



ORGANIZATIONAL POLICIES Policy #501

BYLAWS OF A.C.L.U, INC. (as amended in January 2017)

ARTICLE I

NAME

Section 1. Name. The name of the corporation shall be A.C.L.U., Inc. (hereinafter the "Union").

ARTICLE II

OFFICES

Section 1. Registered Office. The registered office of the Union shall be located at such place in the District of Columbia as the Board of Directors of the Union (the "Board") may decide. The registered agent of the Union shall be appointed by and serve at the pleasure of the Board.

Section 2. Other Offices. The Union may also have offices at such other places both within and without the District of Columbia as the Board, may determine or the business of the Union may require. The national headquarters (the "National Office") shall be maintained in the City, County and State of New York or at such other place as may be determined by the Board.

ARTICLE III

MEMBERS AND CLASSES OF MEMBERS

Section 1. Classes. Members of the Union shall consist of two classes, General Members and Voting Members, who may be Affiliate Voting Members or Director Voting Members (collectively, "Voting Members").

Section 2. General Members. A general member of the Union shall be an individual paying such membership dues as may be prescribed by the Board (a "General Member"). General Members shall have no right to vote in such capacity for the election of the Board, or in connection with any other matter, except as provided in Article VI, Sections 1 and 4 of these Bylaws in connection with election of the boards of directors of the Affiliates (as such term is hereinafter defined in Article VI).

Section 3. Voting Members.

(a) Affiliate Voting Members. The "Affiliate Voting Members" shall be all of the members of the boards of the Affiliates during the time they hold office. The Affiliate Voting Members shall be entitled to vote in elections of Directors of the Union as set forth in Article IV, Section 4, any referendum vote on a Board rejection or adoption of a proposed amendment to these Bylaws pursuant to Article VII, Section 1 of these Bylaws or any referendum vote on a Board action pursuant to Article VIII, Section 1 of these Bylaws. Affiliate Voting Members shall also be entitled to vote in connection with the amendment of the Articles of Incorporation of the Union as provided therein.

(b) Board Voting Members. The Directors of the Union as set forth in Article IV, Section 4 shall be entitled to vote in any election of directors of the At-Large Representatives of the Board.

Section 4. Notice of Meetings.

(a) Annual Meeting. The Union shall hold an annual meeting of the Voting Members pursuant to, and addressing matters specified in, policies adopted by the Board or as permitted under the law.

(b) Special Meetings. The Union shall hold a special meeting of the Voting Members (i) at the call of the Board, or (ii) upon the signed written demand of Voting Members representing 25% of the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting.

(c) Action at Meetings. The Voting Members may take action at a meeting in accordance with the procedures set out in these Bylaws only with respect to matters on which they are entitled to vote that are addressed during a meeting.

(d) Notice of Meetings. Written or electronic notice stating the place, day, and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 120 days before the date of the meeting, either personally, by mail or by email, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each Voting Member entitled to vote at such meeting (whether Affiliate Voting Members or Board Voting Members). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to a Voting Member at that member's address as it appears on the records of the Union, with postage thereon prepaid. Notice sent by email shall be deemed to be delivered when sent. The attendance of a member at any meeting shall constitute a waiver of objection to (i) lack of or defective notice of such meeting, except where a member at the beginning of the meeting objects to the holding of or transaction of business at the meeting or (ii) consideration of a particular matter

that is not within the purpose described in the meeting notice unless the member objects at the meeting to consideration of the matter.

Section 5. Suspension; Removal. A General Member may be suspended or removed from the Union, or a prospective General Member may be excluded, by vote of a majority of the directors in office. In such event, the General Member or prospective General Member shall be entitled to a hearing, at the request of such General Member or prospective General Member. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

ARTICLE IV

DIRECTORS

Section 1. General. (a) Except as specifically outlined herein, the affairs of the Union shall be managed solely by or under the direction of the Board, and, as set forth herein, its Executive Committee, which may exercise all such powers of the Union and do such acts and things as may be permitted by law to be done by a District of Columbia not-for-profit corporation.

