

AMENDED AND RESTATED BYLAWS

OF

DUNBAR ALUMNI FEDERATION, INC.

A District of Columbia Nonprofit Corporation

Adopted January 28, 2017

ARTICLE I

NAME AND OFFICE

Section 1.01. *Name*. The name of the corporation is Dunbar Alumni Federation, Inc. (the “Corporation”).

Section 1.02. *Principal Office*. The principal office of the Corporation shall be located at Paul Laurence Dunbar High School (“Dunbar High School”), 101 N Street, NW, Washington, DC 20001.

Section 1.03. *Registered Office and Registered Agent*. The Corporation shall continuously maintain within the District of Columbia a registered office and a registered agent in compliance with the District of Columbia Nonprofit Corporation Act of 2010, as amended (the “Nonprofit Corporation Act”).

ARTICLE II

PURPOSES AND POWERS

Section 2.01. *Purposes*. The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”), in furtherance of creating better futures for Dunbar High School students.

Working in partnership with Dunbar High School leadership, the Corporation shall endeavor to achieve such purposes by, among other things:

- (a) Providing scholarship and other financial support to students and graduates of Dunbar High School;
- (b) Promoting and supporting Dunbar High School alumni classes in their respective scholarship efforts, community activities and other endeavors;

- (c) Promoting the acquisition of life skills and cultural values that may assist Dunbar High School students in their academic and career pursuits;
- (d) Soliciting funds from individuals, corporations and other nonprofit organizations for specific projects or general needs, or to establish an endowment;
- (e) Providing discretionary funds to Dunbar High School leadership to support and promote the academic and social growth of Dunbar High School students and Dunbar High School as a whole; and
- (f) Chronicling the Dunbar High School history and legacy by: (i) collecting and assembling artifacts and memorabilia from alumni of Dunbar High School; (ii) helping to inventory and preserve historical archives and memorabilia at Dunbar High School; (iii) assisting with operations of the Dr. Lawrence E. Graves Museum of Dunbar History at Dunbar High School, including collecting, preserving, interpreting and celebrating Dunbar High School's history from 1870 to present; and (iv) informing and educating Dunbar High School students and the general public through special events, educational programs, ongoing research and tours as a stop on the "District of Columbia African American Heritage Trail."

Section 2.02. Nonprofit Status. The Corporation is a District of Columbia nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the Code.

Section 2.03. Powers. Notwithstanding anything contained in these Bylaws or the Articles of Incorporation to the contrary, the Corporation shall have no power to conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Board of Directors, member, or any other individual or for-profit corporation. No funds or other assets of the Corporation may be used in any attempt to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III

MEMBERSHIP

Section 3.01. Membership Classes. The Corporation shall have the following classes of membership:

- (a) **Individual Membership**. Individual Membership is open to alumni of Dunbar High School (i) who pay any and all Individual Membership dues as shall be determined by the Board, as set forth in Section 3.02, and (ii) who agree to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt (each, an "Individual Member"). Subject to Section 3.02, Individual Members shall be entitled to one (1) vote on each issue submitted to a vote of the membership.

