

BYLAWS

THE IRANIAN-AMERICAN BAR ASSOCIATION FOUNDATION

a Washington DC Nonprofit Public Benefit Corporation

March ____, 2013

BYLAWS
OF
The Iranian-American Bar Association Foundation
a Washington DC Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be The Iranian-American Bar Association Foundation.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation (“principal executive office”) is located at 5185 MacArthur Blvd, NW Suite 624, Washington DC 20016. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places as it may deem appropriate and where the corporation is qualified to do business.

ARTICLE III

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be to carry out various charitable and educational activities, including, without limitation, establishing a scholarship endowment for the IABA Foundation Law Student Scholarship.

ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the Washington DC Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to

influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote except as provided in Section 501(h) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization or organizations dedicated to charitable and educational purposes, provided that such organization or organizations continue to be dedicated to the exempt purposes as specified in Internal Revenue Code 501(c)(3).

ARTICLE VI

MEMBERSHIP

The corporation shall have no members.

ARTICLE VII

DIRECTORS

Section 1. POWERS.

(a) General Corporate Powers. Subject to the provisions of the Washington DC Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Each director shall have one vote as to each matter before the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are

consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in Washington DC from one location to another; and cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside Washington DC.

(iii) Adopt, make, and use a corporate seal; and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(v) Invest the capital of the corporation taking into consideration any recommendations of an Investment Committee appointed by the Board of Directors.

(vi) Determine the charitable contributions to be made to any charitable organizations described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code which the Board of Directors deem to be in accordance with the goals of this corporation.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS.

The authorized number of directors of the corporation shall be not less than 3 (three) nor more than 7 (seven). The exact number of directors shall be 5 (five) until changed, within the limits specified above, by resolution of a majority of the then authorized and acting directors. No reduction of the authorized number of directors of the corporation shall have the effect of removing any director prior to the expiration of said director's term of office, unless a director is affirmatively removed as hereinafter provided. Directors need not be residents of Washington DC. Up to three of the directors may be from the Iranian American Bar Association National Board of Directors.

The Board of Directors shall consist of persons who shall be elected at the annual meeting of the directors or at any adjournment thereof. Not more than 49% of the persons serving on the board of director at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person being compensated. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by

the corporation. The persons qualified to serve as directors shall be persons dedicated to the purposes of this corporation.

Section 3. ELECTION AND TERM OF OFFICE. The directors shall be elected by vote of the directors at each annual meeting of the directors for a term of one year. If any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of directors held for that purpose. All directors shall hold office until their respective successors are elected.

Section 4. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected and qualified.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director; the declaration of a vacancy of any director who has been declared of unsound mind by a final order of court, who has been convicted of a felony or who has been found by a final order of judgment of any court to have breached any duty imposed under the Washington DC Nonprofit Public Benefit Corporation Law; any increase in the authorized number of directors; or failure of the directors at any meeting of directors, at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. RESIGNATIONS. No director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs. Otherwise, any director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary or the remaining directors, unless the notice specifies a later time for the resignation to become effective.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

Section 6. PLACE OF MEETINGS. Annual meetings of the Board of Directors shall be held at any place within or without the State which 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, annual meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held at either place so designated or at the principal office.

Any meeting may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can hear one another; all such directors shall be deemed to be present in person at such meeting.

Section 7. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held on such date and at such time as may be designated by the Board of Directors. At each annual meeting directors shall be elected and any other proper business may be transacted.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, by the President, by any Vice President, by the Secretary or by any two directors.

Section 9. NOTICE. Written notice of the time and place of annual and special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first class mail; (c) by telephone communication, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, telegraph, facsimile, electronic mail or other electronic means. All such notices shall be given or sent to the director's address as it is shown upon the records of the corporation, or if it is not so shown upon such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is personally delivered or telegraphed, it shall be so delivered or telegraphed at least 48 hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due legal and personal notice to such directors.

Section 10. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the Washington DC Nonprofit Public Benefit Corporation Law, especially those provisions relating to: (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees; and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) if, either before or after the meeting, each of the directors not present

signs a written waiver of notice or consent to holding such meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records, or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 12. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another stated time and place.

Section 13. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors under any provision of the Washington DC Nonprofit Public Benefit Corporation Law may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 15. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VIII

COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees (including any executive committee), each consisting of two or more directors, to serve at the pleasure of the Board. The board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;

- (b) fix compensation of the directors for serving on the Board or on any committee;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) with respect to any assets held in a charitable trust, approval of any self-dealing transaction.

