

BYLAWS OF BOARDS OF CONTRACT APPEALS BAR ASSOCIATION, INC.

As approved by the Board of Directors effective October 19, 2016

ARTICLE I– NAME

The name of this Corporation shall be Boards of Contract Appeals Bar Association, Inc. (“Association”), a District of Columbia non-profit corporation organized and operated as a tax- exempt organization with the meaning of Internal Revenue Code (“Code”) section 501(c)(6) or successor section.

ARTICLE II– OFFICE

The principal office shall be located in any jurisdiction designated by the board of directors (hereinafter “Board”) consistent with applicable law.

ARTICLE III– PURPOSES

The Association is organized and shall be operated for such purposes permitted by its Articles of Incorporation, the District of Columbia Nonprofit Corporation Act of 2010, and Code section 501(c)(6).

ARTICLE IV– MEMBERSHIP

Section 1. Members

Members in good standing shall be those persons who have paid all required dues and meet the criteria established by the Board from time to time. Members shall not be eligible to vote for directors or to vote on any fundamental transaction. They shall have only such rights and privileges as the Board may determine from time to time.

Section 2. Determination of Eligibility

Attorneys admitted to practice and in good standing before the highest court of any State or the District of Columbia shall be eligible to be members of the Association in accord with these Bylaws and rules adopted pursuant thereto.

Section 3. Interest in Property

No member, by reason of his or her status as a member of the Association, shall have any right, title, or interest in or to the property of the Association.

ARTICLE V– MEMBERSHIP STATUS

Section 1. Application for Membership

Applications for membership shall be made in the manner and form prescribed by the Board from time to time.

Section 2. Admission

An applicant who meets the criteria established by the Board shall be admitted to membership.

Section 3. Resignation

A member may terminate membership by giving notice in writing. The member's rights and privileges shall cease immediately upon termination of membership.

Section 4. Sanctions, Suspension, and Expulsion

Failure to Pay Dues and Charges/Disbarment. If: a) a member shall fail to pay dues or other properly assessed charges when due from time to time ("failure to pay dues"); or b) is disbarred or suspended from the practice of law by a court of the United States, or the highest court of any State, Territory, United States possession, or the District of Columbia ("disbarment"); such failure to pay dues or disbarment automatically shall result in suspension of the rights and privileges of membership if such failure to pay dues or disbarment shall continue for sixty (60) days from the due date of the membership dues invoice or from the effective date of the disbarment, as the case may be. If such failure to pay dues or disbarment continues for ninety (90) days from the date of the invoice or from the effective date of the disbarment, such member's status as a member of the Association automatically shall be terminated. The member shall be permitted to reapply for membership, upon payment of all outstanding dues or other properly assessed charges with interest, or upon adequate proof of reinstatement to practice law, as the case may be.

Willful Violation of Bylaws or Rules. If a member willfully shall violate the Bylaws or a rule of the Association, the Board shall have discretion to discipline the member, including (but not limited to): reprimanding the member (either privately or publicly); suspending the membership until the violation has abated and assurance has been provided that it shall not recur; suspending the membership for a stated period; or expulsion (either on terms permitting re-application or absolutely). In determining the proper sanction, the Board shall consider the gravity of the violation, persistence of the violation, and harm caused to the Association, as well as the likelihood of recurrence. Prior to any Board action being taken, a statement of the charges shall have been sent by certified mail to the last recorded address of the member under review at least fifteen (15) days before the Board meeting at which such charges shall be considered. A notice of the time and place of the meeting shall accompany this statement. The member shall have the opportunity to present or have an appointed representative present any justification, defense, or grounds for mitigation.

ARTICLE VI– DUES AND CHARGES

Members shall pay dues and charges at rates established by the Board from time to time, including, but not limited, to dues and other charges associated with membership in the Judicial Division of the

Association as provided in Article X of these bylaws. The Board is authorized to impose special fees for participation in such activities as the Board, in the exercise of its discretion, may specify.

