See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490
**Form 990-EZ**

**Department of the Treasury**
**Internal Revenue Service**

**Short Form**
**Return of Organization Exempt From Income Tax**

**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code** (except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than $200,000 and total assets less than $500,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

### A. For the 2010 calendar year, or tax year beginning and ending

<table>
<thead>
<tr>
<th>Name of organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>UNITED REPUBLIC ACTION FUND</td>
<td>26-2369596</td>
</tr>
</tbody>
</table>

### B. Check if applicable

<table>
<thead>
<tr>
<th>Address change</th>
<th>Name change</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>X</td>
</tr>
</tbody>
</table>

### C. Initial return

- 296 NONTOUCK STREET
- FLORENCE, MA 01062

### D. Telephone number

- (413) 585-8100

### E. Group Exemption Number

- N/A

### G. Accounting Method

- Cash
- Accrual
- Other (specify)

### H. Check if the organization is not required to attach Schedule B

- Form 990, 990-EZ, or 990-PF.

### J. Tax-exempt status

- Check only one: 501(c)(3) or 501(c)(4)

### K. Check if the organization used Schedule O to respond to any question in this Part I

- Yes

### Part I. Revenue, Expenses, and Changes in Net Assets or Fund Balances

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contributions, gifts, grants, and similar amounts received</td>
<td>$48,728</td>
</tr>
<tr>
<td>Program service revenue including government fees and contracts</td>
<td>48,728</td>
</tr>
<tr>
<td>Membership dues and assessments</td>
<td>3</td>
</tr>
<tr>
<td>Investment income</td>
<td>4</td>
</tr>
<tr>
<td>Gross amount from sale of assets other than inventory</td>
<td>5a</td>
</tr>
<tr>
<td>Less: cost or other basis and sales expenses</td>
<td>5b</td>
</tr>
<tr>
<td>Gross gain or (loss) from sale of assets other than inventory</td>
<td>5c</td>
</tr>
<tr>
<td>Gaming and fundraising events</td>
<td>6</td>
</tr>
<tr>
<td>Gross income from gaming</td>
<td>6a</td>
</tr>
<tr>
<td>Gross income from fundraising events (not included in line 5a)</td>
<td>6b</td>
</tr>
<tr>
<td>Less: direct expenses from gaming and fundraising events</td>
<td>6c</td>
</tr>
<tr>
<td>Net income or (loss) from gaming and fundraising events</td>
<td>6d</td>
</tr>
<tr>
<td>Gross sales of inventory, less returns and allowances</td>
<td>7a</td>
</tr>
<tr>
<td>Less: cost of goods sold</td>
<td>7b</td>
</tr>
<tr>
<td>Gross profit or (loss) from sales of inventory</td>
<td>7c</td>
</tr>
<tr>
<td>Other revenue (describe in Schedule O)</td>
<td>8</td>
</tr>
<tr>
<td>Total revenue</td>
<td>9</td>
</tr>
<tr>
<td>Grants and similar amounts paid (list in Schedule O)</td>
<td>10</td>
</tr>
<tr>
<td>Benefits paid to or for members</td>
<td>11</td>
</tr>
<tr>
<td>Salaries, other compensation, and employee benefits</td>
<td>12</td>
</tr>
<tr>
<td>Professional fees and other payments to independent contractors</td>
<td>13</td>
</tr>
<tr>
<td>Occupancy, rent, utilities, and maintenance</td>
<td>SEE SCHEDULE O</td>
</tr>
<tr>
<td>Printing, publications, postage, and shipping</td>
<td>SEE SCHEDULE O</td>
</tr>
<tr>
<td>Other expenses (describe in Schedule O)</td>
<td>15</td>
</tr>
<tr>
<td>Total expenses</td>
<td>17</td>
</tr>
<tr>
<td>Excess or (deficit) for the year</td>
<td>18</td>
</tr>
<tr>
<td>Net assets or fund balances at beginning of year (from line 27, column (A))</td>
<td>19</td>
</tr>
<tr>
<td>(must agree with end-of-year figure reported on prior year's return)</td>
<td>19</td>
</tr>
<tr>
<td>Other changes in net assets or fund balances (explain in Schedule O)</td>
<td>20</td>
</tr>
<tr>
<td>Net assets or fund balances at end of year</td>
<td>21</td>
</tr>
</tbody>
</table>

### LHA

For Paperwork Reduction Act Notice, see the separate instructions.