- (b) **Individual Lifetime Membership.** Individual Lifetime Membership is open to Individual Members (i) who pay an Individual Lifetime Membership fee as shall be determined by the Board, as set forth in Section 3.02, and (ii) who agree to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt (each, an "Individual Lifetime Member"). Subject to Section 3.02, Individual Lifetime Members shall be entitled to one (1) vote on each issue submitted to a vote of the membership.
- (c) **Class Membership.** Class Membership is open to any graduating class of Dunbar High School (i) that pays any and all Class Membership dues as shall be determined by the Board, as set forth in Section 3.02, and (ii) that agrees to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt. Each such class that has paid Class Membership dues shall designate one (1) member (a "Class Representative") to represent and act on behalf of such class with respect to matters of the Corporation. Subject to Section 3.02, Class Representatives shall be entitled to one (1) vote on each issue submitted to a vote of the membership.
- (d) **Class Lifetime Membership.** Class Lifetime Membership is open to any graduating class of Dunbar High School (i) that pays a Class Lifetime Membership fee as shall be determined by the Board, as set forth in Section 3.02, and (ii) that agrees to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt. Each such lifetime class shall designate one (1) member (a "Class Lifetime Representative") to represent and act on behalf of such lifetime class with respect to matters of the Corporation. Subject to Section 3.02, Class Lifetime Representatives shall be entitled to one (1) vote on each issue submitted to a vote of the membership.
- (e) **Federation Friends Membership.** Federation Friends Membership is open to any person, corporation, business, association, or institution committed to the purpose, goals, and ideals of the Corporation that (i) pays any and all Federation Friends Membership dues as shall be determined by the Board, as set forth in Section 3.02, and (ii) agrees to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt (each, a "Federation Friends Member"). Federation Friends Members shall not be entitled to vote. ¹
- (f) **Federation Friends Lifetime Membership.** Federation Friends Lifetime Membership is open to any person, corporation, business, association, or institution committed to the purpose, goals, and ideals of the Corporation that (i) pays all Federation Friends Membership dues as shall be determined by the Board, as set forth in Section 3.02, and (ii) agrees to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or

¹ Amended January 25, 2020

regulations as the Board may from time to time adopt. (each, a "Federation Friends Lifetime Member"). Federation Friends Lifetime Members shall not be entitled to vote.²

- (g) **Crimson Tide Membership.** Crimson Tide Membership may be conferred, on the recommendation of the Membership Committee and approval of the Board, on alumni of Dunbar High School (i) who contribute five thousand dollars (\$5000.00) or more in a fiscal year, excluding event participation donations and membership dues, (ii) who are committed to the purpose, goals, and ideals of the Corporation, and (iii) who agree to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt (each, a "Crimson Tide Member"). All membership dues shall be waived for Crimson Tide Members. Crimson Tide Members shall be entitled to one (1) vote on each issue submitted to a vote of the membership.
- (h) **Honorary Membership.** Honorary Membership may be conferred on the recommendation of the Membership Committee and approval of the Board. Honorary Members must (i) be committed to the purpose, goals, and ideals of the Corporation and (ii) agree to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt (each, an "Honorary Member"). All membership dues shall be waived for Honorary Members. Honorary Members shall not be entitled to vote.

Section 3.02. *Membership Dues.* The annual dues for Individual Membership, Class Membership or Federation Friends Membership, as applicable, and the one-time fee for Individual Lifetime Membership or Class Lifetime Membership, as applicable, shall, in each case, be in such amounts as shall be fixed by a majority vote of the Board at its first meeting in January. Membership dues shall be invoiced by the Corporation annually on the first day of the anniversary month of joining the Corporation. Any member whose dues have not been paid within sixty (60) days of the applicable invoice date shall have his or her right to vote terminated.

Section 3.03. *Code of Conduct.* The Code of Conduct Policy (the "Conduct Policy") outlines the standard of behavior expected of all directors, officers, members, and others performing services for or on behalf of the Corporation (collectively, "Representatives"). The Conduct Policy is designed to ensure that Representatives conduct themselves at all times in a manner that does not interfere with the management or business of the Corporation, or otherwise violate the reputation or image of the Corporation. Representatives are strictly expected to (a) use non-abusive language towards all other Representatives; (b) extend courtesy and respect to all other Representatives; (c) not engage in verbal, physical or visual harassment of any other Representative; and (d) not exhibit any other display of unacceptable behavior as described in the Conduct Policy. All Representatives shall receive, review, and sign a copy of the Conduct Policy indicating their understanding of the process and required guidelines. Any Representative found in violation of the Conduct Policy shall be subject to discipline, including, but not limited to, removal from the applicable meeting or event, suspension of membership from the Corporation, or permanent removal from the Corporation.

² Amended January 25, 2020

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.01. *Annual Membership and Business Meeting.* An Annual Membership and Business Meeting of the members (each, an “Annual Meeting”) shall be held during the month of January of each year for the purpose of electing directors and transacting any other business that may properly come before the members. The time and place of each Annual Meeting shall be determined by the Board of Directors and notice thereof shall be given to each member as set forth in Section 4.04. At the Annual Meeting, the members will receive reports on the activities of the Corporation and its committees, address issues, concerns, opportunities, and events.