ARTICLE VII– BOARD OF DIRECTORS

Section 1. Composition and Qualification

The Board shall be composed of no fewer than five (5) and no more than seventeen (17) directors. Each director shall have one (1) vote. Only members of the Association in good standing shall be eligible to serve as directors.

Section 2. Terms

To ensure continuity and experience on the Board, the Board shall designate which of the initial directors, identified in the Articles of Incorporation, shall be placed in the following classes to serve for the staggered terms stated below:

Class A– three (3) year term; Class B– two (2) year term; and Class C– one (1) year term.

Thereafter, following the expiration of the above terms, all directors, except for the director who serves by virtue of being the Chair of the Judicial Division, described in Article X, shall serve three (3) year terms. The director who serves by virtue of being the Chair of the Judicial Division shall serve for a term of two (2) years. Terms of office of directors shall begin on January 1 and end on December 31 of each year. No director shall serve more than two (2) consecutive terms, with the exception of ex-officio directors, who shall not have a right to vote but may attend Board meetings and participate as the Board may determine, from time to time.

Section 3. Election of Directors

(a) At the annual meeting of directors, the current roster of directors shall elect by majority vote of all directors, the individuals who shall replace those directors whose terms are due to expire on January 1 of the next year immediately following the date of the annual meeting of directors. Votes shall be cast by voice vote, written ballot, fax, e-mail, or any other medium authorized from time to time by the Board so long as a vote may be recorded. Voting by proxy is not permitted as set forth in Article VII, Section 7. At least fifteen (15) days in advance of the date set for the annual meeting of directors at which the election of such directors shall occur, the Secretary shall cause to be sent to the current directors a slate of nominees prepared by the Nominating Committee set forth in Article VIII, Section 1.

(b) The Chair of the Judicial Division or in his or her absence, the Vice Chair of the Judicial Division, described in Article X, shall serve as an additional director of the Association.

Section 4. Vacancies in Directorships

Vacancies in directorships which occur for any reason, including an increase in the number of directors, shall be filled by majority vote of the Board; provided, however, that the election shall be only for the unexpired portion of the term of a director who dies, becomes incapacitated, resigns, or is removed from office.

Section 5. Removal of Directors and Officers

Any director or any officer may be removed (with or without cause) at any time by two-thirds (2/3) majority vote of all directors.

Section 6. Resignation

Any director or officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice the resignation shall be effective upon delivery.

Section 7. Duties and Powers: No Proxy

The Board shall be responsible for the administration of the Association and the supervision and control of its assets and property. The Board shall have all of the powers necessary or incidental to performing these functions, including, but not limited to, the creation of committees and the appointment of directors and other members to serve on such committees. The Board shall supervise and direct the officers, committees, employees and agents of the Association. The Board shall carry out the duties set forth herein and be the final interpreter of the Articles of Incorporation and Bylaws. Directors shall not be permitted by proxy to delegate or assign their right to vote.

Section 8. Meetings: Annual and Special

The Board shall meet not less frequently than annually, at a date, time and place as the Board may designate from time to time. In addition to such annual meetings, the Board may hold regular meetings at such dates, times, and places as the Board may designate from time to time upon at least thirty (30) days' notice. Additionally, one (1) officer or director may call special meetings of the Board provided that each director has received at least one (1) day's notice of such special meeting.

Section 9. Quorum and Adjournments

Except as provided in Article VII, Section 3, the presence of fifty percent (50%) of directors shall constitute a quorum at all meetings of the Board. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise provided herein or by law. If a quorum is not present, the directors may adjourn the meeting until a quorum shall be present.

Section 10. Action by Unanimous Consent

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consents (defined to include electronic consent or digital signatures or other "record" as defined in the District of Columbia Nonprofit Corporation Act of 2010) to such action are given by all

members of the Board and such written consents are filed with the minutes of the proceedings of the Board.