15271107 712177 71460 2010.04050 UNITED REPUBLIC ACTION FUND 71460_1
**Part II** Balance Sheets. (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>22</td>
<td>Cash, savings, and investments</td>
<td>73,302.</td>
</tr>
<tr>
<td>23</td>
<td>Land and buildings</td>
<td>23,052.</td>
</tr>
<tr>
<td>24</td>
<td>Other assets (describe in Schedule O) (\text{SEE SCHEDULE O})</td>
<td>23,052.</td>
</tr>
<tr>
<td>25</td>
<td>Total assets</td>
<td>96,354.</td>
</tr>
<tr>
<td>26</td>
<td>Total liabilities (describe in Schedule O) (\text{SEE SCHEDULE O})</td>
<td>0.</td>
</tr>
<tr>
<td>27</td>
<td>Net assets or fund balances (line 27 of column (B) must agree with line 21)</td>
<td>96,354.</td>
</tr>
</tbody>
</table>

**Part III** Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization’s primary exempt purpose? \(\text{SEE SCHEDULE O}\)

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

**Part IV** List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-.)</th>
<th>(d) Contributions to employee benefit plans &amp; deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>MONICA WALSH</td>
<td>EXECUTIVE DIRECTOR</td>
<td>8.00</td>
<td>13,477. (\text{2,142.})</td>
<td></td>
</tr>
<tr>
<td>VIN RYAN</td>
<td>PRESIDENT</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>ARNOLD HIATT</td>
<td>SECRETARY</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>JOSH SILVER</td>
<td>TREASURER</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>LAWRENCE LESSIG</td>
<td>BOARD MEMBER</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>AARON SWARTZ</td>
<td>TREASURER (FMR)</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>KATIE McGRATH</td>
<td>SECRETARY (FMR)</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>MARK MCKINNON</td>
<td>BOARD MEMBER</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>THOMAS LAYTON</td>
<td>BOARD MEMBER</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>DAN NOVA</td>
<td>BOARD MEMBER</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>DICK SENN</td>
<td>BOARD MEMBER</td>
<td>1.00</td>
<td>0.</td>
<td>0.</td>
</tr>
</tbody>
</table>
Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O.  

Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O.  

If the organization had income from business activities, such as those reported on lines 2, 6.a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.  

Did the organization have unrelated business gross income of $1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?  

If "Yes," has it filed a tax return on Form 990-T for this year?  

Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N.  

Enter amount of political expenditures, direct or indirect, as described in the instructions.  

Did the organization file Form 1120-POL for this year?  

Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?  

Section 501(c)(7) organizations. Enter:  

Initiation fees and capital contributions included on line 9  

Gross receipts, included on line 9, for public use of club facilities  

Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:  

section 4911 ▶ N/A; section 4912 ▶ N/A; section 4955 ▶ N/A  

Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year, that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.  

Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958.  

All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.  

List the states with which a copy of this return is filed.  

The organization's books are in care of:  

THE ORGANIZATION  

Telephone no. (413) 585-8100  

Located at 296 NOTOUCK STREET, FLORENCE, MA  

ZIP + 4 01062  

At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?  

If "Yes," enter the name of the foreign country. See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.  

At any time during the calendar year, did the organization maintain an office outside of the U.S.?  

Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year.  

Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ.  

Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ.  

Did the organization receive any payments for indoor tanning services during the year?  

If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.  

Form 990-EZ (2010)
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?
   a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)?
      Yes ☒ No ☐
   b If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ
      Yes ☐ No ☒
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office?
   a If "Yes," complete Schedule C, Part I
      Yes ☐ No ☒

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.
   Check if the organization used Schedule O to respond to any question in this Part VI
   a Yes ☐ No ☒
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
   b If "Yes," was the related organization a section 527 organization?
   a Yes ☐ No ☒
   b If "Yes," complete Schedule C, Part II
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
49a Did the organization make any transfers to an exempt non-charitable related organization?
49b If "Yes," complete Schedule E

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $100,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
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<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1 Total number of other employees paid over $100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

<table>
<thead>
<tr>
<th>(a) Name and address of each independent contractor paid more than $100,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
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<tr>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

d Total number of other independent contractors each receiving over $100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A
   a Yes ☐ No ☒

Signature of Organization:

