

1 BY-LAWS

2 OF

3 BROTHER, HELP THYSELF, INC.

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5 **ARTICLE 1 - CHARTER**

6 Section 1 - Part of By-laws. The Charter of this Corporation entitled "Articles of Incorporation of  
7 Brother, Help Thyself, Inc.", dated August 13, 1980, is made a full part of these By-laws except that no  
8 part of the Charter shall be amended or repealed under the provisions of Article 8 of these By-laws.

9 Section 2 - Amendments. Any portion of the Charter may be amended or repealed at any annual  
10 or special meeting of the member organizations, called for that purpose as provided for in Article 2 of  
11 these By-laws, only after the advice of attorney and only in accordance with the general laws of the  
12 District of Columbia and of the United States respecting corporations.

13 Section 3 - Keep in Good Order. It shall be the duty of the Board of Directors or the President to  
14 keep the Charter in good standing under the laws of the District of Columbia and of the United States and  
15 to pay any fee or fees so required and to promptly file all reports, papers, or other instruments so  
16 required.

17 Section 4 - Retain an Attorney. The Board of Directors may retain an attorney to advise it or to act  
18 in its name, when so authorized, for such time and for such other purpose it may deem expedient.

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20 **ARTICLE 2 - MEMBERS**

21 Section 1 - Annual Meetings. The Corporation shall, after the year 1980, hold annually a regular  
22 meeting of its member organizations for the transaction of general business at 9:00 P.M. on the second  
23 Wednesday in the month of March each year, if not a legal holiday. Such annual meetings shall be  
24 general meetings, that is to say, open for the transaction of any business within the powers of the

1 Corporation, without special notice of such business, except in cases in which special notice is required  
2 by statute, by the Charter, or by the By-laws.

3 Section 2 - Representation at the Annual Meeting. Such annual meeting may be attended by any  
4 member entitled to vote under the by-laws of any member organization. However, each member  
5 organization shall have only one (1) designated (certified) representative to speak in its name and shall  
6 have only one (1) vote which shall be cast by that designated (certified) representative, as required, on all  
7 matters requiring a vote brought before the annual meeting. The president or secretary of each member  
8 organization shall designate its representative at the annual meeting to the President and Secretary of  
9 this Corporation before the annual meeting is called to order. Guests may be invited to the annual  
10 meeting by any member of the Board of Directors, by any Officer of the Corporation, or by any designated  
11 (certified) representative. Guests shall have no voice unless specifically invited to address the annual  
12 meeting by the Board of Directors. Guests shall have no vote under any circumstances.

13 Section 3 - Special Meetings. At any time in the interval between annual meetings, special  
14 meetings of the member organizations may be called by the President or by a majority of the Board of  
15 Directors under the provisions of Section 5 of this Article, with the same rules of representation as  
16 provided in Section 2 of this Article.

17 Section 4 - Place of Meetings. All annual or special meetings shall be held at The Dignity Center,  
18 721 8<sup>th</sup> Street, SE Washington, DC 20003, except in cases in which the notice thereof designates some  
19 other place.

20 Section 5 - Notice of Meetings. Notice of every annual or special meeting of the member  
21 organizations shall be given to each member organization entitled to vote at such meeting thirty (30) days  
22 (or more) before such meeting. Notice of every special meeting shall be in writing and the date, address,  
23 and time, and matter(s) of business to be decided shall be stated in the notice. Failure to give notice of  
24 any annual meeting of the Corporation or any irregularity in such notice, shall not affect the validity of any  
25 election or question acted upon at the meeting. Voting shall be by ballot, and upon demand of any  
26 member organization, the voting shall be conducted by two inspectors, in which event the proxies and

1 ballots shall be received, and all questions touching the qualifications of voters and the validity of proxies  
2 and the acceptance or rejection of votes shall be decided by such inspectors. Such inspectors shall be  
3 appointed by the Board of Directors, none of whom need be a Director.

