

BYLAWS  
OF  
THE PHILIP STODDARD BROWN AND ADELE SMITH  
BROWN FOUNDATION

ARTICLE I

Offices

Section A. Principal Office. The principal office of the Corporation shall be Washington, D.C. The Corporation may have such other offices either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section B. Registered Office. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office as required by the District of Columbia Non-profit Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II

Board of Directors

Section A. General Powers. The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation.

Section B. Number. The initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation. The number of Directors may thereafter be increased or decreased from time to time by resolution of the Board of Directors, but in no event shall the number of Directors be less than three.

Section C. Election, Term, Vacancies, and Removal.

I. Election. Directors shall be elected by the affirmative vote of a majority of the Board of Directors at the annual meeting of the Corporation or at any other meeting of the Board called for such purpose. If a Director or Directors are to be elected at any meeting other than the annual meeting, notice of such meeting shall be given in accordance with Section F of this Article II, provided, however, that such notice shall specify that a purpose of the meeting is the election of one or more Directors.

II. Term of Office. Directors shall serve until their successors are elected.

III. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of Directors comprising the Board, shall be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board, or by such other procedure as may be prescribed by the Board.



IV. Resignations. Any Director may resign at any time by notifying the President or the Secretary in writing. Such resignation shall take effect at the time herein specified.

V. Removal. Any Director may be removed by the affirmative vote of a majority of the Directors then in office if in the judgment of the Directors the best interests of the Corporation would be served thereby.

Section D. Annual Meeting. An annual meeting of the Board of Directors shall be held in December of each year on a date determined by the Board of Directors. It may be held on any other date set pursuant to resolution of the Board of Directors provided at least ten (10) days notice of the new date for the annual meeting is given to each Director.

Section E. Additional Meetings. Additional meetings of the Board of Directors may be called by or at the request of the President or by and three (3) Directors. The person or persons authorized to call such additional meetings of the Board may fix any place as the place for holding any additional meeting of the Board called by them. Notice of such additional meeting shall be given in accordance with Section F of this Bylaw.

Section F. Notice. Notice of any meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered

when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. 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 of waiver of notice of such meeting, unless specifically required by laws or by these Bylaws.

Section G. Quorum. A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section H. Manner of Acting. 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, except where otherwise provided by law or by these Bylaws. Meetings of the Board of Directors or of any Committee formed under the authority of these Bylaws may be held by conference telephone call or any other similar communications equipment which allows all participants to communicate with each other.

Section I. Compensation. Directors as such shall not receive any stated salaries for their services as Directors, provided, however, that to the extent permitted by law nothing herein



contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor or being reimbursed for such ordinary and necessary expenses as he or she may incur in transacting business on behalf of the Corporation and by its authority.

Section J. Action Without a Meeting. Any action which is required to be taken, or which may be taken at a meeting of the Directors may be taken without a meeting if notice is given to all Directors and if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

Section K. Committees (other than Executive Committee). The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees.

Section L. Executive Committee. The Board of Directors by resolution adopted by a majority of the Directors in office may designate and appoint an Executive Committee which will consist of at least three (3) Directors and include at least one of those persons selected as an Officer of the Corporation. The Executive Committee shall, except as otherwise provided by law, have and exercise all the powers of the Board of Directors during the intervals between the meetings of the Board, and shall fix its own rules of procedure. Such committee shall keep a record of its proceedings, which shall from time to time be reported to the

Board of Directors. One or more members of the Executive Committee may participate in any meeting of the committee by means of any communications equipment which would allow all persons participating in the meeting to communicate with each other. Participation by such means shall constitute presence in person.

Section M. Advisors to the Corporation. The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation.

### ARTICLE III

#### Officers

Section A. The Officers. The Officers of the Corporation shall be President, a Vice President, a Treasurer, a Secretary and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including Vice Presidents, Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices except those of President and Secretary may be held by the same person.

Section B. Election and Term of Office. The Officers shall be elected at the regular Annual Meeting of the Board of Directors



and shall serve for terms of two years. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified. Officers may serve for more than one term.

Any Officer or Agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section C. Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any alter time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

Section E. President. The President shall in general supervise the affairs of the Corporation, and act as its Chief Executive Officer subject, however, to the control of the Board of Directors or the Executive Committee of the Board of Directors.

The President shall preside at all meetings of the Board of Directors and of the Executive Committee. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors or the Executive Committee from time to time.

Section F. Vice President. If the President is not present at an annual meeting or at a meeting of the Board of Directors, the Vice President shall preside. If at any time the office of President is vacant, the Vice President shall serve as President until the office is filled. The Vice President shall perform such additional duties as may be assigned by the President or the Board of Directors from time to time.

Section G. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article V of these Bylaws; and, in general, perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section H. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; ensure that



all returns and reports are filed with appropriate federal and local authorities; be custodian of the corporate records and of the seal of the Corporation; see that the seal of the Corporation is affixed to all documents, the executive of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section I. Executive Director. An Executive Director may be selected by the Board of Directors of the Corporation. The Executive Director shall perform such duties as are provided by these Bylaws and as are delegated to the Executive Director by the President, the Board of Directors or the Executive Committee. Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the Corporation, the Executive Director shall hire, direct and discharge all agents and employees and fix their salaries subject to the budget authorized by the Board of Directors. The Executive Director shall have charge of publications, records, property, correspondence, and daily activities of the Corporation and shall report regularly thereon to the President, the Board of Directors and the Executive Committee. The Executive Director may, under the direction of the President or other officer of the Corporation, act for them as they deem appropriate and shall perform such other duties as shall

be required by the Board of Directors. In the event the office of Executive Director is not filled, the President shall assume the duties outlined above.

#### ARTICLE IV

##### Miscellaneous Provisions

Section A. Contracts and Other Documents. The Board of Directors of the Executive Committee, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any Office or Officers, Agent or Agents of the Corporation to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer or the Executive Director.

Section C. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from



time to time select. In the absence of such selection, such deposits shall be made in a depository designated by the Treasurer.

Section E. Waiver of Notice. Wherever any notice whatever is required to be given under the provisions of the Bylaws, under the provisions of the Articles of Incorporation, or by the District of Columbia Nonprofit Corporation Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE V

### Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office a record giving 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.

ARTICLE VI

Annual Audit

The Corporation shall provide for an annual audit of its accounts by a certified public accountant to be chosen by the Board of Directors.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors.

ARTICLE VIII

Seal

The Board of Directors may provide a corporate seal which shall have thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, District of Columbia."

ARTICLE IX

Amendments to the Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Board of Directors present at any regular or at any additional meeting of the Board of which a quorum is present.



I certify that foregoing Bylaws of The Philip Stoddard and Adele Smith Brown Foundation were approved and adopted for the organization by its Board of Directors on October 15, 1989. These Bylaws are currently in effect.

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Philip Stoddard Brown

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Secretary

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October 15, 1989  
Date