Section 4.02. *Other Regular Meetings.* In addition to the Annual Meeting, other regular meetings of the members shall be held at such times and places as may be determined by the Board for the purpose of transacting any business that may properly come before the members. Notice of a regular meeting need not be given.

Section 4.03. *Special Meetings.* Special meetings of the members may be called by the Board at any time or at the written request of twenty-five (25) or more of the voting members. Notice of each special meeting shall be given to each member as set forth in Section 4.04.

Section 4.04. *Notice.* Except as otherwise provided by law or these Bylaws, notice, given in writing or by electronic transmission, of each Annual Meeting or special meeting, as applicable, shall be given not less than ten (10) nor more than fifty (50) days before the date of such meeting to each member entitled to vote at such meeting, such notice to specify the time and place of such meeting and, in the case of special meetings, the purpose or purposes thereof.

Section 4.05. *Quorum and Voting.* At all meetings of the members, twenty-five (25) voting members shall constitute a quorum for the transaction of business. Each voting member whose dues (if any) are paid for the current year shall be entitled to one (1) vote on each issue submitted to a vote of the membership. Except as otherwise provided by law or these Bylaws, the act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the voting members.

Section 4.06. *Absentee Voting By Mail.* Members of the organization in good standing may use an absentee method of voting in the election of directors and the transaction of any other business that may properly come before the members of the corporation. Every effort will be made to preserve the secrecy and integrity of the vote. Absentee ballots must be requested by members living out of town. In-town members (defined as DC, Maryland & Virginia) may (also) pick up a ballot at the DAF office. All absentee votes must be returned by the date specified to be included in the vote count.³

ARTICLE V

CONVOCATION OF DUNBAR ALUMNI CLASSES

³ Amended January 26, 2019

Section 5.01. *Convocations*. There shall be a convocation of all alumni classes of Dunbar High School every three (3) years beginning October 2003 (a “Convocation”). The Convocations will (a) celebrate the rich history of Dunbar High School and its legacy of academic excellence; and (b) honor and recognize those individuals, corporations, businesses, associations, institutions and other organizations whose activities and contributions serve to promote, support and encourage Dunbar High School student talent and achievements to the highest potential. The Convocations shall convene at a time and place determined by the Board.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01. *General*. Except as otherwise provided by law or these Bylaws, the business and affairs of the Corporation shall be governed by a Board of Directors. The Board is the policymaking body and may exercise all the powers and authority granted to the Corporation by law.

Section 6.02. *Composition*. The Board of Directors shall be comprised of thirteen (13) elected members, which shall include six (6) officers (Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer) and seven (7) standing committee chairpersons (Scholarship Awards & Recognition, Student Activities, Membership, Communication & Social Media, Museum & Archives, Budget & Finance, and Audit).

Section 6.03. *Duties*. Each member of the Board shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner that is consistent with Article IX of these bylaws or as provided by the said committee and with such care as to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as a person in a like position would reasonably believe appropriate under similar circumstances. In discharging Board or committee duties, a director shall disclose, or cause to be disclosed, to the other Board or committee members’ information not already known by them but known by the director to be material to the discharge of their decision-making or oversight functions, except as provided by law.

Section 6.04. *Election*. Directors shall (a) be nominated by (i) the Board, (ii) a committee appointed by the Board to make such nominations, or (iii) any member in good standing, (iv) candidacy being limited to only one office, and (b) be elected by the voting members at the Annual Meeting of the Corporation by a vote of a plurality of the voting members present, except that the initial directors of the Corporation shall be those individuals named as directors in the Articles of Incorporation. Notwithstanding anything contained in these Bylaws to the contrary, each director shall hold office until that director’s successor is elected and qualifies or until that director’s earlier resignation, removal or death.⁴