(b) Notwithstanding anything in these Bylaws to the contrary, pursuant to the nonprofit corporation law of the District of Columbia, the Board shall have the exclusive power and authority to manage the financial and administrative affairs of the Union and shall have the power to elect, by resolution, not to adopt, without the right of the Affiliate Voting Members to vote on, any amendment to these Bylaws or referendum on action taken by the Board, which would result in a policy or decision which (i) is ultra vires or does not conform to the object of the Union as stated in its Articles of Incorporation, (ii) contravenes the nonprofit corporation law of the District of Columbia, (iii) threatens the continuation of the Union's business, (iv) unduly interferes with the power and authority of the Board or Executive Committee to manage the financial and administrative affairs of the Union, or (v) is inconsistent with the exempt status of the Union under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any succeeding statute).

Section 2. Eligibility. Directors must be General Members of the Union. Directors of the Union need not be residents of the District of Columbia. No person who is a paid employee of the Union, or any of its Affiliates, subsidiaries, or related bodies, shall be eligible to be a candidate for or serve as a Director.

Section 3. Number. The number of directors constituting the Board shall consist of the Affiliate Representatives and the At-large Representatives and any Ex-Officio Director.

Section 4. Election and Term. The Board shall consist of the following persons (each of whom shall be a "Director"):

(a) Affiliate Representatives. There shall be the same number of Affiliate Representatives as there are Affiliates. The Affiliate Representatives on the Board shall be elected by their respective Affiliate boards (the "Affiliate Representatives") to serve for terms of three years from the date set forth in policies adopted by the Board.

(b) At-Large Representatives. There shall be eighteen Directors who shall be elected at-large (the "At-large Representatives") in the following manner:

(1) Nominations shall be made by the Nominating Committee. The Nominating Committee shall circulate its list of nominees for the Board at least four weeks prior to the closing date set by the Nominating Committee for nominations by petition. Further nominations may be made by petition delivered to the President or the Chair of the Nominating Committee of any five Directors, the boards of any three Affiliates, or any fifty General Members of the Union.

(2) The electors of the At-large Representatives shall be the following persons, voting by ballot:

a. The directors of the boards of the Affiliates, each voting individually and each casting as many votes as there are directors of that Affiliate's board divided by that Affiliate's actual board membership; and

b. The Directors, voting individually and each casting as many votes as one-third of the membership of the Union divided by the actual membership of the Board, provided that a Director who is also a member of an Affiliate board may choose in which capacity to vote, but shall not vote in more than one capacity.

The Executive Director shall certify the election of the At-Large Representatives pursuant to policies adopted by the Board. The terms of At-large Representatives elected in the annual At-Large Representative shall be three years, beginning on the date set forth in policies adopted by the Board, and ending when the At-Large Representatives elected in the third subsequent annual at-large election begin their terms. No more than one-third of any At-large Representatives, exclusive of vacancies, shall be elected in any one year. A vacant term of one or two years may be filled at an annual election.

(c) Ex Officio Directors. (1) An individual who is elected President or Treasurer shall become an ex officio director (an "Ex Officio Director") if:

(i) That individual is elected to serve as President or Treasurer at a time when that individual is not a Director or

(ii) That individual is an At-Large Representative or Affiliate Representative and is elected as a non-incumbent President or Treasurer at a time when the individual was ineligible to run for a term as At-Large Representative or Affiliate Representative in the prior At-Large Representative or Affiliate Representative

election because of the term rotation rule set forth in Article IV, Section 4(d) and there is no At-Large Representative election following the individual's election as President or Treasurer in which the directors elected will assume office prior to the end of that individual's term as At-Large Representative or Affiliate Representative.

(2) In the case of clause (1), that individual's Ex Officio Director term shall commence upon that individual assuming the office of President or Treasurer. In the case of clause (2), that Director's Ex Officio Director term shall commence upon the expiration of the Director's current At-Large Representative or Affiliate Representative term. In the case of clauses (1) and (2) that individual's Ex Officio Director term shall end upon the earlier of (i) that Ex Officio Director commencing a term as an At-Large Representative or an Affiliate Representative or (ii) the election of a new President or Treasurer, as the case may be, in the special election set forth in Article V, Section 3(b). No vacancy shall arise as a result of the expiration of any Ex Officio Director term.

