President, Secretary, or Treasurer, but may vote in such an election or/ removal, at any duly called Assembly meeting,
- (c) Elect or remove Directors, except to provisionally appoint an Acting Director to fill a vacancy until the next election at an Assembly meeting,
- (d) Admit or terminate the membership of organizations except to provisionally admit or terminate the membership of Member Organizations as provided in sections 3.01.03 and 3.01.05,
- (e) Set or change the annual dues to be paid by Participating and Non-Participating Organizations, or,
- (f) Perform any act reserved to the Assembly of Delegates herein.

**5.04. Election and Term of Office.** At each annual Assembly meeting, Directors shall be elected to serve from the close of that meeting until the close of the second following annual Assembly meeting. Their terms shall be approximately two (2) years long, except in such cases where an Acting Director is completing the remainder of a year for a prior Director, in which case the remainder of the prior Director's term will be filled in accordance with Section 5.06 hereof. A Director may be elected to successive terms in office.

**5.05. Interested Persons.** Not more than forty percent (40%) of the persons serving on the Board of Directors shall be "interested persons". For the purpose of this Section, "interested persons" includes:

- (a) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as a Director, and
- (b) Any ancestor, descendant, spouse, or principal domestic partner or similar special relationship, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person listed in Section 5.05(a).

**5.06. Vacancies.** A vacancy or vacancies in the Board of Directors shall be filled by a special election at a regular Assembly meeting or a special Assembly meeting called for that purpose. A

successor Director so selected shall serve for the unexpired term of the predecessor and until a successor has taken office. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of death, resignation or removal of any Director, or if fewer than six Directors have been elected at the immediately previous annual Assembly meeting. The Board of Directors may appoint an acting Director(s), until the vacancy or vacancies have been filled at the Assembly meeting.

**5.07. Removal.** A Director may be removed, with or without cause, by a two-thirds (2/3) vote at a regular Assembly meeting or a special Assembly meeting called for that purpose, without prejudice to the rights, if any, the Director may have under any contract of employment.

**5.08. Resignation.** Subject to any prohibition of DCNCA that the sole remaining member of the Board of Directors may not resign except upon notice to the Attorney General of the District of Columbia, any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, in accordance with the procedures outlined in section 5.06, to take office when the resignation becomes effective.

**5.09. Declaration of Vacancy.** The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of any court, convicted of a felony or found by a final order or judgment of any court to have breached any duty arising under applicable sections of the DCNCA. Any reduction of the number of Directors authorized in these Bylaws shall not have the effect of removing any Director prior to the expiration of the Director's term of office.

**5.10. Forfeiture.** Any Director who misses three consecutive meetings of the Board, without excuse acceptable to a majority of the Board of Directors present at the meeting missed, shall forfeit their position, and the Board shall declare the position vacant. This provision shall be effective automatically and shall take effect when it is raised at a Board meeting by any Director; provided, however, that the removed Director may be re-appointed under Section 5.06 above at the same time; and further provided that if the acceptability of an excuse of a Director is not specifically discussed, the excuse shall be conclusively deemed acceptable. No decision of the Board in this matter shall be appealable to the membership.

**5.11. Place of Meetings.** Meetings of the Board of Directors shall be held at any place within or without the District of Columbia and within or without the United States that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings of the Board of Directors shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place designated for such a meeting or at the principal office.

**5.12. Regular Board Meetings.** Regular meetings of the Board of Directors shall be held monthly at a day and time as determined by the Board of Directors.

**5.13. Additional Board Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, Vice-President, Secretary, Treasurer or any two (2) Directors.

**5.14. Notice of Regular Board Meetings.** Notice of the time place and manner of each meeting of the Board of Directors shall be given to each member of the Board of Directors by a written notice (may include electronic notification), sent to the address(es) last shown in the Roster, thirty (30) days prior to the date of such meeting.

**5.15. Waiver of Notice.** Notice of a meeting need not be given to any member of the Board of Directors who signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, their lack of notice. The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the members of the Board of Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.

