



By-laws

Revisions thru 9 March 2005

ARTICLE 1 — CHARTER

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dated August 13, 1980, is made a full part of these By-laws except that no part of the Charter shall be amended or repealed under the provisions of Article 8 of these By-laws.

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 Any portion of the Charter may be amended or repealed at any annual or special meeting of the member organizations, called for that purpose as provided for in Article 2 of these By-laws, only after the advice of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

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

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

ARTICLE 2 — MEMBERS

Section 1 — Annual Meetings. The Corporation shall, after the year 1980, hold annually a regular meeting of its member organizations for the transaction of general business at 9:00 P.M. on the second Wednesday in the month of March each year, if not a legal holiday. Such annual meetings shall be general meetings, that is to say, open for the transaction of any business within the powers of the Corporation, without special notice of such business, except in cases in which special notice is required by statute, by the Charter, or by the By-laws.

Section 2 — Representation at the Annual Meeting. Such annual meeting may be attended by any member entitled to vote under the by-laws of any member organization. However, each member organization shall have only one (1) designated (certified) representative to speak in its name and shall have only one (1) vote which shall be cast by that designated (certified) representative, as required, on all matters requiring a vote brought before the annual meeting. The president or secretary of each member organization shall designate its representative at the annual meeting to the President and Secretary of this Corporation not less than ten (10) days before the annual meeting. Guests may be invited to the annual meeting by any member of the Board of Directors, by any Officer of the Corporation, or by any designated (certified) representative. Guests shall have no voice unless specifically invited to address the annual meeting by the Board of Directors.

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

Section 4 — Place of Meetings. All annual or special meetings shall be held at Suite 350, 1111 14th Street NW, Washington, DC 20005, except in cases in which the notice thereof designates some other place.

Section 5 — Notice of Meetings. Written or printed notice of every annual or special meeting of the member organizations shall be given to each member organization entitled to vote at such meeting thirty (30) days (or more) before such meeting, by leaving the same at the usual place of business, or by mailing it, postage prepaid, and addressed to the address as it appears upon the books of the Corporation unless said written notice shall be waived by the member organization. Notice of every special meeting shall be in writing and the date, address, and time, and matter(s) of business to be decided shall be stated in the notice. Failure to give notice of any annual meeting of the Corporation or any irregularity in such notice, shall not affect the validity of any election or question acted upon at the meeting. Voting shall be by ballot, and upon demand of any member organization, the voting shall be conducted by two inspectors, in which event the proxies and ballots shall be received, and all questions touching the qualifications of voters and the validity of proxies and the acceptance or rejection of votes shall be decided by such inspectors. Such inspectors shall be appointed by the Board of Directors, none of whom need be a Director.

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

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

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

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

Section 10 — Observer Status. By a vote of seventy-five percent (75%) of the entire Board of Directors at a regular meeting or an additional meeting, the Board of Directors may admit an organization interested in becoming a member of the Corporation to observer status. An organization so admitted is expected to attend all meetings of the Board and participate actively in the affairs of Brother, Help Thyself, Inc., so that the observer organization may get to know the member organizations and the operations of this Corporation and so that the member organizations may observe the potential member over a period of time. An organization in observer status may participate fully in the Board's deliberations but does not have a vote.

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

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

Section 13 — Removal from Membership. If a member organization is not represented by its Director or alternate at fifty percent (50%) of the meetings of the Board of Directors in a year (annual meeting to annual meeting), the remaining member organizations may vote to remove that member organization at the annual meeting or a special meeting called for that purpose. A vote to remove a member organization shall require a seventy-five percent (75%) majority of the remaining organizations. Prior to such a vote the Board shall determine whether the absence is due to the negligence of the member organization's Director and alternate or whether the absence is due to the inability of the member organization to maintain representation on the Board. The organization's inability to maintain representation on the Board shall be a cause for removal. The Secretary shall notify any member organization in writing when it has been absent through its Director or alternate more than twenty-five percent (25%) of the time in one year (annual meeting to annual meeting).

Section 14 — Maximum Membership. In accordance with the Charter of this Corporation, entitled "Articles of Incorporation of Brother, Help Thyself, Inc.", and made a part of these By-Laws by Article 1, Section 1, the maximum number of members shall not exceed twenty-five (25) organizations.

ARTICLE 3 — BOARD OF DIRECTORS

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

Section 2 — Election. A (certified) representative and an alternate (hereinafter referred to as the Director) to the Board of Directors shall be chosen by the member organizations of the Corporation in a manner prescribed in their respective by-laws. Each Director shall represent one member organization and disqualification, resignation, or removal of a Director shall not affect the status in this Corporation of any member organization except as herein provided in Article 2, Section 12 or 13 of these By-Laws. Each Director shall be certified by the president or secretary of the member organization which he represents, as its Director, to the Secretary of this Corporation. It is an obligation of each member organization to see that its Director on the Board of Directors fulfills his duties, and that a qualified Director be selected at all times. If this does not occur, the Secretary shall write to the member organization, explain the situation, and request action.