(d) Term. (1) Each Director shall hold office until the Director's successor is duly elected and qualified, or until the Director's earlier resignation or removal. Except as set forth in clause (2) of this Section 4(d) or in Section 4(e), any Director who has served nine consecutive years as a Director shall not be eligible to commence another term on the board until that Director has been off the board for at least one year, provided however that any Director initially elected to fill a vacancy shall have the remaining years of that vacancy term disregarded in determining total years in office.

(2) A Director who is elected to serve as a non-incumbent President or Treasurer during the ninth of nine consecutive years as a Director (disregarding, for directors initially elected to fill a vacancy, the vacancy term years) shall not be subject to the term rotation provisions of clause (1) of this Section 4(d). Those nine years shall be disregarded in determining the applicability of clause (1) of this Section 4(d) to that Director in later years.

(e) Additional Term. An Affiliate Representative or At-Large Representative who is the President or Treasurer and who is ineligible to be nominated to run for election pursuant to Article IV, Section 4(d) may be nominated to run for up to two additional three-year terms as an Affiliate Representative or an At-Large Representative (each, an "Additional Term") provided that this Director only may commence that Additional Term if the Director continues to be President or Treasurer, as the case may be, at the time the Additional Term commences (and, if not, a vacancy shall arise on the Board). If elected to an Additional Term, that term shall end on the earlier of (i) the date on which the Director ceases holding the office of President or Treasurer, as the case may be, at which time a vacancy shall arise on the Board, and (ii) the end of the term for which the Director was elected, pursuant to policies adopted by the Board. A Director whose Additional Term has ended pursuant to clause (i), who completes two Additional Terms or who completes one Additional Term and is not elected to a second will be

ineligible to commence another term on the Board until that Director has been off the Board for at least one year.

Section 5. Vacancies. (a) Any vacancy among the At-large Representatives arising between annual elections may be filled by a majority vote of the Directors then in office, although less than a quorum, or by a sole remaining Director. If no such majority vote of Directors is obtained, a run-off election shall be held between the two nominees receiving the most votes and the nominee receiving the highest number of votes, even if not a majority of the Directors then in office, shall fill the vacancy position. Interim Director vacancy elections shall be conducted in accordance with procedures adopted by the Board. If there are no Directors in office, then an election of directors may be held in the manner provided by statute.

(b) Any vacancy among the Affiliate Representatives arising between annual elections may be filled by the respective Affiliate.

(c) Each Director filling a vacancy shall hold office only until the next annual election and that Director's successor is duly elected and qualified to fill the remainder of the vacancy and assumes office as set forth herein, or until that Director's earlier death, resignation or removal.

Section 6. Resignation. A Director may resign at any time by delivering written notice to the President or Secretary of the Union. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Absence by any Director from three consecutive regular meetings of the Board, without the grant of leave of absence by the Board, shall constitute a resignation from the Board, provided that the Board, in its discretion, may reinstate any Director who has resigned in such manner.

Section 7. Suspension; Removal. A Director may not be suspended or removed because of substantive policy disagreements. A Director may be suspended or removed only for violations of fiduciary responsibilities and to the extent permissible under the law. In such event, the Director is entitled to a hearing before the Board at that Director's request. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

Section 8. Regular Meetings. An annual meeting of the Board shall be held at such time and at such place, within or without the District of Columbia, as may be determined by the Board. Regular meetings of the Board may be held at such time and at such place as shall be determined by the Board, but the Board shall hold no fewer than one meeting during each calendar year.

Section 9. Quorum; Voting; Agenda. (a) One-third of the Directors in office shall constitute a quorum, except as provided in Article VIII (Amendment of Bylaws).

