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BY-LAWS
OF
BROTHER, HELP THYSELF, INC.

ARTICLE 1 - CHARTER

Section 1 - Part of By-laws. The Charter of this Corporation entitled "Articles of Incorporation of Brother, Help Thyself, Inc.", dated August 13, 1980, is made a full part of these By-laws except that no part of the Charter shall be amended or repealed under the provisions of Article 8 of these By-laws.

Section 2 - Amendments. Any portion of the Charter may be amended or repealed at any annual or special meeting of the member organizations, called for that purpose as provided for in Article 2 of these By-laws, only after the advice of attorney and only in accordance with the general laws of the District of Columbia and of the United States respecting corporations.

Section 3 - Keep in Good Order. It shall be the duty of the Board of Directors or the President to keep the Charter in good standing under the laws of the District of Columbia and of the United States and to pay any fee or fees so required and to promptly file all reports, papers, or other instruments so required.

Section 4 - Retain an Attorney. The Board of Directors may retain an attorney to advise it or to act in its name, when so authorized, for such time and for such other purpose it may deem expedient.

ARTICLE 2 - MEMBERS

Section 1 - Annual Meetings. The Corporation shall, after the year 1980, hold annually a regular meeting of its member organizations for the transaction of general business at 9:00 P.M. on the second Wednesday in the month of March each year, if not a legal holiday. Such annual meetings shall be general meetings, that is to say, open for the transaction of any business within the powers of the Corporation, without special notice of such business, except in cases in which special notice is required by statute, by the Charter, or by the By-laws.

1 Section 2 - Representation at the Annual Meeting. Such annual meeting may be attended by any
2 member entitled to vote under the by-laws of any member organization. However, each member
3 organization shall have only one (1) vote which shall be cast by that designated (certified) representative,
4 as required, on all matters requiring a vote brought before the annual meeting. The president or secretary
5 of each member organization shall designate its representative at the annual meeting to the President
6 and Secretary of this Corporation before the annual meeting is called to order. The meeting is open to all
7 and those recognized by the President shall be invited to speak at the annual meeting but shall have no
8 vote.

9 Section 3 - Special Meetings. At any time in the interval between annual meetings, special
10 meetings of the member organizations may be called by the President or by a majority of the Board of
11 Directors under the provisions of Section 5 of this Article, with the same rules of representation as
12 provided in Section 2 of this Article.

13 Section 4 - Place of Meetings. All annual or special meetings shall be held at The Dignity Center,
14 721 8th Street, SE Washington, DC 20003, except in cases in which the notice thereof designates some
15 other place.

16 Section 5 - Notice of Meetings. Notice of every annual or special meeting of the member
17 organizations shall be given to each member organization entitled to vote at such meeting thirty (30) days
18 (or more) before such meeting. Notice of every special meeting shall be in writing and the date, address,
19 and time, and matter(s) of business to be decided shall be stated in the notice. Failure to give notice of
20 any annual meeting of the Corporation or any irregularity in such notice, shall not affect the validity of any
21 election or question acted upon at the meeting. Voting shall be by ballot and shall be conducted by two
22 inspectors, in which event the proxies and ballots shall be received, and all questions touching the
23 qualifications of voters and the validity of proxies and the acceptance or rejection of votes shall be
24 decided by such inspectors. Such inspectors shall be appointed by the Board of Directors, none of whom
25 need be a Director.

26 Section 6 - Proxies. Any member organization entitled to vote at any annual or special meeting
27 may vote either in person or by proxy, such proxy to be in writing, signed by the president or secretary of

1 the member organization or its duly authorized attorney-in-fact, and dated, but need not be sealed,
2 witnessed or acknowledged. It shall be delivered to the President or Secretary of this Corporation.

3 Proxies are not permitted at regular or additional meetings of the Board of Directors.

4 Section 7 - List of Members. At each annual or special meeting of member organizations a full,
5 true and complete list of all member organizations and their designated (certified) representative entitled
6 to vote at such meetings shall be noted by the Secretary.

7 Section 8 - Quorum-Members. The number of member organizations which shall be present in
8 person or represented by proxy at any meeting of member organizations, in order to constitute a quorum
9 for the transaction of any business shall be at least three member organizations of the said Corporation.