**5.16. Adjournment.** A majority of the members of the Board of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Board members if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 48 hours, in which event notice of the adjournment to another time and place shall be given prior to the time of adjourned meeting to the Board members who were not present at the time of adjournment.

**5.17. Meeting by Conference Telephone or Other Electronic Means.** Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic or other communication equipment, so long as all members participating in such meeting can communicate with one another. Participation in a meeting through telephonic, electronic or other means constitutes presence in person at such meeting.

**5.18. Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, not including any “interested director” as defined in the DCNCA, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Writings may be electronic. Such electronic consents may be verified by matching the sender’s email address with the email address for the consenting board member on the Roster.

**5.19. Right of Inspection.** Every member of the Board of Directors shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

**5.20. Committees.** The Board of Directors may, by resolution adopted by a majority of the Board, provided that a quorum is present, create one (1) or more committees, each consisting of



two (2) or more persons approved by the Board. The Board of Directors may delegate to such a committee any of the authority of the Board, providing that the committee consists solely of members of the Board of Directors, except that the Board may not delegate any of its authority with respect to:

- (a) Approving of any action for which the DCNCA also requires approval of the members or approval of a majority of all members,
- (b) Fixing compensation of the officers or Directors for serving on the Board or any committee,
- (c) Amending or repealing of any resolution of the Board which by its express terms is not so amendable or repealable,
- (d) Appointing of other committees of the Board or the members thereof, or
- (e) Approving of any self-dealing transaction within the meaning of applicable sections of the DCNCA.

**5.21. Compensation.** The Board of Directors shall fix or determine the compensation, if any, the officers, Directors and members of committees shall receive for their services.

## **ARTICLE VI**

### *Officers*

**6.01. Officers.** The officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

**6.02. Elections and Terms.** The President and Secretary shall be elected at the Annual Assembly meetings held in odd-numbered years. The Vice-President and Treasurer shall be elected at the Annual Assembly meetings held in even-numbered years. Each officer shall serve until the close of the second annual Assembly meeting following that at which they were elected and until their successor has been elected.

**6.03. Removal.** An officer may be removed, with or without cause, by a two-thirds vote at an Annual Assembly meeting or a Special Assembly meeting called for that purpose, without prejudice to the rights, if any, the officer may have under any contract of employment.

**6.04. Resignation.** An officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, the Corporation may have under any contract to which the officer is a party. Any such resignation shall be irrevocable and take effect at the time of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**6.05. Declaration of Vacancy.** The Board of Directors may declare an officer position vacant if the person serving in it has been declared of unsound mind by final order of a court, convicted of

a felony or found by a final order or judgment of any court to have breached any duty arising under applicable sections of the DCNCA.

**6.06. Forfeiture.** Any Officer who misses three consecutive meetings of the Board, without excuse acceptable to a majority of the Board of Directors present at the meeting missed, shall forfeit their position, and the Board shall declare the position vacant. This provision shall be effective automatically and shall take effect when it is raised at a Board meeting by any Director; provided, however, that the removed Officer may be re-appointed under Section 6.07 below at the same time; and further provided that if the acceptability of an excuse of an Officer is not specifically discussed, the excuse shall be conclusively deemed acceptable. No decision of the Board in this matter shall be appealable to the membership.

**6.07. Vacancies.** If the President should vacate their office because of death, resignation, removal, disqualification, or any other cause, the Vice-President shall succeed to the office of President. A vacancy in the office of Vice-President, Secretary, or Treasurer because of death, resignation, removal, disqualification or any other cause shall be filled at a regular Assembly meeting or a special Assembly meeting called for that purpose. The Board of Directors may appoint one (1) of its members to serve as Acting Vice-President, Acting Secretary, or Acting Treasurer until the vacancy has been filled at an Assembly meeting.

**6.08. Concurrent Offices.** No person shall serve as more than one (1) of the following: President, Vice-President, Secretary, Treasurer, or Director of the Corporation concurrently.