JOSHUA SILVER, CHIEF EXECUTIVE OFFICER

Type or print name and title

Paid Preparer Use Only

CRAIG A. STEVENS, CPA

Date 11-01-11

Check if self-employed ☐ PTIN 202-331-9880

Firm’s EIN ☐ Firm’s address 1850 K STREET, NW

WASHINGTON, DC 20006 Phone no. 202-331-9880

May the IRS discuss this return with the preparer shown above? See instructions

☐ Yes ☐ No
### Supplemental Information to Form 990 or 990-EZ

**Name of the organization:** UNITED REPUBLIC ACTION FUND

<table>
<thead>
<tr>
<th>Description of Expenses/Other Expenses</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Depreciation</td>
<td>993</td>
</tr>
<tr>
<td>Other Expenses</td>
<td>200</td>
</tr>
<tr>
<td><strong>Total to Form 990-EZ, Line 14</strong></td>
<td>1,193</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description of Other Expenses</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Office Expense - Misc</td>
<td>-13</td>
</tr>
<tr>
<td>Travel</td>
<td>3,225</td>
</tr>
<tr>
<td>Conferences, Conventions</td>
<td>100</td>
</tr>
<tr>
<td>Insurance</td>
<td>1,246</td>
</tr>
<tr>
<td>Bank Fees</td>
<td>1,575</td>
</tr>
<tr>
<td><strong>Total to Form 990-EZ, Line 16</strong></td>
<td>6,133</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>Beg. of Year</th>
<th>End of Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>DUE FROM C3/527</td>
<td>22,091</td>
<td>0</td>
</tr>
<tr>
<td>Other Depreciable Assets</td>
<td>961</td>
<td>352</td>
</tr>
<tr>
<td><strong>Total to Form 990-EZ, Line 24</strong></td>
<td>23,052</td>
<td>352</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>Beg. of Year</th>
<th>End of Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts Payable</td>
<td>0</td>
<td>2,816</td>
</tr>
</tbody>
</table>

**Form 990-EZ, Part III, Primary Exempt Purpose - The Organization Is A**
Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or 990-EZ.

Name of the organization: UNITED REPUBLIC ACTION FUND

Employer identification number: 26-2369596

NATIONAL, NON-PARTISAN NOT-FOR-PROFIT ORGANIZATION WORKING TO EDUCATE THE AMERICAN PUBLIC ABOUT THE HARMs CAUSED BY BIG MONEY SPECIAL INTEREST LOBBYISTS. OUR GOAL IS TO CREATE PUBLIC AWARENESS SUFFICIENT TO COMPEL POLICYMAKERS TO SUPPORT A RANGE OF PUBLIC POLICY REFORMS IN CAMPAIGN FINANCE AND VOTER ENFRANCHISEMENT.

FORM 990-EZ, PART III, LINE 28, PROGRAM SERVICE ACCOMPLISHMENTS:

PROGRAMS TO DATE HAVE FOCUSED PRIMARILY ON MEMBER OUTREACH, GROWING A LIST OF SUPPORTERS, AND SUPPORTING OTHER ORGANIZATIONS ADVOCATING FOR THE FAIR ELECTIONS NOW ACT.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY, OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY, OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

FORM 990-EZ, PART V, LINE 34:

CHANGES TO ORGANIZING DOCUMENTS

THE ORGANIZATION AMENDED ITS BY-LAWS TO EFFECT A NAME CHANGE AND TO CHANGE THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS. A CONFORMED COPY OF THE AMENDED BYLAWS IS ATTACHED TO THIS RETURN. ON 6/15/11, THE ORGANIZATION CHANGED ITS NAME FROM "CHANGE CONGRESS" TO "DEMOCRACY ACTION FUND, INC." AND THEN AGAIN ON 10/4/11 TO "UNITED REPUBLIC ACTION FUND." COPIES OF THE CERTIFICATES OF AMENDMENT FROM THE DISTRICT OF LHA FOR PAPERWORK REDUCTION ACT NOTICE, SEE THE INSTRUCTIONS FOR FORM 990 OR 990-EZ. SCHEDULE O (FORM 990 OR 990-EZ) (2010)

10

15271107 712177 71460 2010.04050 UNITED REPUBLIC ACTION FUND 71460_1
COLUMBIA EFFECTING THE NAME CHANGES ARE ATTACHED TO THIS RETURN.
GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NONPROFIT CORPORATION Act have been complied with and accordingly, this CERTIFICATE OF AMENDMENT is hereby issued to:

DEMOCRACY ACTION FUND, INC.