4 Section 6 - Proxies. Any member organization entitled to vote at any annual or special meeting  
5 may vote either in person, through its designated (certified) representative, or by proxy, such proxy to be  
6 in writing, subscribed by the president or secretary of the member organization or its duly authorized  
7 attorney-in-fact, and dated, but need not be sealed, witnessed or acknowledged. It shall be delivered in  
8 person to the President or Secretary of this Corporation. Proxies are not permitted at regular or additional  
9 meetings of the Board of Directors.

10 Section 7 - List of Members. At each annual or special meeting of member organizations a full,  
11 true and complete list of all member organizations and their designated (certified) representative entitled  
12 to vote at such meetings shall be furnished by the Secretary.

13 Section 8 - Voting. At all meetings of the member organizations, unless the voting is conducted  
14 by inspectors, the proxies and ballots shall be received, and all questions touching the qualifications of  
15 voters and the validity of proxies and the acceptance or rejection of votes shall be decided by a majority  
16 of the designated (certified) representatives.

17 Section 9 - Quorum-Members. The number of member organizations which shall be present in  
18 person or represented by proxy at any meeting of member organizations, in order to constitute a quorum  
19 for the transaction of any business or any specified item of business, shall be at least sixty percent (60%)  
20 of the total number of member organizations of the said Corporation.

21 Section 10 - Observer Status. By a vote of seventy-five (75%) percent of the entire Board of  
22 Directors at a regular meeting or an additional meeting, the Board of Directors may admit an organization  
23 interested in becoming a member of the Corporation to observer status. An organization so admitted is  
24 expected to attend all meetings of the Board and participate actively in the affairs of Brother, Help  
25 Thyself, Inc., so that the observer organization may get to know the member organizations and the  
26 operations of this Corporation and so that the member organizations may observe the potential member

1 over a period of time. An organization in observer status may participate fully in the Board's deliberations  
2 but does not have a vote.

3 Section 11 - New Members. By a vote of seventy-five percent (75%) of the entire Board of  
4 Directors at the regular meeting immediately preceding the annual meeting of this Corporation, or at a  
5 special meeting called for that purpose under the provisions of Article 2, Section 3 of these By-Laws, the  
6 Board of Directors may recommend to the member organizations that an organization, which has served  
7 a minimum of one year as an observer, should become a member of the Corporation. At the annual  
8 meeting, if seventy-five percent (75%) of the then member organizations agree, the new member  
9 organization shall immediately be represented on the Board of Directors and at the annual and special  
10 meetings of this Corporation and shall have all rights and responsibilities conferred by the Charter and  
11 By-Laws.

12 Section 12 - Withdrawal from Membership. Member organizations, by a resolution of its members  
13 under the provisions of its by-laws, may withdraw from membership in this Corporation. Such resolution  
14 shall be presented at any annual or special meeting of this Corporation. Such resolution shall be  
15 accepted and shall be effective upon presentation. In such case, the Board of Directors is decreased in  
16 number by such withdrawal(s).

17 Section 13 - Removal from Membership. If a member organization is not represented by its  
18 Director or alternate at fifty percent (50) of the meetings of the Board of Directors in a year (annual  
19 meeting to annual meeting), the remaining member organizations may vote to remove that member  
20 organization at the annual meeting or a special meeting called for that purpose. A vote to remove a  
21 member organization shall require a seventy-five percent (75) majority of the remaining organizations.  
22 Prior to such a vote the Board shall determine whether the absence is due to the negligence of the  
23 member organization's Director and alternate or whether the absence is due to the inability of the member  
24 organization to maintain representation on the Board. The organization's inability to maintain  
25 representation on the Board shall be a cause for removal. The Secretary shall notify any member

1 organization in writing when it has been absent through its Director or alternate more than twenty-five (25)  
2 percent of the time in one year (annual meeting to annual meeting).