Section 11. Roberts Rules of Order and Meetings by Telephone, Etc.

The Board shall conduct its meetings in accord with Roberts Rules of Order. The Board may hold a meeting by means of a conference telephone call (or by similar communications equipment), in which all participants may hear each other. Participation by such means shall constitute presence at such meeting.

Section 12. Elected Officers

The elected officers shall be a President, Vice President, Secretary, Co-Treasurers and Immediate Past President. The Board shall have discretion to appoint sub-officers, e.g. assistant secretary, etc.

Section 13. Election of Officers and Qualification

The directors at the annual meeting of the directors shall elect the officers. Officers must be directors.

Section 14. Terms

With the exception of the Co-Treasurers, which shall be a two (2) year, staggered term, the term of office of an elected officer shall be one year and until a successor shall be duly elected and qualified. No elected officer may hold the same office for more than two (2) consecutive terms.

Section 15. Vacancies in Offices

The Board at any regular or special meeting of the Board shall fill vacancies occurring in the elective offices.

Section 16. Duties of Elected Officers

(a) President: The President shall be the principal/chief executive officer of the Association having the power, responsibility and authority to:

- (1) preside over all meetings of the Board and committees thereof;
- (2) supervise the Association's administration, operations and finances and the management of the Association's affairs including, but not limited to, supervising all officers, agents and employees and entering into contracts requiring the payment of \$500 or less, or otherwise expending \$500 or less per transaction, without having to secure prior approval from the Board. Contracts requiring the payment in excess of \$500 or transactions requiring payment of in excess of \$500 require prior Board approval before the President may execute such contracts or engage in such other transaction;
- (3) present reports as required to the Board;

(4) direct the Secretary to issue notifications of meetings of the Board and see that all orders and resolutions of the Board are carried into effect;

(5) sign minutes and resolutions of the Board; enter into any contract or agreement on behalf of the Association; and execute in the corporate name, along with the Secretary, any instrument or other writing or other documents on behalf of the Association;

(6) act as an ex-officio member of all committees of the Board; and

(7) perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) Vice President: In the case of the absence or inability of the President to act, the Vice President shall perform the duties of the President.

(c) Secretary: The Secretary shall oversee the maintenance of the books and records of the Association. The Secretary also shall give (or cause to be given) notice of all meetings of the Board and Members and shall prepare and maintain the minutes of all meetings of the Board and Members. The Secretary shall perform all duties incident to the office of Secretary and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

(d) Co-Treasurer(s): The two (2) Co-Treasurers shall have custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements of the Association, and deposit all monies and other valuables in the name and to the credit of the Association into depositories designated by the Board. Either Co-Treasurer shall disburse the funds of the Association as ordered by the Board or the President, and shall prepare financial statements at such intervals as the Board or the President shall direct.

If required by the Board, the Co-Treasurers shall give the Association a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of that office.

The Co-Treasurers will serve staggered terms for purposes of maintaining the institutional knowledge of the association and ensuring continuity of operations regarding the custody, maintenance and records of the association's funds. The continuing Co-Treasurer shall ensure that the newly-elected Co-Treasurer obtains the requisite authorizations and account access necessary to perform the duties of Co-Treasurer.

The Co-Treasurer serving in his or her second year ("continuing treasurer") shall have primary responsibility for performing all duties incident to the office of Treasurer and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The Co-Treasurer serving in his or her first year, in addition to learning the duties of the Treasurer, shall serve as an assistant to the Co-Treasurer serving in his or her second year to carry out the Treasurer requirements.

(e) Immediate Past-President: The Immediate Past-President shall be the individual who last served as President of the Association immediately prior to the election of the current President of the Association. The Immediate Past-President shall assist the President and the Board

when requested from time to time, provide counsel and advice in regard to Association business, policy etc., and provide such other and reasonable guidance on behalf of the Association when called upon by the Board from time to time.