(b) Members of the Affiliate boards shall be entitled to attend and, with consent of the Board, to participate in discussion at regular meetings of the Board pursuant to procedures adopted by the Board, but shall not be entitled to vote. On request of any three Directors, the Board vote on any motion shall be taken by name and be so recorded in the minutes. The affirmative vote of a majority of the Directors present at a meeting when a quorum is present shall be the act of the Board, except where the act of a greater number is required by law or by these Bylaws.

(c) By petition delivered to the President, any resolution adopted by the boards of any five Affiliates shall be placed upon the agenda of the Board for action no later than the second meeting following delivery of the petition (excluding special meetings, but including any annual or regular meeting during which the petition is delivered to the President in person and in physical form).

Section 10. Special Meetings. Special meetings of the Board may be called by the President or the Executive Committee.

Section 11. Notice. Meetings of the Board or any committee thereof, may be held within or without the District of Columbia upon reasonable notice to each Director or committee member, as the case may be. 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. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting at the beginning of the meeting or upon the Director's arrival to the transaction of any business because the meeting is not lawfully called or convened and does not vote or assent to the action at the meeting.

Section 12. Electronic Participation. Pursuant to procedures adopted by the Board, any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at such meeting.

Section 13. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if all Directors, or all members of any committee thereof, unanimously consent thereto in writing. Such writing or writings shall be submitted to the Secretary and shall be filed with the minutes of proceedings of the Board or the committee, as the case may be.

Section 14. Committees.

(a) Committees other than the Executive Committee and Nominating Committee may be formed by a resolution adopted by a majority of Directors then in office. The General Counsels are officers and do not comprise a committee.

(b) Except as required by law or otherwise provided for herein, members of committees and committee chairs need not be Directors and shall be appointed by the President, subject to the approval of a majority of the Directors then in office.

(c) The formation and appointment of any such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or the Director by law.

(d) Unless otherwise specified in a resolution of the Board or these Bylaws, at all meetings of each committee of the Board, a majority of the total number of members of the committee shall constitute a quorum for the transaction of business, each member of the committee shall have one vote, and the affirmative vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 15. Executive Committee. (a) The Executive Committee shall have and may exercise all the power and authority of the Board in the management and affairs of the Union except for substantive civil liberties policies and organizational policies that impose obligations on Affiliates, unless an exigency arises between meetings of the board that requires the immediate adoption of a substantive civil liberties policy. Any action of the Executive Committee that involves a substantive civil liberties policy may be overturned by a majority vote of the Directors present and voting. All other actions delegated to the Executive Committee may be overturned by a two-thirds vote of the Directors in office. The Executive Committee shall promptly report its actions to the Board.

(b) The Executive Committee shall consist of the President of the Union and twelve additional Directors. [No more than one General Counsel and the Treasurer, if not elected members of the Executive Committee, shall be ex officio members of the Executive Committee, without vote.] The Executive Director and any staff member whom the Executive Director designates shall attend and shall be permitted to participate in the meetings of the Executive Committee but shall not be permitted to vote.

(c) Nominations for membership on the Executive Committee shall be made by the Nominating Committee. The report of the Nominating Committee shall be distributed within a reasonable period prior to the meeting at which the election of the Executive Committee is to be held. Additional nominations may be made by petition of 10 Directors.

(d) The election of the members of the Executive Committee shall be held at a regular meeting of the Board. The members shall be selected under a method of voting adopted by the Board.

(e) The terms of all elected Executive Committee members shall be three years. No more than four members shall be elected in any year, except as may be necessary to fill any vacancies.

(f) Any vacancy in the Executive Committee arising between annual elections may be filled at a regular meeting of the Board by a majority vote of the Directors then in office.

(g) An Executive Committee member will hold office until that member's successor is duly elected and qualified, or until that member's earlier death, resignation or removal.

(h) The Executive Committee may propose to the Board substantive civil liberties policies and organizational policies that impose obligations on affiliates and may also create committees for said purpose. The Executive committee shall have the authority to meet in executive session with attendance limited to members of the Executive Committee and such other persons as the Executive Committee may designate.