Section 6.05. *Terms of Office*. Members of the Board shall be divided into three (3) classes, designated Class I, Class II, and Class III. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of such directors. Class I directors shall be elected to serve a twelve (12) month term from the date of the 2018 Annual Meeting; Class II directors shall be elected to serve a

⁴ Amended January 26, 2019

twenty-four (24) month term from the date of the 2018 Annual Meeting; and Class III directors shall be elected to serve a thirty-six (36) month term from the date of the 2018 Annual Meeting or until their successors are elected and qualifies, or until such director's earlier resignation, removal or death. Thereafter, all directors shall be elected to serve a thirty-six (36) month term. In addition, if the number of directors is changed, any increase or decrease will be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class will hold office for a term that will coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

Section 6.06. *Vacancies*. In the case of any vacancy, such vacancy shall be filled by the Board. A director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.

Section 6.07. *Resignation*. Any director may resign from office at any time upon giving written notice to the Chairman. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon receipt, and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section 6.08. *Removal*. A director may be removed at any time, with or without cause, by a majority vote of the voting members present at a meeting called for the purpose of such removal.

ARTICLE VII

MEETINGS OF BOARD OF DIRECTORS

Section 7.01. *Meetings*. Meetings of the Board, regular or special, may be held within or outside the District of Columbia upon not fewer than seven (7) days' notice to each director, either personally or by mail, email, telephone, or facsimile, subject to waiver of notice as provided in the Nonprofit Corporation Act. Except as otherwise provided by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board or as required by the business of the Corporation.

Members may attend all regular meetings of the Board of Directors. Time shall be set aside at each regular meeting of the Board of Directors for member comment. Special meetings of the Board may be called by the Chairman at any time and shall be called by the Chairman upon the written request of a majority of the directors then in office.

Section 7.02. *Quorum and Voting*. A majority of the directors then in office shall constitute a quorum for the transaction of business. Each director shall be entitled to one (1) vote. Except as otherwise provided by law or these Bylaws, the act of the majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7.03. *Proxy Voting*. A director may not vote or act by proxy at any meeting of directors.

Section 7.04. *Written Consent*. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

Section 7.05. *Electronic Communication*. Any one (1) or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

OFFICERS

Section 8.01. *Election and Qualification*. The officers of the Corporation shall be elected by the voting members at the Corporation's Annual Meeting and shall consist of a Chairman, a Vice Chairman, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. Each officer shall hold office until his or her successor is elected and qualifies or until his or her earlier resignation, removal or death. The Board may appoint, and may delegate the power to appoint, such other agents and employees as it may deem necessary or proper, who shall hold office for such period, have such authority and perform such duties as may from time to time be prescribed by the Board.

Section 8.02. *Removal*. Any officer, agent, or employee of the Corporation may be removed at any time, with or without cause, by the Board of Directors or the voting members, and the Board may delegate such power of removal as to officers, agents, and employees not appointed by the voting members. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent, or employee of the Corporation shall not of itself create contract rights.

Section 8.03. *Chairman*. The Chairman shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the Board of Directors and the Executive Committee, and all Annual Meetings. He or she shall have general and active management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman shall be a member ex-officio of all committees.

Section 8.04. *Vice Chairman*. The Vice Chairman shall assist the Chairman and perform such other duties as may be assigned to him or her from time to time by the Chairman or the Board of Directors. The Vice Chairman shall be responsible for processing all funds and correspondence relating to the monetary affairs of the Corporation. Funds received shall be deposited promptly in the Board-approved banking institution in accordance with the procedures established by the Board of Directors. He or she shall be responsible for the creation and maintenance of a comprehensive log of donations, memberships and correspondences received. Such data log shall (a) be in a format that can readily be transmitted to officers of the Corporation and the Board of Directors and (b) be consistent with generally acceptable accounting principles and financial handling procedures.

The Vice Chairman shall submit all deposit receipts to the Treasurer and provide a summary report of such transactions to the Chairman, Secretary and Assistant Treasurer.

The Vice Chairman shall assume the duties of the Chairman should the Chairman not be able to fulfill the role due to absence or illness, resignation, or removal from office. In the case of resignation or removal from office, the Vice Chairman shall assume the duties of the Chairman until the next Annual Meeting when a vote to fill the position of Chairman shall be taken.