10 Section 9 - Observer Status. By a vote of sixty (60%) percent of the entire Board of Directors at a
11 regular meeting or an additional meeting, the Board of Directors may admit an organization interested in
12 becoming a member of the Corporation to observer status. An organization so admitted is expected to
13 attend all meetings of the Board and participate actively in the affairs of Brother, Help Thyself, Inc., so
14 that the observer organization may get to know the member organizations and the operations of this
15 Corporation and so that the member organizations may observe the potential member over a period of
16 time. An organization in observer status may participate fully in the Board's deliberations but does not
17 have a vote.

18 Section 10 - New Members. By a vote of sixty percent (60%) of the entire Board of Directors at a
19 regular meeting or at a regular meeting immediately preceding the annual meeting of this Corporation, or
20 at a special meeting called for that purpose under the provisions of Article 2, Section 3 of these By-Laws,
21 the Board of Directors may vote that an organization, which has served a minimum of six (6) months as
22 an observer, should become a member of the Corporation. The new member organization shall
23 immediately be represented on the Board of Directors and at the annual and special meetings of this
24 Corporation and shall have all rights and responsibilities conferred by the Charter and By-Laws.

25 Section 11 - Withdrawal from Membership. Member organizations, by a resolution of its members
26 under the provisions of its by-laws, may withdraw from membership in this Corporation. In such case, the
27 Board of Directors is decreased in number by such withdrawal(s).

1 resigned, or shall have been removed in the manner provided by the by-laws of that member organ-
2 ization. Each Director shall at all times be qualified, as defined in that member organization's by-laws, to
3 represent his member organization. If he cannot so qualify, he shall cease to be a Director of this
4 Corporation. Any such disqualification, resignation, or removal of a Director shall not affect the status in
5 this Corporation of any member organization except as herein provided in Article 2, Section 12 or 13 of
6 these By-Laws. Each Director shall be certified by the president or secretary of the member organization
7 which he represents, as its Director, to the Secretary of this Corporation. It is an obligation of each
8 member organization to see that its Director on the Board of Directors fulfills his duties, and that a
9 qualified Director be selected at all times. If this does not occur, the Secretary shall write to the member
10 organization, explain the situation, and request action.

11 Section 3 - Regular Meetings. After each annual meeting as herein provided in Article 2, Section
12 1 of these By-laws, the Board of Directors shall meet not sooner than ten (10) days and not later than
13 forty-five (45) days thereafter, on a date and at a time and location within the District of Columbia
14 determined at the annual meeting for the purpose of organization and the transaction of other business.
15 Other regular meetings of the Board of Directors shall then be held monthly on such dates and times and
16 at such places within or without the District of Columbia as may be designated from time to time by the
17 Board of Directors, except that no regular meeting of the Board of Directors shall serve as the regular or
18 special meeting of any other group, organization, or corporation.

19 Section 4 - Additional Meetings. Additional meetings of the Board of Directors may be called at
20 any time by the President or by a majority of the Board of Directors. Such meetings shall be held at such
21 place or places within or without the District of Columbia as may be designated from time to time by the
22 Board of Directors, except that no additional meeting of the Board of Directors shall serve as the regular
23 or special meeting of any other group, organization, or corporation.

24 Section 5 - Notice of Meetings. Except as provided in Section 3 of this Article 3, notice of the
25 place, day and hour of every regular and additional meetings of the Board of Directors shall be given to
26 such Directors three (3) days (or more) in advance of the meeting, by sending the same to him
27 personally, Unless required by resolution of the Board of Directors, no notice of any meeting of the Board

1 of Directors need state the business to be transacted thereat. Notice may be waived by any Director. Any
2 meeting of the Board of Directors, regular or additional, may adjourn from time to time to reconvene at the
3 same, or some other place, and no notice need be given of any such adjourned meeting other than by
4 announcement.

5 Section 6 - Quorum. The number of Directors necessary at any meeting in order for the
6 transaction of any business shall be a minimum of three (3) directors.

7 Section 7 - Compensation. The Board of Directors shall not receive any compensation for their
8 services nor shall any expenses be paid for attendance at any annual or special meeting of the member
9 organizations or for attendance at any regular or additional meeting of the Board of Directors.