3 Section 14 - Suspense Status. Any member organization that is not represented by its Director or  
4 Alternate for at least fifty percent (50%) of the meetings of the Board of Directors in a year (annual  
5 meeting to annual meeting), may have its membership placed in suspense by the remaining member  
6 organizations at the annual meeting or a special meeting called for that purpose. A vote to place a  
7 member organization in suspense status shall require a seventy-five percent (75%) majority of the  
8 remaining organizations. An organization with membership in suspense status may participate fully in the  
9 Board's deliberations but does not have a vote. An organization may maintain membership in suspense  
10 for no more than one year in any five year period. A member organization may be returned to full active  
11 status by a vote of seventy-five percent (75%) of the entire Board of Directors at the annual meeting of  
12 the Corporation once that member has fulfilled the requirement of having representation for at least fifty  
13 percent (50%) of the meetings of the Board of Directors in a year in which its membership was held in  
14 suspense.

15 Section 15 - Maximum Membership. In accordance with the Charter of this Corporation, entitled  
16 "Articles of Incorporation of Brother, Help Thyself, Inc.", and made a part of these By-Laws by Article 1,  
17 Section 1, the maximum number of members shall not exceed twenty-five organizations.

### 18 19 **ARTICLE 3 - BOARD OF DIRECTORS**

20 Section 1 - Powers. The business of the Corporation shall be conducted and managed by its  
21 Board of Directors, which may exercise all of the powers of the Corporation except as are by statute, by  
22 the Charter, or by the By-laws, conferred upon or reserved to the member organizations. The Board of  
23 Directors shall keep full and fair accounts of its transactions.

24 Section 2 - Election. A (certified) representative and an alternate (hereinafter referred to as the  
25 Director) to the Board of Directors shall be chosen by the member organizations of the Corporation in a  
26 manner prescribed in their respective by-laws. Each Director shall represent one member organization

1 and shall hold office until his successor shall have been duly chosen and qualified, or until he shall have  
2 resigned, or shall have been removed in the manner provided by the by-laws of that member organ-  
3 ization. Each Director shall at all times be qualified, as defined in that member organization's by-laws, to  
4 represent his member organization. If he cannot so qualify, he shall cease to be a Director of this  
5 Corporation. Any such disqualification, resignation, or removal of a Director shall not affect the status in  
6 this Corporation of any member organization except as herein provided in Article 2, Section 12 or 13 of  
7 these By-Laws. Each Director shall be certified by the president or secretary of the member organization  
8 which he represents, as its Director, to the Secretary of this Corporation. It is an obligation of each  
9 member organization to see that its Director on the Board of Directors fulfills his duties, and that a  
10 qualified Director be selected at all times. If this does not occur, the Secretary shall write to the member  
11 organization, explain the situation, and request action.

12 Section 3 - Regular Meetings. After each annual meeting as herein provided in Article 2, Section  
13 1 of these By-laws, the Board of Directors shall meet not sooner than ten (10) days and not later than  
14 forty-five (45) days thereafter, on a date and at a time and location within the District of Columbia  
15 determined at the annual meeting for the purpose of organization and the transaction of other business.  
16 Other regular meetings of the Board of Directors shall then be held monthly on such dates and times and  
17 at such places within or without the District of Columbia as may be designated from time to time by the  
18 Board of Directors, except that no regular meeting of the Board of Directors shall serve as the regular or  
19 special meeting of any other group, organization, or corporation.

20 Section 4 - Additional Meetings. Additional meetings of the Board of Directors may be called at  
21 any time by the President or by a majority of the Board of Directors. Such meetings shall be held at such  
22 place or places within or without the District of Columbia as may be designated from time to time by the  
23 Board of Directors, except that no additional meeting of the Board of Directors shall serve as the regular  
24 or special meeting of any other group, organization, or corporation.

25 Section 5 - Notice of Meetings. Except as provided in Section 3 of this Article 3, notice of the  
26 place, day and hour of every regular and additional meetings of the Board of Directors shall be given to

1 such Directors three (3) days (or more) in advance of the meeting, by sending the same to him  
2 personally, Unless required by resolution of the Board of Directors, no notice of any meeting of the Board  
3 of Directors need state the business to be transacted thereat. Notice may be waived by any Director. Any  
4 meeting of the Board of Directors, regular or additional, may adjourn from time to time to reconvene at the  
5 same, or some other place, and no notice need be given of any such adjourned meeting other than by  
6 announcement.