Section 8.05. *Secretary*. The Secretary shall attend all meetings of the Corporation, the Board of Directors, and the Executive Committee, and shall notify members, as appropriate, of all scheduled meetings and events. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall ensure that the Corporation's tax exempt and nonprofit status are maintained in good standing; and shall keep minutes of meetings of the Corporation, the Board of Directors, and the Executive Committee, as applicable, in accurate and current order. The minutes shall state the time and place of holding of all meetings.

The Secretary, with the assistance of the Assistant Secretary, shall prepare and maintain correct and complete books and records, which shall include a copy of the complete Form 1023 exemption application as filed with the Internal Revenue Service and copies of the three (3) most recent Forms 990 and Forms 990-T (if any) filed with the Internal Revenue Service, as well as a Handbook of Policies and Procedures. Such books and records shall be made available at all meetings of the Board of Directors and shall be kept at the Corporation's principal office. A register of the primary mailing address and e-mail address of each member shall be furnished to the Secretary.

The Secretary shall generally perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Chairman or the Board of Directors. The Secretary shall have access to the Corporation's principal office (and any equipment therein) as needed. The Secretary and the Assistant Secretary shall be responsible for sending out meeting announcements and distributing copies of all meeting minutes and the agenda to the Board.

Section 8.06. *Assistant Secretary*. The Assistant Secretary shall assist the Secretary by preparing and maintaining correct and complete books and records of the Corporation. Such books and records (a) shall include (i) a copy of the Articles of Incorporation, (ii) a copy of these Bylaws, including any amendments, and (iii) all minutes of meetings of the Board of Directors, the Executive Committee and any committee reports with respect thereto; and (b) shall be made available at all meetings of the Board of Directors and shall be kept at the Corporation's principal office. The Assistant Secretary shall assume the duties of the Secretary in his or her absence, or as needed by the Secretary.

Section 8.07. *Treasurer*. The Treasurer shall be the principal accounting and financial officer of the Corporation, working closely with the Vice Chairman and the Budget and Finance Committee. He or she shall have charge of and be responsible for the maintenance of adequate books of accounts for the Corporation; shall prepare a complete report for each regular meeting of the Board of Directors; be responsible for the preparation of the annual budget of the Corporation; have charge and custody of funds and securities of the Corporation, and be responsible therefor, and for the receipt and

disbursement thereof; and perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Chairman or the Board of Directors.

Section 8.08. *Assistant Treasurer*. The Assistant Treasurer shall assist the Treasurer by preparing and maintaining correct and complete financial books and records of the Corporation. The financial books and records shall include a copy of the Financial Handling Policies and Procedures, annual audit reports and management recommendations, monthly receipt and deposit logs, monthly financial statements, monthly bank statements, monthly endowment reports, scholarship awards and claims, and all communications with the Internal Revenue Service. The Assistant Treasurer shall assume the duties of the Treasurer in his or her absence, or as needed by the Treasurer.

ARTICLE IX

COMMITTEES

Section 9.01. *Executive Committee*. The Executive Committee shall consist of such number of members as may be fixed from time to time by the Board. The Executive Committee shall be comprised of the Corporation's Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, and one (1) additional director elected pursuant to Section 6.04. The Chairman shall chair the Executive Committee. The Executive Committee shall have and exercise all powers of the Board of Directors during the intervals between the meetings of the Board and shall be governed by the same rules regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements as apply to the Board of Directors, *mutatis mutandis*. The Executive Committee shall be responsible for addressing issues that can be classified as "critical" and "confidential," and will include, but not be limited to, budget and finance matters in such amounts as established by a majority vote of the Board of Directors at its Annual Meeting. The Executive Committee shall keep a record of its proceedings, which shall be reported to the full Board of Directors.