ARTICLE VIII– COMMITTEES

The President may recommend the appointment of such committees as may be necessary from time to time, subject to the approval of a majority of the Board. It shall be the duty of each committee so appointed to consider such matters as are referred to them by competent authority and report their recommendations as required.

Section 1. Nominating Committee

The Nominating Committee shall be a standing committee of the Association, appointed by the President and approved by the Board, which shall consist of an odd number of officers/directors of the Association. The President shall not be a member of the Nominating Committee. The Nominating Committee shall prepare a slate of candidates for directors which shall be sent to the Secretary for presentation to the Board at least fifteen (15) days prior to the annual meeting of the Board in regard to the directors whose terms are scheduled to expire as of January 1 of the year immediately following the annual meeting of directors.

Section 2. Finance Committee

The Finance Committee shall be a standing committee of the Association, charged with setting sound financial policies and reviewing the annual audit of the Association. The continuing Co-Treasurer shall serve as the chair of this committee. The Board shall appoint the other members of the Finance Committee.

Section 3. Other Committees

Other committees may be appointed from time to time by the Board and shall have such power, authority and membership as determined by the Board.

ARTICLE IX– EMPLOYEES

Section 1. Employees

The Board is authorized to cause the Association to employ such staff as may be necessary to assist the President in the administration of the activities and programs of the Association. The Board shall determine the terms and conditions of any such employment.

ARTICLE X– JUDICIAL DIVISION

Section 1. Name and Purpose

There shall be a division of the Association known as the “Judicial Division.” The purposes of the Judicial Division shall be to:

- (a) exchange information and encourage good will among the members of the boards of contract appeals;
- (b) promote professional development of boards of contract appeals judges;
- (c) provide education to its members;
- (d) improve the substantive and procedural aspects of practice before the boards of contract appeals;
- (e) provide greater interaction between members of the boards of contract appeals and practitioners;
- (f) promote the professional development of attorneys and other Association members.

Section 2. Membership in the Judicial Division and Additional Dues

(a) Judicial Members of the Judicial Division shall be individuals currently serving or who formerly served as members or judges on a board of contract appeals. Associate Members of the Judicial Division shall be persons employed as staff attorneys, judicial law clerks, or paralegals by a board of contract appeals.

(b) Judicial Members and Associate Members are entitled to the same privileges and benefits of membership in the Judicial Division, except that Associate Members may not serve as Chair or Vice Chair of the Judicial Division, they may not vote for such offices, and may not vote regarding endorsements of positions or policies as referenced in Section 6 below. Associate Members are eligible for election to all offices of the Association described in Article VII of these bylaws. Judicial Members and Associate Members collectively are referred to as “Judicial Division Members” in these bylaws.

(c) Judicial Division Members must be members in good standing of the Association. The Board may require Judicial Division Members to pay supplemental dues, in addition to the amount of dues payable in regard to membership in the Association, to offset the costs of events that are restricted to Judicial Division Members. Such supplemental dues, if any, shall be established by the Board from time to time in its discretion.

(d) If the Boards of Contract Appeals Judges Association dissolves or otherwise ceases operations, all members of the Boards of Contract Appeals Judges Association automatically shall become members of the Association and Judicial Division Members for the remainder of the calendar year in which the dissolution occurred without additional payment of dues for that year. Any member of

the Board of Contract Appeals Judges Association who declines automatic membership in the Association shall so notify the Association in writing.

Section 3. Section 3: Leadership

(a) The Judicial Division may elect a Judicial Division Chair and a Judicial Division Vice Chair, each to serve for two-year terms, commencing on January 1 of the appropriate year. The Judicial Division Chair, in consultation with the Judicial Division Vice Chair, may appoint other officers of the Division. The Judicial Division Chair, or in his or her absence, the Judicial Division Vice Chair shall serve on the Board and shall serve as the liaison between the Association and the Judicial Division.