7 Section 6 - Quorum. The number of Directors who shall be present at any meeting in order to  
8 constitute a quorum for the transaction of any business or of any specified item of business shall be at  
9 least sixty percent (60%) of all of the Directors then in number. The number of votes of Directors that shall  
10 be necessary for the transaction of any business at any meetings of Directors shall be not less than three  
11 (3) in number.

12 Section 7 - Compensation. The Board of Directors shall not receive any compensation for their  
13 services nor shall any expenses be paid for attendance at any annual or special meeting of the member  
14 organizations or for attendance at any regular or additional meeting of the Board of Directors.

15 Section 8 - Liability. Any person made a party to any action, suit or proceeding by reason of the  
16 fact that he, his testator or in testator, is or was a Director or Officer of this Corporation, shall be  
17 indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and  
18 necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in  
19 connection with any appeal therein, except in relation to matters as to what it shall be adjudged in such  
20 action, suit, or proceeding that such Director or Officer is liable for misconduct in the performance of his  
21 duties. The Board of Directors may purchase liability insurance on behalf of the Corporation and its  
22 Officers and Directors.

#### 23 24 **ARTICLE 4 - OFFICERS/AGENTS**

25 Section 1 - Executive Officers. The Board of Directors shall elect a President and a Vice-  
26 President from among the Directors or from among the active voting members of a member organization

1 who shall have been a Director within the previous three (3) years of his election. The Board of Directors  
2 shall elect a Secretary and a Treasurer who need not be Directors. Any two of the above-mentioned  
3 offices, except those of President and Vice-President, may be held by the same person. Officers shall be  
4 elected at the regular meeting of the Board of Directors in February. An officer shall hold office through  
5 the time he presents his report of the preceding year's activities the annual meeting, or until his successor  
6 shall have been duly chosen and qualified, or until he shall have resigned or shall have been removed. If  
7 an officer is not present at the annual meeting, his successor shall take office at the beginning of the  
8 annual meeting. The individual who is recording the Minutes for the annual meeting will be responsible for  
9 the Minutes of the entire meeting. Any vacancy in any of the above offices shall be filled for the unexpired  
10 portion of the term by the Board of Directors at the regular or additional meeting of the Board of Directors  
11 held after any such vacancy.

12 Section 2 - President. The President shall preside at all annual or special meetings of the  
13 member organizations and at all meetings, regular or additional, of the Board of Directors at which he  
14 shall be present. He shall have general charge and supervision of the business of the Corporation. He  
15 may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts  
16 or other instruments, except in cases in which the signing and execution thereof shall have been  
17 expressly delegated to some other Officer or agent of the Corporation. He shall perform all duties incident  
18 to the office of the President of a Corporation, and such other duties as from time to time may be  
19 assigned to him by the Board of Directors.

20 Section 3 - Vice-President. The Vice-President at the request of the President, or in his absence,  
21 or during his inability to act, shall perform the duties and exercise the functions of the President, and  
22 when so acting shall have the powers of the President. The Vice-President shall have such other powers  
23 and perform such other duties as may be assigned from time to time to him by the Board of Directors or  
24 the President.

25 Section 4 - Secretary. The Secretary shall keep the minutes of all annual and special meetings of  
26 the member organizations and of all regular and additional meetings of the Board of Directors in books

1 provided for the purpose. He shall see that all notices are duly given in accordance with the provision of  
2 these By-laws or as required by law. He shall be custodian of the records of the Corporation. He shall see  
3 that the Corporation Seal is affixed to all documents, the execution of which, on behalf of the Corporation,  
4 under its seal, is duly authorized, and when so affixed may attest the same, and in general, shall perform  
5 all duties incident to the Office of Secretary of a Corporation, such other duties as are herein outlined in  
6 these By-laws, and such other duties as from time to time may be assigned to him by the Board of  
7 Directors or the President.