Section 2. MEETINGS AND ACTION OF COMMITTEES.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these bylaws, relating to meetings and actions of the Board of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that: (i) the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; (ii) special meetings of committees may also be called by resolution of the Board of Directors; and (iii) notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE IX

OFFICERS

Section 1. ELECTION AND APPOINTMENT. The officers of the corporation shall be a Chairman of the Board or a President, or both, a Secretary and a Chief Financial Officer which shall be elected by the Board of Directors at its annual meeting. The corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be deemed appropriate by the Board. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chairman of the Board. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 2. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the Chairman of the Board or the President or another officer to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors in office at the time, at any meeting of the Board and any subordinate officer appointed pursuant to the foregoing Section 2 may be removed, either with or without cause, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Section 5. RESPONSIBILITIES OF OFFICERS.

(a) Chairman of the Board. If such an officer be elected, the Chairman of the Board shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the bylaws. If there is no President, the Chairman of the Board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b), below.

(b) President. Subject to the control of the Board of Directors and to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if the corporation shall have such an officer, the President shall be the general manager and chief executive officer of the corporation. The President shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board, if any. He shall sign and execute, on behalf of the corporation and as its President, all bonds, deeds, contracts, and other written instruments, which shall have been first duly authorized or approved by the Board of Directors in the absence of the Chairman of the Board. In the absence or other disability of the Chief Financial Officer, the President shall perform all the duties pertaining to the office of the Chief Financial Officer. The President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

(c) Vice President. The Vice President, if any, shall perform the duties of the President in the latter's absence or disability. In the event of the death, resignation or permanent disability of the President, the Vice President shall succeed to the office of the President and hold such office for the unexpired term of such deceased, resigned, or disabled President. In the event of doubt, or dispute, the Board of Directors shall have the power to determine by majority vote whether or not the President is permanently disabled from the performance of his duties. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

(d) Chief Financial Officer. The Chief Financial Officer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, shall aid and assist the Secretary and President of the corporation, shall be responsible for the annual report of the corporation, if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

(e) Secretary. The Secretary shall execute such contracts and other documents on behalf of the corporation as may be authorized or directed by the Board of Directors from time to time. The Secretary shall prepare and keep at the principal office or such other place as the Board of Directors may order books of minutes of all meetings of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

The Secretary may delegate one or more of his duties to such person or persons as he may select, subject to approval by the Board of Directors.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. DEFINITIONS. For the purpose of this Article,

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. CLAIMS SETTLED OUT OF COURT. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

Section 4. CLAIMS AND SUITS AWARDED AGAINST AGENT. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(a) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section; and

(b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. DETERMINATION OF AGENT’S GOOD FAITH CONDUCT. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order,

settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. **LIMITATIONS.** No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(ii), in any circumstance when it appears that:

(a) The indemnification or advance would be inconsistent with a provision of the articles of incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. **ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. **CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS.** Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. **INSURANCE.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-

dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

ARTICLE XI

CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Board and committees of the Board; and
- (c) Original or a copy of the articles and bylaws as amended to date.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in Washington DC, at its principal business office in this state.

ARTICLE XII

MISCELLANEOUS

Section 1. **CONTRACTS, BONDS AND NEGOTIABLE INSTRUMENTS.** Except as may be otherwise expressly provided in these bylaws, no bond, mortgage, deed or other written instrument usually under seal, made by any person or persons on behalf of the corporation or in its name, shall be binding upon it unless the same, in each instance, shall have been made under authority of the Board of Directors or shall have been made pursuant to power especially delegated by the Board.

Section 2. **REPRESENTATION OF SHARES OF OTHER CORPORATIONS.** The President, and, subject to the approval of the President, the Secretary, of this corporation are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to such officers to vote or represent on behalf of this corporation any and all shares held by this corporation may be exercised either by such officers in person or by any person authorized so to do by proxy or by power of attorney duly executed by such officers.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Washington DC Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes a natural person, corporation, partnership, joint venture, trust, or other entity.

ARTICLE XIV

AMENDMENTS

Section 1. **POWERS OF DIRECTORS.** New bylaws may be adopted or these bylaws may be amended or repealed by the vote of a majority of the directors present at a meeting duly held at which a quorum is present or by the written assent of all directors, except as otherwise provided by law or by the articles of incorporation.

Section 2. **RECORD OF AMENDMENTS.** Whenever an amendment of new bylaw is adopted, it shall be inserted in the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written consent was effective shall be stated in the original bylaws.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that:

1. He is the acting Secretary of The Iranian-American Bar Association Foundation, a Washington DC nonprofit public benefit corporation; and
2. The foregoing Bylaws constitute the Bylaws of this corporation as duly adopted by Unanimous Written Consent of the Board of Directors dated as of the ____ day of _____, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the ____ day of _____, 2013.

Nima Rahimi (Secretary)

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