Section 3 — Regular Meetings. After each annual meeting as herein provided in Article 2, Section 1 of these By-laws, the Board of Directors shall meet not sooner than ten (10) days and not later than forty-five (45) days thereafter, on a date and at a time and location within the District of Columbia determined at the annual meeting for the purpose of organization and the transaction of other business. Other regular meetings of the Board of Directors shall then be held monthly on such dates and times and at

such places within or without the District of Columbia as may be designated from time to time by the Board of Directors, except that no regular meeting of the Board of Directors shall serve as the regular or special meeting of any other group, organization, or corporation.

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

Section 5 — Notice of Meetings. Except as provided in Section 3 of this Article 3, notice of the place, day and hour of every regular and additional meetings of the Board of Directors shall be given to such Directors three (3) days (or more) in advance of the meeting, by delivering the same to him personally, or by sending the same to him personally, or by sending the same to him by telephone, or by leaving the same at his residence or usual place of business, or, in the alternative by mailing such notice seven (7) days (or more) before the meeting, postage prepaid, and addressed to him at his last known post office address, according to the records of the Corporation. Unless required by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need state the business to be transacted there at. Notice may be waived by any Director. Any meeting of the Board of Directors, regular or additional, may adjourn from time to time to reconvene at the same, or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

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

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

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

ARTICLE 4 — OFFICERS/AGENTS

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

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

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

Section 4 — Secretary. The Secretary shall keep the minutes of all annual and special meetings of the member organizations and of all regular and additional meetings of the Board of Directors in books provided for the purpose. He shall see that all notices are duly given in accordance with the provision of these By-laws or as required by law. He shall be custodian of the records of the Corporation. He shall see that the Corporation Seal is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same, and in general, shall perform all duties incident to the Office of Secretary of a Corporation, such other duties as are herein outlined in these By-laws, and such other duties as from time to time may be assigned to him by the Board of Directors or the President.

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

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

Section 7 — Executive Director. The President shall nominate an individual to serve as Executive Director, subject to confirmation by a majority of the Board of Directors. This person shall have by experience, background, or training expertise to oversee the daily activities of the Corporation. The Executive Director shall be responsible for direct interaction with and between officers, Directors and Committee Chairs. The Executive Director shall share the responsibility of representing Brother, Help Thyself at such meeting, activities, and events, as necessary. The Executive Director may act as agent of the corporation, but if the Executive Director is a Director or an Officer of the Corporation, he may not be compensated for services. The Executive Director may perform duties prescribed by the President and/or the Corporation. The Executive Director need not be a member of a Member Organization. The Executive Director shall serve for one (1) year. As circumstances may alter with time, the Executive Director may be designated an authorized agent for services on behalf of the Corporation by the Board of Directors under Article 5, Section 2 of these By-Laws.

Section 8 — Committees. The Board of Directors or the President may from time to time create any committee or committees for a fixed period, not to exceed one (1) year, to advise on any matter. The President shall appoint, subject to the confirmation by a majority of the Board of Directors, all committee Chairs. There shall be standing committees for the following: Education, Grants, Direct/Targeted Mail, Special Projects, Fund Raising, and Development.

Section 9 — Compensation. The Board of Directors shall not compensate any Officer or officers of the Corporation for their services nor shall any expenses be paid for attendance at any annual or special meeting of the member organizations or for attendance at any regular or additional meeting of the Board of Directors. Reimbursement may be paid to any Officer for any expense(s) incurred in the performance of official duties. Receipts for such expense(s) shall be submitted to the Treasurer before payment is made by him. The Treasurer shall report all such payments

to the Board of Directors at its meeting, regular or additional, following such payment. A majority of the Board of Directors may require such reimbursed expense(s) to be repaid to the Corporation.

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

ARTICLE 5 — FINANCES

Section 1 — Checks, Drafts, Etc. All checks, drafts, and orders for payment of money, notes and other evidence of indebtedness, issued in the name of the Corporation, shall be signed by the Treasurer and by the President or the Vice-President. In the absence or inability of the Treasurer to sign within seven (7) consecutive days, the President and Vice-President may sign and shall report their action to the Board of Directors at its next meeting.

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

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

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

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

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

Section 7 — Audit. The Board of Directors shall retain a certified public accountant to provide an annual audit, prepare taxes, and perform any other duties as designated by the Board of Directors. The Board of Directors may appoint three (3) of their number from time to time, none of whom may be an Officer of this Corporation, to audit the

books of this Corporation as maintained by the Treasurer. They shall report the results of their findings to the member organizations at the annual meeting, and shall make such recommendations as they see fit. Those recommendations, if voted in the affirmative by the member organizations, shall become binding on the future conduct of the Treasurer of this Corporation, until they are rescinded in like manner or until recommendations are made and passed that preclude them.

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

ARTICLE 6 — RULES OF PROCEDURE

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

ARTICLE 7 — NON-DISCRIMINATION IN LANGUAGE

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

ARTICLE 8 — AMENDMENTS

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

ADOPTED by the member organizations of Brother, Help Thyself, Inc. at the Annual Meeting of the Corporation on the 9th day of March, 2005.

Robert L. Guenther
Secretary
Brother, Help Thyself