(b) The Judicial Division shall conduct at least two meetings of its membership annually, including one meeting every two (2) years for election purposes. A majority of the Judicial Division Members shall constitute a quorum for the transaction of business. Decisions of the Judicial Division shall be by majority vote of the quorum present.

(c) The Judicial Division Chair, or in his or her absence, the Judicial Division Vice Chair, shall superintend the performance of all Judicial Division activities, and shall inform the President of the Association, the Association's other officers and the Board of all Judicial Division activities. The Chair also shall perform such other duties and acts incident to his or her office or as may be designated by the President or the Board. The Chair shall maintain an accurate record of all funds the Judicial Division generates, all funds the Association provides to it, and all funds the Judicial Division expends for its purposes consistent with these Bylaws.

(d) No salary or compensation shall be paid to the Chair or Vice Chair of the Judicial Division or to any other Judicial Division Member. This prohibition shall not bar the reimbursement of approved expenses.

(e) Except for the authority of the Judicial Division Chair to incur expenses of \$500 or less per transaction in connection with the Judicial Division, as set forth in section 5 below,

neither the Judicial Division Chair, the Judicial Division Vice Chair, nor any other officers of the Judicial Division shall have the power or authority: i) to act as officers of the Association; ii) to act on behalf of the Association in any manner; nor iii) to enter into any contracts or other binding obligations on behalf of the Association.

Section 4. Activities

The Judicial Division may conduct those activities it deems appropriate consistent with its mission and with the mission and purposes of the Association. If the Boards of Contract Appeals Judges Association dissolves or otherwise ceases operations, the Judicial Division expects to conduct the following two (2) annual events restricted to Judicial Division Members only: (1) an educational seminar intended to share ideas including, but not limited to, improving administration of and practice before Boards of Contract Appeals; and (2) an annual meeting to exchange ideas concerning the above among the judges of the Boards of Contract Appeals.

Section 5. Funding

Following the dissolution of the Board of Contract Appeals Judges Association (“BCAJA”), funds previously held by BCAJA (“BCAJA Residual Funds”) shall be used for the benefit of Judicial Division activities. BCAJA Residual Funds shall not be considered association funds and shall be administered by the Judicial Division Chair and Vice Chair. To the extent that BCAJA Residual Funds are maintained in association accounts for administrative convenience, the Judicial Division Chair or, in his absence, the Judicial Division Vice Chair, shall maintain accurate records of BCAJA Residual Funds within those accounts.

Following dissolution of the BCAJA, the Association shall retain all dues paid to the Association by Judicial Division members. Such dues shall be deemed BCABA funds.

To the extent the Judicial Division holds events that are open solely to Judicial Division members, funding for those events shall be supplied either from (a) BCAJA Residual Funds; or (b) event-specific payments by Judicial Division event participants; or (c) another method of funding that has been determined in advance to be consistent with applicable ethics rules.

The Chair of the Judicial Division is granted authority, without additional approval from the Board, to incur expenses of \$500 or less per transaction in connection with the Judicial Division and shall authorize all commitments or contracts which involve the payment of such sums. The Chair of the Judicial Division shall not, however, authorize commitments or contracts involving the expenditure of funds in excess of funding the Board authorizes. Unless previously authorized, any Judicial Division commitments or contracts which involve the payment of money in excess of \$500 are subject to prior Board approval before being forwarded to the Treasurer for payment.

Section 6. Independence from Endorsements

Judicial Division Members will not be deemed to endorse positions or policies of the Association if such positions or policies conflict in any way with a judge’s ethical obligations. The Judicial Division may endorse positions or policies the Association has adopted only upon an affirmative vote of Judicial Division Members. The Judicial Division also may endorse its own positions or policies, upon an affirmative vote of Judicial Division Members, without regard to whether the Association has adopted such positions or policies, provided that such endorsement clearly states that any views reflected in such endorsement represents solely those of the Judicial Division and not those of the Association.

ARTICLE XI– CORPORATE FINANCES

Section 1. Deposit of Funds

All funds of the Association not otherwise employed shall be deposited in such banks or other financial institutions as the Board may determine from time to time.

