

**BYLAWS**  
**OF**  
**THE CIVIL RIGHTS DIVISION ASSOCIATION**

**Adopted: June 19, 1998**

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BYLAWS  
OF  
THE CIVIL RIGHTS DIVISION ASSOCIATION

(formed under the District of Columbia  
Nonprofit Corporation Act)

ARTICLE I

Offices

Section 1.01 Location. The principal office of the Civil Rights Division Association (the "Corporation") shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

Members

Section 2.01 Who Shall Be Members. The members of the Corporation shall consist of former and present employees of the Civil Rights Division of the United States Department of Justice, present and former employees of the United States Department of Justice who worked or are working on matters of concern to the Civil Rights Division (including spouses and descendants of employees) and such other persons as may be elected to membership from time to time by the Board of Directors.

Section 2.02 Term of Membership. Unless a shorter term shall be specified at the time of election, the term of any membership shall be life; provided, however, that any member may

resign at any time upon written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the Board of Directors.

### ARTICLE III

#### Board of Directors

Section 3.01 Power of Board. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia.

Section 3.02 Number of Directors. The number of directors of the Corporation shall be not less than three (3) nor more than thirty (30). 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.

The Board of Directors shall be divided into three (3) classes, Class A, Class B, and Class C, and each director shall be assigned to a class at the time of his or her election. The number of directors in each class shall be determined by the Board.

Section 3.03 Election and Term of Directors. The initial Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of directors. Directors shall be elected to a term of three years, except that:

(1) If the number of directors in any class is increased, the term of a director elected to such a newly-created vacancy shall end at the same time as the term of other directors in that class;

(2) A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and until his or her successor is elected and qualified;

(3) In 1998 and every third year thereafter, the term of any director in Class A shall end at the annual meeting of the Board;

(4) In 1999 and every third year thereafter, the term of any director in Class B shall end at the annual meeting of the Board;

(5) In 2000 and every third year thereafter, the term of any director in Class C shall end at the annual meeting of the Board.

Subject to the provisions of this Section, directors shall be elected at an annual meeting of the Board of Directors, and each director shall continue in office until his or her successor is elected or qualified. Any individual who serves two full three-year terms in succession must rotate off the Board for a period of one (1) year before being eligible for re-election.

Section 3.04 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 then in office though less than a quorum of the Board.

Section 3.05 Removal of Directors. A director may be removed with or without cause by action of the Board, provided that such action is taken at a meeting of the Board called expressly for that purpose.

Section 3.06 Resignations. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board 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 3.07 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, one-third 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.

Section 3.08 Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors.

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 objecting to the transaction of 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 of Directors need be specified in the notice or waiver of such meeting.

Section 3.09 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board 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.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, 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 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, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

#### ARTICLE IV

##### Committees

Section 4.01 Committees; Authority. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him by law.

## ARTICLE V

### Officers, Agents and Employees

Section 5.01 Officers. The Board of Directors shall elect or appoint a Chair of the Board, who shall also serve as the President of the Corporation, a Secretary and a Treasurer, and it may, if it so determines, elect or appoint one or more 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 5.02 Term of Office and Removal. Each officer shall hold office for the term (not exceeding three years) for which he is elected or appointed and until his 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 interest of the Corporation will be served thereby.

Section 5.03 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 and, to the extent not so provided, as generally pertain to their respective offices.

Section 5.04 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board 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 5.05 Compensation of Officers, Agents and Employees. The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

The Corporation may 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 power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

## ARTICLE VI

### Miscellaneous

Section 6.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.02 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 6.03 Books and Records to be Kept. The Corporation shall keep at its registered office in the District of Columbia, (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, 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 members. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 6.04 Amendment of Articles and Bylaws. The Articles of Incorporation may be amended by a majority vote of the directors then in office. Bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors.

Section 6.05 Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation may 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 or her own negligence or 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 to reimburse such expense if it should be ultimately determined that he or she 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 or her 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 now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

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