Name Changed To

UNITED REPUBLIC ACTION FUND

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 10/04/2011

[Seal]

Business and Professional Licensing Administration

[Signature]

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: 816Uf6B3YA
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
DEMOCRACY ACTION FUND, INC

TO: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, D.C. 20002

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Democracy Action Fund, Inc.

SECOND: The following Amendment to the Articles of Incorporation was duly adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article First of the Articles of Incorporation is amended to read as follows:

"FIRST: The name of the Corporation is United Republic Action Fund."

THIRD: The amendment was adopted at a meeting of the Board of Directors held on September 21, 2011 and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Dated: September 21, 2011 United Republic Action Fund

By: [Signature]

By: [Signature]

Arnold Hiatt, Secretary

ECEIVE

[Stamp]

[Date: Oct 4, 2011]
GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NONPROFIT CORPORATION Act have been complied with and accordingly, this CERTIFICATE OF AMENDMENT is hereby issued to:

CHANGE CONGRESS

Name Changed To

DEMOCRACY ACTION FUND, INC.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 06/15/2011

Business and Professional Licensing Administration

[Signature]

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: 0E76RF7C8Q
AMENDED AND RESTATE BYLAWS OF
DEMOCRACY ACTION FUND, INC.
(Surviving & renamed section 501(c)(4) organization)
Adopted as of May 2011

ARTICLE I. NAME.

The name of this corporation is "Democracy Action Fund, Inc." (hereinafter "the Corporation").

ARTICLE II. OFFICES.

The Corporation shall have and continuously maintain in the District of Columbia a registered office, and may have such other offices within or out of the District of Columbia as the Board of Directors may from time to time designate.

ARTICLE III. BOARD OF DIRECTORS.

Section 3.1. 
Duties and Powers. (a) The affairs of the Corporation shall be managed by the Board of Directors (hereinafter sometimes referred to as the "Board"). Directors need not be residents of the District of Columbia.

(b) The Board shall be responsible for implementing the mission, establishing policies, managing resources and determining programs and services of the Corporation. The actions of the Board in matters within its authority shall be final and conclusive.

Section 3.2. 
Number. There shall be five (5) directors of the Corporation. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

Section 3.3. 
Election and Term. The directors shall each be elected for a one-year term by the affirmative vote of a majority of the then members of the Board of Directors at the first regular meeting of the Board of Directors held during each calendar year. Each director shall hold office until his or her death, disability, removal or resignation, and until his or her successor has been elected and qualified.

Section 3.4. 
Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.
Section 3.5. **Removal of Directors.** By the affirmative vote of a majority of those present at a Board meeting, the directors may remove from the Board of Directors any member of the Board for any reason, provided that no members shall be removed without (i) at least thirty (30) days prior written notice setting forth the intention of the Board to consider such action and (ii) an opportunity to be heard at such Board meeting.

Section 3.6. **Resignations.** Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.7. **Quorum of Directors and Action by the Board.** Unless a greater proportion is required by law, one-half of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.8. **Meetings of the Board of Directors.** (a) There shall be no less than three Board meetings per year. Said meetings shall be deemed regular Board meetings. Notice of regular Board meetings shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail, e-mail, facsimile or at the direction of the President, or the Secretary, to each director entitled to vote at such meeting.

(b) Special meetings of the Board may be called by the President or by one-third of the members of the Board of Directors. Any special meeting may be held at such place within or without the District of Columbia, as the President may determine. Written or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail, e-mail, facsimile by or at the direction of the President or the Secretary, to each director entitled to vote at such meeting. At such special Board meeting, only the matters stated in the notice of the meeting shall be considered.

(c) Notice of any regular or special meeting shall be sent to each director by mail or facsimile, or by e-mail, at his or her last known address and/or facsimile number and/or e-mail address, as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile or by e-mail, such notice shall be deemed to be delivered when sent.

(d) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

(e) Unless otherwise provided in these Bylaws, the procedure at all meetings will be governed by Roberts Rules of Order, Revised.
Section 3.9. **Informal Action by Directors; Meetings by Conference Telephone.** (a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board of Directors.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of telephone conference call or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.10. **Compensation of Directors.** The Corporation shall not pay any compensation to directors for services rendered to the Corporation in their capacity as directors. Directors may be reimbursed for expenses that are pre-approved by the President or Treasurer and that are incurred in the performance of their duties to the Corporation in reasonable amounts.