10 Section 8 - Liability. Any person made a party to any action, suit or proceeding by reason of the
11 fact that he, his testator or in testator, is or was a Director or Officer of this Corporation, shall be
12 indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and
13 necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in
14 connection with any appeal therein, except in relation to matters as to what it shall be adjudged in such
15 action, suit, or proceeding that such Director or Officer is liable for misconduct in the performance of his
16 duties. The Board of Directors may purchase liability insurance on behalf of the Corporation and its
17 Officers and Directors.

18 19 **ARTICLE 4 - OFFICERS/AGENTS**

20 Section 1 - Executive Officers. The Board of Directors shall elect a President and a Vice-
21 President from among the Directors or from among the active voting members of a member organization
22 who shall have been a Director within the previous three (3) years of his election. The Board of Directors
23 shall elect a Secretary and a Treasurer who need not be Directors. Any two of the above-mentioned
24 offices, except those of President and Vice-President, may be held by the same person. Officers shall be
25 elected at the regular meeting of the Board of Directors in February. An officer shall hold office through
26 the time he presents his report of the preceding year's activities the annual meeting, or until his successor
27 shall have been duly chosen and qualified, or until he shall have resigned or shall have been removed. If

1 an officer is not present at the annual meeting, his successor shall take office at the beginning of the
2 annual meeting. The individual who is recording the Minutes for the annual meeting will be responsible for
3 the Minutes of the entire meeting. Any vacancy in any of the above offices shall be filled for the unexpired
4 portion of the term by the Board of Directors at the regular or additional meeting of the Board of Directors
5 held after any such vacancy.

6 Section 2 - President. The President shall preside at all annual or special meetings of the
7 member organizations and at all meetings, regular or additional, of the Board of Directors at which he
8 shall be present. He shall have general charge and supervision of the business of the Corporation. He
9 may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts
10 or other instruments, except in cases in which the signing and execution thereof shall have been
11 expressly delegated to some other Officer or agent of the Corporation. He shall perform all duties incident
12 to the office of the President of a Corporation, and such other duties as from time to time may be
13 assigned to him by the Board of Directors.

14 Section 3 - Vice-President. The Vice-President at the request of the President, or in his absence,
15 or during his inability to act, shall perform the duties and exercise the functions of the President, and
16 when so acting shall have the powers of the President. The Vice-President shall have such other powers
17 and perform such other duties as may be assigned from time to time to him by the Board of Directors or
18 the President.

19 Section 4 - Secretary. The Secretary shall keep the minutes of all annual and special meetings of
20 the member organizations and of all regular and additional meetings of the Board of Directors. He shall
21 see that all notices are duly given in accordance with the provision of these By-laws or as required by law.
22 He shall be custodian of the records of the Corporation. He shall see that the Corporation Seal is affixed
23 to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized,
24 and when so affixed may attest the same, and in general, shall perform all duties incident to the Office of
25 Secretary of a Corporation, such other duties as are herein outlined in these By-laws, and such other
26 duties as from time to time may be assigned to him by the Board of Directors or the President.

1 Section 5 - Treasurer. The Treasurer shall have charge of and be responsible for all funds,
2 securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited in
3 the name of the Corporation, all moneys or other valuable effects in such bank, trust company, or other
4 depositories as shall, from time to time, be selected by the Board of Directors. He shall render to the
5 President or to the Board of Directors, whenever required or requested, an account of the financial
6 condition of the Corporation, and in general, he shall perform all duties incident to the Office of Treasurer
7 of a Corporation, and such other duties as may be assigned to him from time to time by the Board of
8 Directors or the President.

9 Section 6 - Subordinate Officers. The Board of Directors may from time to time appoint or elect
10 such subordinate officers as it may deem desirable including but not limited to, one or more assistant
11 secretaries or assistant treasurers, none of whom need be Directors. Each such subordinate officer shall
12 hold office for such period, not to exceed one (1) year, and from date of appointment shall perform such
13 duties as the Board of Directors or the President may prescribe.