8           Section 5 - Treasurer. The Treasurer shall have charge of and be responsible for all funds,  
9 securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited in  
10 the name of the Corporation, all moneys or other valuable effects in such bank, trust company, or other  
11 depositories as shall, from time to time, be selected by the Board of Directors. He shall render to the  
12 President or to the Board of Directors, whenever required or requested, an account of the financial  
13 condition of the Corporation, and in general, he shall perform all duties incident to the Office of Treasurer  
14 of a Corporation, and such other duties as may be assigned to him from time to time by the Board of  
15 Directors or the President.

16           Section 6 - Subordinate Officers. The Board of Directors may from time to time appoint or elect  
17 such subordinate officers as it may deem desirable including but not limited to, one or more assistant  
18 secretaries or assistant treasurers, none of whom need be Directors. Each such subordinate officer shall  
19 hold office for such period, not to exceed one (1) year, and from date of appointment shall perform such  
20 duties as the Board of Directors or the President may prescribe.

21           Section 7 - Executive Director. The President shall nominate an individual to serve as Executive  
22 Director, subject to confirmation by a majority of the Board of Directors. This person shall have by  
23 experience, background, or training expertise to oversee the daily activities of the Corporation. The  
24 Executive Director shall be responsible for direct interaction with and between officers, Directors and  
25 Committee Chairs. The Executive Director shall share the responsibility of representing Brother, Help  
26 Thyself at such meeting, activities, and events, as necessary. The Executive Director may act as agent of

1 the corporation, but if the Executive Director is a Director or an Officer of the Corporation, he may not be  
2 compensated for services. The Executive Director may perform duties prescribed by the President and/or  
3 the Corporation. The Executive Director need not be a member of Member Organization. The Executive  
4 Director shall serve for one (1) year. As circumstances may alter with time, the Executive Director may  
5 be designated an authorized agent for services on behalf of the Corporation by the Board of Directors  
6 under Article 5, Section 2 of these By-Laws.

7 Section 8. Committees. The Board of Directors or the President may from time to time create  
8 any committee or committees for a fixed period, not to exceed one (1) year, to advise on any matter. The  
9 President shall appoint, subject to the confirmation by a majority of the Board of Directors, all committee  
10 Chairs.

11 Section 9 - Compensation. The Board of Directors shall not compensate any Officer or officers of  
12 the Corporation for their services nor shall any expenses be paid for attendance at any annual or special  
13 meeting of the member organizations or for attendance at any regular or additional meeting of the Board  
14 of Directors. Reimbursement may be paid to any Officer for any expense(s) incurred in the performance  
15 of official duties. Receipts for such expense(s) shall be submitted to the Treasurer before payment is  
16 made by him. The Treasurer shall report all such payments to the Board of Directors at its meeting,  
17 regular or additional, following such payment. A majority of the Board of Directors may require such  
18 reimbursed expense(s) to be repaid to the Corporation.

19 Section 10 - Removal. Any Officer of the Corporation may be removed from that office, with or  
20 without cause, by a vote of a majority of the entire Board of Directors at a meeting, regular or additional,  
21 notice of which shall specify such intended action under provision of Article 3, Section 5 of these By-  
22 Laws.

## 24 **ARTICLE 5 - FINANCES**

25 Section 1 - Checks, Drafts, Etc. All checks, drafts, and orders for payment of money, notes and  
26 other evidence of indebtedness, issued in the name of the Corporation, shall be signed by the Treasurer

1 and by the President or the Vice-President. In the absence or inability of the Treasurer to sign within  
2 seven (7) consecutive days, the President and Vice-President may sign and shall report their action to the  
3 Board of Directors at its next  
4 meeting.

5 Section 2 - Compensation of Outside Contractors or Agents. By resolution of the Board of  
6 Directors, the Treasurer shall pay any authorized contractor or agent for services rendered in behalf of  
7 the Corporation upon receipt of a duly executed invoice or bill.

8 Section 3 - Annual Reports. A full and true written statement of the affairs of the Corporation shall  
9 be submitted at the annual meeting of the member organizations and filed not later than the regular  
10 meeting of the Board of Directors thereafter at the principal office of the Corporation as required  
11 by law. Such statement shall be prepared by the President and the Treasurer of the Corporation.