Section 16. Nominating Committee. (a) The Nominating Committee shall be the designated body responsible for nominations of persons to be elected to the Board, to the Executive Committee and for the officers of the union.

(b) The Nominating Committee shall consist of five persons: two members shall be Directors who are Affiliate Representatives, two members shall be members of the Executive Committee when appointed, and one member shall be an individual who is not a current Director. Nominations for the Nominating Committee shall be made by the President, and the Nominating Committee shall be elected by resolution adopted by a majority of the Directors present and voting at a meeting at which a quorum is present, and one person shall be designated as chairperson. Such election shall be held at the first meeting of the Board after the annual election of At-Large Representatives of the Union.

(c) The terms of the members of the Nominating Committee shall be one year. No more than two members of the Nominating Committee shall be appointed for a second consecutive term and none shall be appointed for more than two consecutive terms.

Section 17. Compensation of Directors. The members of the Board shall not be compensated for their service on the Board or as officers of the Union, but may be reimbursed for reasonable expenses for attending meetings or conducting the business of their offices, pursuant to policies adopted by the Board.

ARTICLE V

OFFICERS

Section 1. Positions. The Board shall elect the officers of the Union, and the Executive Committee shall elect the assistant officer positions. The officers and assistant officers of the Union, who shall be General Members of the Union, shall be a President, one or more Vice Presidents, a Secretary and one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers, one or more General Counsels, and such other officers and agents as the Board may appoint. Any two or more offices may be held simultaneously by the same person, except for the offices of President and Secretary and the offices of President and Treasurer and except that the Executive Director may not be President, Vice President, Secretary or Treasurer. The Executive Director and any officer who is an employee of the Union shall not be Directors. The President, Treasurer, Vice Presidents and Secretary must be Directors during the time they hold office, including, in the case of the President and Treasurer, by virtue of becoming an Ex Officio Director. Any other officers of the Union shall be set forth by resolution of the Board.

Section 2. Nomination and Election. (a) The Nominating Committee shall nominate the officers of the Union. The report of the Nominating Committee shall be distributed within a reasonable period prior to the meeting at which the election of the officers is to be held. Additional nominations may be made by any Director at the meeting at which the election is held. A President or Treasurer who is an Ex Officio Director shall not be eligible to be nominated to stand for election as President or Treasurer, as the case may be.

(b) The election of officers shall be held at such time designated in policies adopted by the Board. The President shall be elected by a majority of the Directors then in office.

Section 3. Term of Office. (a) Except as set forth in Section 3(b), the officers of the Union shall hold office for a term of three years commencing on such date or at such time as set forth in policies adopted by the Board and until their successors are chosen and qualified or until their earlier removal, resignation or death.

(b) The Board shall hold a special election at its next regularly scheduled meeting to elect a new President or Treasurer in the following situations:

(i) An individual who is an Ex Officio Director pursuant to clause (i) or (ii) of Article IV, Section 4(c)(1) did not run in the next At-Large Representative election following having been elected as President or Treasurer or did run but wasn't elected, provided that the Ex Officio Director was not elected as an Affiliate Representative by the time of the special election; and

(ii) If the term as Director of an individual who is currently President or Treasurer, or has been elected President or Treasurer but has not assumed office, ends prior to the commencement of or during that Director's term as President or Treasurer.

In the case of clauses (i) and (ii), the term of the current President or Treasurer shall end upon the election of the successor President or Treasurer.

Section 4. Removal. Any officer may be removed at any time by majority vote of the Directors then in office, pursuant to procedures adopted by the Board.

Section 5. President. The President shall preside at all meetings of the Board and of the Executive Committee, ensure that all orders and resolutions of the Board and Executive Committee are carried into effect, and in general perform all duties normally incident to the office of President and presiding officer of the Board and such other duties as may be prescribed by the Board.

Section 6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice President then in the order designated by the Executive Committee) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall perform such other duties and have such other powers as the Board or, if authorized by the Board to do so, the President, may prescribe.