Section 9.02. *Standing Committees*. There shall be seven (7) standing committees of the Corporation, each of which shall be chaired by an elected member of the Board. In addition, each standing committee shall (a) consist of no fewer than three (3) members in good standing; and (b) be governed by the same rules regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements as apply to the Board of Directors, *mutatis mutandis*. Each standing committee shall (1) keep a record of its proceedings, which shall be provided in a summary report to the full Board of Directors; and (2) be accountable to the Board of Directors for its actions. The following are the standing committees of the Corporation:

- A. Scholarship Awards & Recognitions Committee. The Scholarship Awards & Recognitions Committee shall be responsible for oversight and guidance of the annual scholarship awards and recognitions of Dunbar High School students. In addition, the Scholarship Awards & Recognitions Committee shall (1) plan and implement, or cause to have implemented, a set of activities (to include fundraising) and guidelines to facilitate the awarding of student scholarships; (2) work closely with Dunbar High School leadership on a joint committee in the area of college

scholarships; (3) help sponsor and facilitate the annual Dunbar High School senior scholarship awards ceremony and banquet; and (4) be responsible for oversight and implementation of a wide range of strategies and activities (to include fundraising) to promote, expand, and enhance its operation. The Scholarship Awards & Recognitions Committee shall seek to involve representation of every decade and class of Dunbar High School in the support of the annual scholarship program.

- B. Student Activities Committee. The Student Activities Committee shall be responsible for (1) reviewing and taking action on requests from (a) Dunbar High School faculty and staff for support for student clubs and organizations (e.g., sports and athletics, music and band, debate team, JROTC, etc.) and (b) Dunbar High School students for emergency financial assistance; and (2) oversight and implementation of a wide range of strategies and activities (to include fundraising) to promote, expand, and enhance its operation.⁵
- C. Membership Committee. The Membership Committee shall be responsible for oversight and implementation of a wide range of strategies, including fundraising, to promote, expand and enhance membership building activities of the Corporation. The Membership Committee shall plan and implement, or cause to have implemented, a set of activities to recruit, build, and sustain the membership base of the Corporation, including one (1) All Class Reunion-Convocation-Triennial at least every three (3) years and one (1) All Class Reunion event every year. The Membership Committee shall seek to involve representation of every decade of the membership in its activities.
- D. Communications & Social Media Committee. The Communications & Social Media Committee shall be responsible for oversight and implementation of a full range of communications strategies to support strategic membership building, fundraising and promotional activities of the Corporation. In addition, the Communications & Social Media Committee shall be responsible for publishing the VINE, brochures, and souvenir journals; overseeing and managing the Corporation's website and social media sites (e.g., Classmates, Facebook, Twitter, Snapchat, Instagram, etc.); and employing other communication tools and strategies to enable the Corporation to communicate more efficiently with Dunbar High School students and the general public. The Communications & Social Media Committee shall seek to maximize the participation of Dunbar High School alumni, classes, friends and supporters within the full range of activities of the Corporation.
- E. Museum & Archives Committee. The Museum & Archives Committee shall be responsible for oversight and implementation of a wide range of

⁵ Amended January 25, 2020

strategies and activities (to include fundraising) to promote, expand, and enhance the operations of the Dr. Lawrence E. Graves Museum of Dunbar History (“Museum”), including (1) maintenance and care of pavers and portraits; (2) cataloguing of memorabilia, artifacts and other historical treasures; (3) obtaining sponsorships for tours of the Museum; and (4) use of the Museum for educational and cultural purposes.

- F. Budget & Finance Committee. The Budget & Financing Committee, with assistance from the Treasurer, shall be responsible for planning and, subject to Board approval pursuant to Section 11.02, funding an annual budget. In addition, the Budget & Financing Committee shall (1) be responsible for periodic solicitations of the membership to support the financing of the annual budget; (2) seek to involve all committee chairs in shaping the annual budget and financing plan; and (3) work closely with the Board of Directors to promote, expand and enhance the Dunbar Endowment Fund (“Endowment Fund”).