12 Section 4 - Fiscal Year. The fiscal year of the Corporation shall be from February 1 to January 31.

13 Section 5 - Seal. The Board of Directors shall provide a suitable seal, bearing the name of the  
14 Corporation, which shall be in the charge of the Secretary. The Secretary shall give it to his successor.  
15 The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

16 Section 6 - Bond. The Board of Directors may require any Officer or agent of the Corporation to  
17 give bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more  
18 sureties and in such amounts as may be satisfactory to the Board of Directors.

19 Section 7 - Audit. The Board of Directors shall retain a certified public accountant to provide an  
20 annual audit, prepare taxes, and perform any other duties as designated by the Board of Directors. The  
21 Board of Directors may appoint three (3) of their number from time to time, none of whom may be an  
22 Officer of this Corporation, to audit the books of this Corporation as maintained by the Treasurer. They  
23 shall report the results of their findings to the member organizations at the annual meeting, and shall  
24 make such recommendations as they see fit. Those recommendations, if voted in the affirmative by the  
25 member organizations, shall become binding on the future conduct of the Treasurer of this Corporation,

1 until they are rescinded in like manner or until recommendations are made and passed that preclude  
2 them.

3 Section 8 - Of Records and Property. All records of this Corporation held by the Officers or by the  
4 Board of Directors are the property of the Corporation and as such shall be given in whole to the  
5 successors in office. Any and all moneys, items, merchandise, etc. given, donated, or sold to this  
6 Corporation for its use are the property of the Corporation and shall be disposed of as the Board of  
7 Directors may direct but not to their personal use nor to the personal use of any Officer. The Officers at  
8 the direction of the Board of Directors may obtain a secured storage facility for the above.

#### 10 ARTICLE 6 - RULES OF PROCEDURE

11 Section 1 - Roberts Rules of Order Revised, in its current edition, shall direct the conduct of all  
12 business whatsoever at all annual or special meetings of the member organizations and at all meetings,  
13 regular or additional of the Board of Directors of this Corporation. Whenever such rules are in conflict or  
14 contradict any provision made in the Charter of this Corporation or these By-laws or in the general laws of  
15 the District of Columbia or of the United States respecting corporations, these By-laws, Charter, and  
16 general laws shall have precedence. The President may appoint a Parliamentarian who need not be a  
17 Director or an Officer. The Parliamentarian shall serve for such a period as the President directs, but the  
18 appointment may not exceed one (1) year.

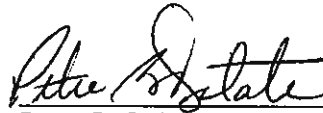
#### 20 ARTICLE 7 - NON-DISCRIMINATION IN LANGUAGE

21 Section 1 - Language. In all provisions of these By-laws, wherever the masculine form of  
22 language is used, it is expressly understood that it refers to the feminine as well. The Board of Directors  
23 shall not make any rule or take any action that would exclude any person or organization on the basis of  
24 sexual orientation, gender, race, creed, religion, age or handicap.

1 **ARTICLE 8 - AMENDMENTS**

2 Section 1 - Amendments. Any and all provisions of these By-laws may be altered or repealed and  
3 new By-laws adopted at any annual meeting or at a special meeting called for that purpose, by a vote of  
4 seventy-five percent (75%) of all member organizations entitled to vote at such meeting. The text of any  
5 proposed alteration or repeal shall be given in writing, under the seal of the Corporation, by the Secretary  
6 to each member organization through its Director or alternate at least thirty (30) days before the annual  
7 meeting or the special meeting called for that purpose as herein provided in Article 2 of these By-laws.

8 ADOPTED by the member organizations of Brother, Help Thyself, Inc. at the Annual Meeting of  
9 the Corporation on the 9<sup>th</sup> day of March, 2011.

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11 \_\_\_\_\_  
12 Peter B. Delate  
13 Secretary  
14 Brother, Help Thyself  
15