Section 7. Secretary. The Secretary shall attend all meetings of the Board and shall cause to be recorded all the proceedings of such meetings of the Board in a book to be kept for that purpose, and shall perform like duties for the committees of the Board when so requested. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law or as directed by the Board or the President, and shall perform such other duties as may be prescribed by the Board or by the President, under whose supervision the Secretary shall function. The Secretary shall have custody of the corporate seal of the Union, and the Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Executive Committee may give general authority or specific authority to any other officer to affix the seal of the Union and to attest the affixing by such officer's signature. The Secretary may also attest all instruments signed on behalf of the Union by the President or any Vice President. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Executive Committee or, if authorized by the Executive Committee to do so, the President.

Section 8. Assistant Secretary. The Assistant Secretary, or, if there be more than one, the Assistant Secretaries in the order determined by the Executive Committee (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary for any reason, including the

failure of the Board to elect a Secretary, or to the extent delegated by the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary and perform such other duties and have such other powers as the Executive Committee or, if authorized by the Executive Committee to do so, the President, may prescribe. Any Assistant Secretary shall have authority to affix the corporate seal and attest by the Assistant Secretary's signature to the same extent as the Secretary.

Section 9. Treasurer. The Treasurer shall be responsible for all funds of the Union and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Union, and shall deposit all moneys and other valuable effects in the name and to the credit of the Union in such depositories as may be designated by the Executive Committee. The Treasurer or the Treasurer's designee(s) shall disburse the funds of the Union as ordered by the Executive Committee, taking proper vouchers for such disbursements. The Treasurer shall render to the Executive Committee and to the Board, an account of the financial condition of the Union. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as may be assigned by the Executive Committee or, if authorized by the Executive Committee to do so, the President.

Section 10. Assistant Treasurer. The Assistant Treasurer, or, if there be more than one, the Assistant Treasurers in the order determined by the Executive Committee (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer for any reason, including the failure of the Board to elect a Treasurer, or to the extent delegated by the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer and perform such other duties and have such other powers as the Executive Committee or, if authorized by the Executive Committee to do so, the President, may prescribe.

Section 11. Vacancies. A vacancy in any office of the Union because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the vacancy of the term. An individual who is elected President or Treasurer during a special election described in Article V, Section 3(b) shall be considered to be filling a vacancy term.

Section 12. Fidelity Bonds. The Union may, but shall not be required to, secure the fidelity of any or all of its officers or agents by bond or otherwise.

Section 13. Compensation. The Executive Committee shall determine the compensation of the Executive Director and any officers who are not employees or members of the Board and any other individuals as required by law which compensation shall be reasonable for the services rendered, except that officers who are members of the Board are subject to Article IV, Section [17] of these Bylaws.

Section 14. Execution of Documents. All deeds, mortgages, bonds, contracts, and other instruments may be executed on behalf of the Union by the President, the Executive Director, or any Vice President (unless such power is restricted by Executive Committee resolution or is required by law to be otherwise signed or executed) or by any other person or persons designated by the Executive Committee.

Section 15. Executive Director. The Executive Director shall manage the business of the Union as the Chief Executive Officer of the Union, and shall perform such other duties as may be prescribed by the Executive Committee. The Executive Director shall be selected by the Executive Committee and shall serve until a successor is chosen and qualified or until the Executive Director's earlier removal by the Executive Committee, resignation or death.

ARTICLE VI

AFFILIATES

Section 1. General. Any group of General Members residing in the same geographic area of the United States or its possessions may form a nonprofit membership organization and apply for recognition as an affiliate of the Union (an "Affiliate"), and the Board shall so recognize the group when satisfied that the purposes of the Union will be so served. An Affiliate shall act in accordance with the policies of the Union, with the understanding that the purpose of this requirement is to obtain general unity rather than absolute uniformity. Each General Member who resides within the boundaries of an Affiliate shall be a voting member of that Affiliate and an Affiliate shall have no members who are not General Members.

Section 2. Structure. The structure and functioning of an Affiliate, including its relations with the Union and with its own chapters (if any), and any tax-exempt entities associated with the Affiliate, shall be governed by rules adopted by the Board.