14 Section 7 - Executive Director. The President may nominate an individual to serve as Executive
15 Director, subject to confirmation by a majority of the Board of Directors. This person shall have by
16 experience, background, or training expertise to oversee the daily activities of the Corporation. The
17 Executive Director shall be responsible for direct interaction with and between officers, Directors and
18 Committee Chairs. The Executive Director shall share the responsibility of representing Brother, Help
19 Thysself at such meeting, activities, and events, as necessary. The Executive Director may act as agent of
20 the corporation, but if the Executive Director is a Director or an Officer of the Corporation, he may not be
21 compensated for services. The Executive Director may perform duties prescribed by the President and/or
22 the Corporation. The Executive Director need not be a member of Member Organization. The Executive
23 Director shall serve for one (1) year. As circumstances may alter with time, the Executive Director may
24 be designated an authorized agent for services on behalf of the Corporation by the Board of Directors
25 under Article 5, Section 2 of these By-Laws.

26 Section 8. Committees. The Board of Directors or the President may from time to time create
27 any committee or committees for a fixed period, not to exceed one (1) year, to advise on any matter. The

1 President shall appoint, subject to the confirmation by a majority of the Board of Directors, all committee
2 Chairs.

3 Section 9 - Compensation. The Board of Directors shall not compensate any Officer or officers of
4 the Corporation for their services nor shall any expenses be paid for attendance at any annual or special
5 meeting of the member organizations or for attendance at any regular or additional meeting of the Board
6 of Directors. Reimbursement may be paid to any Officer for any expense(s) incurred in the performance
7 of official duties. Receipts for such expense(s) shall be submitted to the Treasurer before payment is
8 made by him. The Treasurer shall report all such payments to the Board of Directors at its meeting,
9 regular or additional, following such payment. A majority of the Board of Directors may require such
10 reimbursed expense(s) to be repaid by the Officer to the Corporation.

11 Section 10 - Removal. Any Officer of the Corporation may be removed from that office, with or
12 without cause, by a vote of a majority of the entire Board of Directors at a meeting, regular or additional,
13 notice of which shall specify such intended action under provision of Article 3, Section 5 of these By-
14 Laws.

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ARTICLE 5 - FINANCES

17 Section 1 - Checks, Drafts, Etc. All checks, drafts, and orders for payment of money, notes and
18 other evidence of indebtedness, issued in the name of the Corporation, shall be signed by two of the
19 following: the Treasurer, the President, the Vice-President and the Secretary.

20 Section 2 - Compensation of Outside Contractors or Agents. By resolution of the Board of
21 Directors, the Treasurer shall pay any authorized contractor or agent for services rendered on behalf of
22 the Corporation upon receipt of a duly executed invoice or bill.

23 Section 3 - Annual Reports. A full and true written statement of the affairs of the Corporation shall
24 be submitted at the annual meeting of the member organizations and filed not later than the regular
25 meeting of the Board of Directors thereafter at the principal office of the Corporation as required
26 by law. Such statement shall be prepared by the President and the Treasurer of the Corporation.

27 Section 4 - Fiscal Year. The fiscal year of the Corporation shall be from February 1 to January 31.

1 the District of Columbia or of the United States respecting corporations, these By-laws, Charter, and
2 general laws shall have precedence. The President may appoint a Parliamentarian who need not be a
3 Director or an Officer. The Parliamentarian shall serve for such a period as the President directs, but the
4 appointment may not exceed one (1) year.

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6 **ARTICLE 7 - NON-DISCRIMINATION IN LANGUAGE**

7 Section 1 - Language. In all provisions of these By-laws, wherever the masculine form of
8 language is used, it is expressly understood that it refers to the feminine as well. The Board of Directors
9 shall not make any rule or take any action that would exclude any person or organization on the basis of
10 race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation,
11 gender identity or expression, family responsibilities, matriculation, genetic information, disability, or
12 political affiliation.

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15 **ARTICLE 8 - AMENDMENTS**

16 Section 1 - Amendments. Any and all provisions of these By-laws may be altered or repealed and
17 new By-laws adopted at any annual meeting or at a special meeting called for that purpose, by a vote of
18 sixty percent (60%) of all member organizations entitled to vote at such meeting. The text of any
19 proposed alteration or repeal shall be given in writing by the Secretary to each member organization
20 through its Director at least thirty (30) days before the annual meeting or the special meeting called for
21 that purpose as herein provided in Article 2 of these By-laws.

22 ADOPTED by the member organizations of Brother, Help Thyself, Inc. at the Special Meeting of
23 the Corporation on the 11th day of January, 2012.

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28 _____
29 Jim Slattery
30 Secretary
Brother, Help Thyself