Section 2. Checks and Other Documents

Such officer (or officers), as the Board may determine from time to time, shall be authorized to sign all checks, drafts, notes and evidence of indebtedness of the Association.

ARTICLE XII– COMPENSATION AND CONFLICTS OF INTEREST

Section 1. Compensation

No director, elected officer, or committee member shall receive compensation for acting in such capacity. A director, officer, or committee member may be reimbursed, to the extent authorized by the Board, for reasonable expenses.

Section 2. Contracts with Directors and Officers

No director or elected officer shall be financially involved, directly or indirectly, in any contract relating to the operations conducted by the Association, nor in any contract for furnishing services or supplies to the Association, unless such contract shall be authorized by the Board and unless the fact of such involvement first shall have been disclosed fully to the Board.

ARTICLE XIII– LIABILITIES OF DIRECTORS AND OFFICERS

The liability of directors and officers for damages is eliminated with respect to any proceeding brought by or in the right of the Association, except that such liability shall not be eliminated if the director or officer engaged in willful misconduct or in a breach of an agreement with the Association.

ARTICLE XIV– INDEMNIFICATION

Section 1. Indemnification In Actions Other Than By or In the Right of the Association

The Association shall indemnify, to the fullest extent permitted by law, each director and each officer who is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that he or she is or was a director or officer (or is or was serving at the request of the Association as a director or officer of another entity) against expenses (including, but not limited to, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or In the Right of the Association

The Association shall indemnify, to the fullest extent permitted by law, each director and each officer who is made a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Association (or is or was serving at the request of the Association as a director or officer of another entity) against expenses (including, but not limited to, attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. However, no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall have been found liable for negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent, the court in which such action or suit was brought shall determine that in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification in Actions by or In the Right of the Association as a Fiduciary

The Association shall indemnify, to the fullest extent allowed by law, each director and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Association or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was such a fiduciary and was serving as such at the request of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provisions of all the following paragraphs of this Article relating to directors, officers, employees or agents shall apply also to directors, officers or employees deemed to be or acting as fiduciaries, specifically including the power of the Association to purchase and maintain insurance on behalf of such fiduciaries.

Section 4. Determination of Conduct

Any indemnification under Sections 1, 2 and 3 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1, 2 and 3. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the articles of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Insurance

The Board shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, fiduciary (or is or was serving at the request of the Association as a director, etc. of another entity) against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such.

ARTICLE XV– DISSOLUTION

Upon the dissolution of the Association, the Board, after paying or making provisions for the payment of all liabilities and obligations, shall distribute all assets exclusively to such organization(s) as shall at such time qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Code or corresponding provisions of any subsequent federal tax laws as the Board shall determine, pursuant to a plan of distribution.

ARTICLE XVI– CORPORATE SEAL

The corporate seal shall bear the full name of the Association. The form of such seal shall be subject to modification by the Board.

ARTICLE XVII– FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XVIII– AMENDMENTS

These Articles of Incorporation and/or Bylaws may be adopted, amended, altered, or repealed, in whole or in part, by the two-thirds (2/3) majority vote of all directors at any regular or special meeting for which notice of the purpose shall be given, provided that the proposed amendment has been mailed to every director at least thirty (30) days before the meeting at which it is to be considered. Judicial Division members, among others, may recommend amendments to these Bylaws.

ARTICLE XIX– MISCELLANEOUS PROVISIONS

Section 1. Nonprofit Corporation

The Association shall have all of the general powers set forth in the District of Columbia Non- Profit Corporation Act of 2010. The Association shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Section 2. Severability

If any provision of these Bylaws, or any section, sentence, clause, phrase, or word, or the application thereof in any circumstances, is held invalid, void or unenforceable, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.

Section 3. Captions

The captions contained in these Bylaws are for reference only, are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 4. Number and Gender

Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.