- G. Audit Committee. The Audit Committee shall be responsible for (1) conducting a quarterly review of the financial statements and supporting documents of the Corporation to determine the Corporation’s compliance with these Bylaws; (2) assessing the accuracy and appropriateness of the Corporation’s financial reporting and activity; (3) recommending and implementing internal control policies to the Board consistent with generally accepted accounting principles; and (4) overseeing the work of independent public accountants engaged on behalf of the Corporation pursuant to Section 11.04. A report of the Audit Committee’s findings shall be made available to the Board of Directors following each such quarterly review.

Section 9.03. Advisory and Ad-Hoc Committees. The Chairman shall have the authority to establish advisory and ad-hoc committees (e.g., Bylaws, Nominating, Triennial, Centenarian, Cookout, Legacy, etc.) as necessary to carry out the functions of the Corporation.

Section 9.04. Limitation. The designation and appointment of any committee and the delegation of authority with respect thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law, except as permitted by the Nonprofit Corporation Act.

ARTICLE X

INDEMNIFICATION

Section 10.01. General. To the fullest extent permitted by law, every person who is or was a director, officer, employee or agent of the Corporation shall be indemnified by the Corporation against all reasonable expenses incurred by him or her in connection with or

resulting from any claim, action, suit or proceeding in which he or she may become involved as a party or otherwise by reason of being or having been a director, officer, employee or agent of the Corporation.

Section 10.02. Definitions. For purposes of Section 10.01, “reasonable expenses” shall be deemed to include, but not be limited to, reasonable counsel fees and disbursements, judgments, fines, penalties, and reasonable amounts paid in settlement; and “claim, action, suit or proceeding” shall be deemed to include every claim, action, suit, or proceeding, whether civil or criminal, administrative, judicial, or legislative, at the trial level or on review, and shall include any reasonable apprehension or threat of such a claim, action, suit, or proceeding. A settlement plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person seeking indemnification is not entitled to indemnification.

Section 10.03. Coverage. The right of indemnification shall extend to any person otherwise entitled to it under this Article whether or not that person continues to be a director, officer, employee or agent of the Corporation at the time such liability or expense is incurred. The right of indemnification shall extend to the legal representatives and heirs of any person otherwise entitled to indemnification. If a person meets the requirements of this Article with respect to some matters in a claim, action, suit or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former.

Section 10.04. Insurance. The Corporation shall endeavor to purchase and maintain liability insurance with a limit of coverage of not less than that specified in Section 29-406.90 of the Nonprofit Corporation Act.

Section 10.05. Miscellaneous. This Article shall not exclude any other rights of indemnification or other rights to which any director, officer, employee or agent may be entitled by contract, by vote of the disinterested members of the Board of Directors, or as a matter of law. If any clause, provision, or application of this Article shall be determined to be invalid, the other clauses, provisions, or applications shall not be affected thereby and shall remain in full force and effect. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after its adoption, whether arising from act or omissions occurring before or after its adoption.

ARTICLE XI

GENERAL PROVISIONS

Section 11.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 11.02. Annual Budget. An annual budget shall be submitted by the Treasurer and approved by a vote of a majority of the Board prior to the start of each fiscal year.

Section 11.03. Endowment Fund. The Endowment Fund, created in 2009 by resolution of the Board of Directors, is a consolidated fund of cash, securities, and other assets set aside in perpetuity to provide long-term funding for the Corporation for the express purpose of advancing the Corporation’s mission of creating better futures for Dunbar High School students and graduates working in partnership with Dunbar High School leadership.

The Endowment Fund shall be overseen and governed by the Board of Directors and the Budget & Finance Committee, and the Corporation's investments therein shall be managed by such certified money managers as shall be appointed by the Board. A set of policies and investment guidelines shall be developed and administered by the Budget & Finance Committee and the Board of Directors.

Section 11.04. *Annual Audit*. An independent certified audit firm shall review the financial records of the Corporation once a year, and following receipt of the audit report the results of the audit shall be announced at the next regular meeting of the Board of directors and at the Annual Membership and Business meeting.

Section 11.05. *Corporation Policies*. All Representatives shall have an affirmative obligation to abide by (a) the Conflict of Interest Policy, (b) the Complaint Policy, (c) the Whistleblower Policy, (d) the Social Media Policy, and (e) the Records Retention and Destruction Policy of the Corporation, as each may be updated from time to time.