**6.09. President.** The President shall, if present, preside at all Assembly meetings and all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by these Bylaws. The President shall be the general manager and chief executive officer of the Corporation with general supervision, direction, and control of the business and officers of the Corporation, subject to control of the Board. The President has the general powers and duties of management usually vested in the office of President and general manager of a corporation and shall have such other powers and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

**6.10. Vice-President.** In the absence or disability of the President at Assembly of Delegate Meetings, or Board of Director meetings, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

**6.11. Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a full and complete record of all Assembly meetings and, all meetings of the Board and its committees. The Secretary shall keep or cause to be kept at the principal office the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep the seal of the Corporation in safe custody and affix it to such papers and instruments as may be required in the regular course of business. The Secretary shall give, or cause to be given, notice of all Assembly meetings and all meetings of the Board and its committees required by these Bylaws or by law to be given. The Secretary shall supervise the keeping of the records of the Corporation, including the Roster, prepare and submit

all reports as required by law, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**6.12. Treasurer.** The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks that may be designated by the Board of Directors, with Treasurer, Secretary, and other such officers as may be specifically designated by the Board of Directors, as signatories. Those funds may be paid by corporate check or by electronic disbursement. The Treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Corporation, file tax returns and other financial documents for the Corporation in a timely manner, retain tax and other financial documents for as long as required by law, and facilitate periodic audits and resolve material findings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE VII

### *Amendment of Bylaws*

**7.01. Amendment.** These bylaws may be amended or repealed and new bylaws adopted by a two-thirds (2/3) vote at a regular Assembly meeting or a Special Assembly meeting called for this purpose. Intent to consider a proposed bylaw amendment must be communicated to each Member Band and Band-In-Formation by a notice, sent to the address(es) last shown in the Roster, at least fifty (50) days prior to the Assembly meeting at which it is to be considered.

## ARTICLE VIII

### *Dissolution*

**8.01. Dissolution.** On dissolution or liquidation of the Corporation by vote of the Board of Directors, with the concurrence of two-thirds (2/3) of the members of the Corporation in good standing at any time, any assets remaining in the Corporation, after payment of all liabilities, shall be distributed exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, to any nonprofit corporation or association which shall at the time be exempt or qualified for exemption under Paragraph 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the same may then have been amended or superseded.

## ARTICLE IX

### *Indemnification*

**9.01. Statutory Indemnity.** The Corporation shall indemnify its Directors, officers and employees to the fullest extent permitted by the DCNCA.

**9.02. Indemnity of Fiduciaries.** The Corporation shall have the power to indemnify any trustee, investment manager or other fiduciary of an employee benefit plan to the extent permitted by DCNCA.

## ARTICLE X

### *Miscellaneous Provisions*

**10.01. Authority to Bind Corporation.** Subject to the provision of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by the President, Vice-President, the Secretary, or the Treasurer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer lacked authority to execute such instrument. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

**10.02. Representation.** The President, or such other officers as the Board of Directors may authorize for that purpose, are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in name of the Corporation. The authority granted in these Bylaws to any officer to vote or represent this Corporation arising from any shares held by this Corporation in any other corporation or corporations may be exercised either by the officer in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

**10.03. Nondiscrimination.** No individual or organization shall be denied association with this Corporation, or any Participating or Non-Participating Organization, on the basis of race, ethnicity, religion, creed, color, sex, national origin, age, disability (physical or mental), mental illness, sexual orientation, gender identity, parental status, marital status, veteran status, political affiliation or belief, gender expression, serostatus, socioeconomic status or background, ancestry, citizenship status, physical appearance, or more, including other protected classification applicable by federal and local laws.

**10.04. Fiscal Year.** The fiscal year of the Corporation shall begin January 1 and end December 31 of the calendar year.

**10.05. Construction.** Any references herein to gender may be construed as any or all genders and references to number may be construed as singular or plural.

## ARTICLE XI

### *Parliamentary Authority*

**11.01. Procedures.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any policies, procedures or special rules of order which the Corporation may adopt.