Section 3. Suspension; Removal. By vote of two-thirds of the Directors then in office, an Affiliate may be suspended on those terms established by the Board or removed from the Union and/or a receiver appointed for it and its associated entities. In such event, the Affiliate is entitled to a hearing before the Board, at its request. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

Section 4. Governing Bodies. The board of an Affiliate shall consist of persons who are General Members of the Union, and shall be electorally responsible to the Affiliate's membership. To establish such electoral responsibility, the Affiliate's constitution or bylaws shall provide that:

(a) Election of its board members shall be for reasonable terms and in a manner by which all the Affiliate's members have reasonable opportunity to vote, as by proxy or by a ballot mailed to each, if permitted by law. If the board members are delegates from chapters, they shall be reasonably apportioned taking into consideration the chapter membership in relationship to the Affiliate membership as a whole and the geographical distribution of the Affiliate's membership, and if they are elected indirectly by chapter boards, those chapter boards shall be electorally responsible to their respective chapter memberships.

(b) Reasonable opportunity shall be afforded the Affiliate's (or chapter's) membership to nominate candidates for the Affiliate (or chapter) board, and to initiate amendments to the Affiliate (or chapter) constitution and bylaws. Any vacancy in an Affiliate (or chapter) board existing between regular elections may be filled by the board of the Affiliate (or chapter).

ARTICLE VII

AMENDMENT

Section 1. Petition. (a) Amendments to these Bylaws may be proposed by petition, delivered to the President, of any five Directors, the boards of any three Affiliates, or any fifty members of the Union. At the second meeting following the delivery of the petition (excluding special meetings, but including any annual or regular meeting during which the petition is delivered to the President in person and in physical form), the Board shall vote on the proposed amendment, and such amendment shall be adopted by a majority vote of the Directors then in office, a quorum being a majority of its actual membership, such vote to be taken by name and so recorded in the minutes. If such an amendment is approved by the Board, it shall then be submitted to the Affiliate Voting Members for action by ballot voting pursuant to the procedures set forth in Article IV, Section 4(b)(2)(a), and if approved by a two-thirds vote, shall be adopted, subject to Article IV, Section 1(b).

(b) Amendments to these Bylaws may also be proposed by petition, delivered to the President, of the boards of any ten Affiliates. The proposed amendment shall be submitted, together with the proposed recommendation of the Board, if any, to the Affiliate Voting Members for action by ballot voting pursuant to the procedures set forth in Article IV, Section 4(b)(2)(a), and shall be adopted if approved by a two-thirds vote, subject to Article IV, Section 1(b).

ARTICLE VIII

POLICY REFERENDUM SYSTEM

Section 1. General. Upon petition, delivered to the President, of the boards of any ten Affiliates, any action taken by the Board shall be submitted to the Affiliate Voting Members for action by ballot in accordance with the procedures set forth

in Section 2 of this Article IX of these Bylaws and subject to Article IV, Section 1(b) of these Bylaws.

Section 2. Procedures. Subject to Article IV, Section 1(b), any petition described in Section 1 of this Article IX shall be submitted for referendum vote by the Affiliate Voting Members, casting votes at respective meetings of the Affiliate boards, with notice given to the Affiliate Voting Members that the meeting is called for the purpose of considering the issues in the referendum. Each Affiliate shall certify to the Union's Chief Executive Officer or designee the names of Affiliate board members who attended and voted in the action by ballot. The ballots of members of the Affiliate board not present at the meeting (as presence is defined under that Affiliate's meeting requirements and state law) shall be returned to the Union's Chief Executive Officer or designee. Each of the Affiliate Voting Members shall vote individually, casting as many votes as there are members of that Affiliate Voting Member's Affiliate, divided by that number of Affiliate board members present (as presence is defined under that Affiliate's meeting requirements and state law) and voting at the meeting. The petition may be adopted only by a two-thirds vote of the Affiliate Voting Members, subject to Article IV, Section 1(b).