Section 11.06. *Parliamentary Authority*. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of the Corporation's meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. Any special rules of order adopted by the Board of Directors or the voting members shall supersede Robert's Rules of Order.

Section 11.07. *Compensation*. The directors of the Corporation shall receive no compensation for their service as directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for the approval and payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude a director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 11.08. *Loans*. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation.

Section 11.09. *Signing Authority*. The co-signatures of the Chairman and the Treasurer shall be required on all contracts or other obligating documents for or on behalf of the Corporation for amounts in such amounts as established by a majority vote of the Board of Directors at its Annual Meeting.


Section 11.10. *Bylaws*. A copy of these Bylaws shall be available at all meetings and provided to each new member of the Corporation.

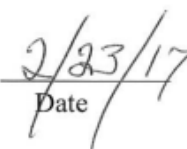
Section 11.11. *Amendments*. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the Board of Directors and a two-thirds (2/3) vote of the voting members in attendance at a meeting called for the purpose of amending these Bylaws; *provided*, that any such alteration, amendment, repeal, or adoption shall be consistent with the requirements of Section 501(c)(3) of the Code; and *provided, further*, that the notice of the proposed change(s) shall have been made not less than ten (10) days prior to such meeting. Any such alteration, amendment, repeal or adoption shall become effective immediately upon approval

. **ARTICLE XII**

CERTIFICATE OF ADOPTION

Section 12.01. Certificate of Adoption. This Bylaws document was adopted by resolution of the Board of Directors and became effective January 28, 2017.


Signature of Chairman or Secretary


Date

AMENDMENTS

Adopted January 26, 2019:

ARTICLE IV

SECTION 4.06 Absentee Voting By Mail.

Members of the organization in good standing may use an absentee method of voting in the election of directors and the transaction of any other business that may properly come before the members of the corporation. Every effort will be made to preserve the secrecy and integrity of the vote. Absentee ballots must be requested by members living out of town. In-town members (defined as DC, Maryland & Virginia) may (also) pick up a ballot at the DAF office. All absentee votes must be returned by the date specified to be included in the vote count.

ARTICLE VI

SECTION 6.04. Election.

Directors shall (a) be nominated by (i) the Board, (ii) a committee appointed by the Board to make such nominations, or (iii) any member in good standing, (iv) candidacy being limited to only one office, and (b) be elected by the voting members at the Annual Meeting of the Corporation by a vote of a plurality of the voting members present,

Adopted January 25, 2020:

ARTICLE III

SECTION 3.01 Membership Classes

(e) Federation Friends Membership. Federation Friends Membership is open to any person, corporation, business, association, or institution committed to the purpose, goals, and ideals of the Corporation that (i) pays any and all Federation Friends Membership dues as shall be determined by the Board, as set forth in Section 3.02, and (ii) agrees to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt (each, a "Federation Friends Member"). Federation Friends Members shall not be entitled to vote.

(f) Federation Friends Lifetime Membership. Federation Friends Lifetime Membership is open to any person, corporation, business, association, or institution committed to the purpose, goals, and ideals of the Corporation that (i) pays any and all Federation Friends Membership dues as shall be determined by the Board, as set forth in Section 3.02, and (ii) agrees to be bound by the Corporation's Articles of Incorporation, these Bylaws, and any other rules or regulations as the Board may from time to time adopt. (each, a "Federation Friends Lifetime Member"). Federation Friends Lifetime Members shall not be entitled to vote.

ARTICLE IX

SECTION 9.02 Standing Committees

B. Student Activities Committee. The Student Activities Committee shall be responsible for (1) reviewing and taking action on requests from (a) Dunbar High School faculty and staff for support for student clubs and organizations (e.g., sports and athletics, music and band, debate team, JROTC, etc.) and (b) Dunbar High School students for emergency financial assistance; and (2) oversight and implementation of a wide range of strategies and activities (to include fundraising) to promote, expand, and enhance its operation.