**ARTICLE IV. OFFICERS, AGENTS AND EMPLOYEES**

Section 4.1. **Officers.** The Board of Directors shall, by majority vote, elect a President, a Secretary, a Treasurer, and it may, if it so determines, elect or appoint one or more additional Vice-Presidents and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 4.2. **Term of Office.** Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. The election or appointment of an officer shall not of itself create contract rights.

Section 4.3. **Removal.** Any officer may be removed or suspended for cause by a vote of two-thirds of the members of the Board of Directors then serving as directors, and present and voting taken at any meeting of the Board at which the matter is presented; cause shall be as determined by the Board. The Board shall provide such officer with (i) at least thirty (30) days prior written notice setting forth the intention of the Board to consider such action and (ii) an opportunity to be heard at the Board meeting.

- 3 -
Section 4.4. **Resignation.** Except as otherwise required by law, any officer of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.5. **Powers and Duties of Officers.** Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices:

(a) President: The President shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

(b) Chief Executive Officer: The Chief Executive Officer shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

(c) Chief Operating Officer: The Chief Operating Officer shall oversee the financial and administrative operations of the Corporation under the supervision and direction of the Chief Executive Officer, and otherwise perform such duties as are assigned by the Board of Directors.

(d) Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

(e) Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all
reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform all other duties incident to the office of Treasurer, subject to the supervision of the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which the Treasurer shall be reimbursed.

Section 4.6. **Agents and Employees.** The Board of Directors may, subject to the provisions of Article VI hereof (Conflict of Interest Policy), appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board or, if the Board delegates such appointment power to any officer or officers, then by such officer or officers. The Board of Directors or, if the power of appointment is delegated to any officer or officers then such officer or officers, may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 4.7. **Compensation of Officers, Agents and Employees.** Subject to the provisions of Article VI hereof (Conflict of Interest Policy), the Corporation may pay compensation in reasonable amounts to officers for services rendered. Subject to the provisions of Article VI hereof (Conflict of Interest Policy), the Corporation may also pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates such power to any officer or officers, then by such officer or officers.

**ARTICLE V. COMMITTEES**

The Board may, by resolution adopted by majority vote, create such committees for such purposes as the Board determines necessary. The President of the Corporation shall nominate the President of each such committee subject to confirmation by the Board of Directors, and the President of the committees in concurrence with the President of the Corporation shall appoint the members of each such committee. The President of the Corporation shall serve as a voting member of each such committee except that the President shall not participate in any meeting or deliberations of any committee involving the making of recommendations or taking action on, the employment or compensation of the President himself or herself.

**ARTICLE VI. CONFLICT OF INTEREST POLICY**

Section 6.1. **Definitions.** (a) Interested Person. Any director or officer who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the Corporation has
ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Section 6.2. Procedures. (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors or, if applicable, to the Executive Committee when considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. (i) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6.3. Violations of the Conflicts of Interest Policy. (a) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary corrective action.

Section 6.4. **Records of Proceedings.** The minutes of the Board shall contain:

(a) The names of the persons who disclose or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board’s or Committee’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6.5. **Compensation.** A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

**ARTICLE VII. MISCELLANEOUS**

Section 7.1 **Fiscal Year.** The fiscal year of the Corporation shall terminate at midnight on the 30th day of June of each year.

Section 7.2. **Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.3. **Regulations Pertaining to Fundraising.** The Board of Directors may promulgate from time to time by resolution any rules, regulations or restrictions it deems to be necessary or desirable with regard to the acceptance of gifts, bequests and/or contributions by the Corporation, including without limitation restrictions as to the amount and/or source of such gifts, bequests and/or contributions.

Section 7.4. **Books and Records to be Kept.** The Corporation shall keep at its principal office (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable
time.

Section 7.5. **Amendment of Articles and Bylaws.** The Articles of Incorporation may be amended by a majority vote of the directors in accordance with the District of Columbia Non-Profit Corporation Act. The Bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors.

Section 7.6. **Indemnification and Insurance.** Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence or willful misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The Corporation may advance expenses to, or where appropriate may itself at its expense, undertake the defense of any director, officer or employee; provided, however, that such director, officer or employee shall undertake to repay or reimburse such expense if it ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for
any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986 as may now be in effect or as hereafter may amended.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.7. Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.