ARTICLE IX

INDEMNIFICATION

Section 1. Indemnification. The Union shall indemnify, to the fullest extent permitted by the laws of the District of Columbia as those laws presently exist or hereafter may be amended, any current or former director, officer, or committee member of the Union, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit (an "Indemnified Person"), against expenses actually and necessarily incurred by that Indemnified Person, including attorney's fees, judgments, fines and amounts paid in settlements in connection with the defense of any action, suit, or proceeding in which that Indemnified Person is made a party by reason of being or having been such director or officer or committee member. Advances against reasonable expenses may be made by the Union, to the fullest extent permitted by the laws of the District of Columbia as those laws presently exist or hereafter may be amended, on terms fixed by the Executive Committee subject to an obligation to repay if indemnification is not permitted. Such indemnification shall not be deemed exclusive of any other rights to which such Indemnified Person may be entitled, under any agreement, vote of the Executive Committee, or otherwise, including rights under any insurance policy that may be purchased by the Union to the extent permitted by the laws of the District of Columbia as they presently exist or hereafter may be amended.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Union shall be fixed by resolution of the Executive Committee.

Section 2. Checks, Notes, Etc. All notes, drafts, checks, acceptances, orders for the payment of money, and negotiable instruments obligating the Union for the payment of money shall be signed by the President, the Executive Director, the Treasurer or by such other officer or officers or employee or employees as the Executive Committee may direct.

Section 3. Loans. No loans shall be contracted for or on behalf of the Union and no evidence of indebtedness shall be issued in the name of the Union unless authorized by a resolution of the Executive Committee. Such authority may be general or may be confined to specific instances.

Section 4. Voting Securities of Other Corporations. The Executive Director or such other person as may be designated by the Executive Committee shall have the authority to vote on behalf of the Union those securities of any other corporation which are owned or held by the Union and may attend meetings of stockholders or execute and deliver proxies for such purpose.

Section 5. Records.

(a) The Union shall keep the records required by law and shall make those records available to Voting Members to the extent required by law.

(b) Any records maintained by the Union in the regular course of its business, including its books of account and minute books, may be kept on, or be in any information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Union shall so convert any records so kept upon the request of any person entitled to inspect the same.

ARTICLE XI

TRANSITION

Section 1. Executive Committee. At the first meeting of the Board after the adoption of these Bylaws, an Executive Committee shall be elected at which the four candidates receiving the most votes shall have terms of three years, the four candidates receiving the next highest number of votes shall have terms of two years and the four candidates having the next highest number of votes shall have terms of one year.

Section 2. Additional Term Eligibility for Board Members Who Have Served Six or More Years. Upon adoption of the Bylaw revisions a member of the Board who has served six or more consecutive years shall be

eligible to run for one additional three-year term before rotating off for at least one year.

Section 3. Reduction of at-large seats. (a) The sixth annual election following the adoption of this policy must elect the number of seats to total 18 at-large seats in all three classes.

(b) Until the final number of 18 total at-large seats is reached, the Board will not: (i) fill interim vacancies, (ii) elect members to at-large seats vacated when an incumbent is ineligible for renomination pursuant to Article IV, section 4(c), or (iii) elect members into at-large seats vacated when an incumbent with greater than 9 consecutive years of service declines to be considered for renomination.

(c) Until the final number of 18 total seats is reached and those directors are in three classes, each of which has 6 members who are the at-large members up for election a year, Nominating Committees shall designate one-year and/or two-year seats in the annual election only as necessary to equalize the number of seats in the three annual classes. These seats will be filled by the lowest vote. Within the meaning of Article IV, section 4(c), these one-year and two-year terms will count as three year of service for reelected incumbents, and as "interim" terms if the member is newly elected.

Section 4. Amendment of Article XI. On a majority vote of the Board, a quorum being a majority of membership, these Bylaws may be amended to remove Article XI when all of its provisions have been enacted or mooted. Until these provisions are enacted or mooted, they shall govern, notwithstanding anything to the contrary in any pother provision of these bylaws.