

Non-Profit Bylaws

of

The BHT Foundation, Inc.

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PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of District of Columbia and the Articles of Incorporation of the BHT Foundation, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of the District of Columbia, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.

Article I – Name

The legal name of the Non-Profit Corporation shall be known as the BHT Foundation, Inc. and shall herein be referred to as the “Corporation”.

Article II – Purpose

The general purpose for which this Corporation has been established are as follows: The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation.

The Corporation is established within the meaning of IRS Publication 557 Section 501© 3 Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for/to organizing and conducting charitable fund-raising events, the proceeds from which will be donated to tax-exempt, charitable organizations, and foundations.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the District of Columbia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501© 3 of the Code, such as certain political and legislative activities.

Article III – Offices

The principal office of the Corporation shall be located at 1618-B Belmont Street, NW, Washington, DC 20009. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

Article IV – Dedication Of Assets

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall ensure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501© of the Code.

Article V – Board of Directors

Section 5.01—General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of District of Columbia. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provision of these Bylaws authority and responsibility to see that the policies and directives are appropriately followed. The Board of Directors shall keep full and fair accounts of its transactions.

Section 5.02—Fiduciary Requirements

Board directors only have three fiduciary responsibilities. (1) Duty of Care: Duty of care means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would. (2) Duty of Loyalty: Duty of loyalty means publicly disclosing any conflicts of interests and not using board service as a means for personal or commercial gain. (3) Duty of Obedience: Duty of obedience means that board directors must make sure that the nonprofit is abiding by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities.

Section 5.03—Numbers and Qualifications

Each member of the Board of Directors shall be at least 18 years of age at the time of their election. The Board shall be made up of up to twenty (20) members, but no fewer than three (3) Board members. The number of Board members may be increased beyond 20 members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the District of Columbia.

Section 5.04—Board Compensation

The Board of directors shall not compensate any Officer or officers of the Corporation for their services, nor shall any expenses be paid for attendance at any Annual, Regular, Additional, or Special Meeting of the Board of Directors. Reimbursement may be paid to any Officer for any expense(s) incurred in the performance of official duties. Receipts for such expense(s) shall be submitted to the Treasurer before payment is made by them. The Treasurer shall report all such payments to the Board of Directors at any Annual, Regular, Additional, or Special Meeting, following such payment. A simple majority vote may require such reimbursed expense(s) to be repaid by the Officer to the Corporation.

Section 5.05—Board Elections

Directors shall be elected in the following manner: At any Regular or Special Meetings of the Corporation, the Executive Committee may submit a nomination(s) and their credential(s) to the Board of Directors for consideration as elected members of the Board. This may also include election of Directors to fill vacancies on the Board caused by completion of a Director's initial or subsequent term, resignation, or creation of additional new Director positions. The Board may vote on candidates as soon as the Regular Meeting immediately following the meeting in which the nomination is submitted. A simple majority vote of the attending Board members shall be necessary for the election of a Director(s). The newly elected director shall have voting privilege effective immediately.

Section 5.06—Terms of Board

All elected to the Board shall be for a term of two (2) years commencing and ending with the date of the previous Annual Meeting. No person shall serve more than five (5) consecutive terms, unless a simple majority of the then-serving Board, during a Board Meeting at which a quorum is present, votes to appoint a Board member to an additional year(s). No person shall serve more than 10 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member upon written request by the Executive Committee or after a hiatus in service of the Corporation's Board of at least one year.

Section 5.07—Vacancies

A vacancy on the Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, found by final order or judgement of any court to have breached a duty pursuant to the

Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board, or a total of four (4) meetings of the Board during any one calendar year;

c) An increase in the authorized number of directors; or

d) The failure of the directors, at any Annual or other meetings of the Board at which director(s) are to be elected, to elect the full authorized number of directors.

The Board, by way of affirmative vote of a simple majority of attending Board Members, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article V—Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of Corporation, the Secretary of Corporation, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of the District of Columbia is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy of the Board may be filled by a simple majority of the then-serving directors, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. A Board member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 5.08—Resignations

Each Board Member shall have the right to resign at any time upon written notice thereof to the Secretary of the Board, the President of the Corporation, or the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.09—Removal

A Board Member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmation of Two-Third ($\frac{2}{3}$) attending Board Members.

Section 5.10—Meetings and Attendance

A. Place of Meeting

Meetings of the Board may be held at such place within or without the District of Columbia as the Board may from time to time appoint, or as may be designated in the notice of the meeting. The Executive Committee may, in its sole discretion, determine that any meeting of the members shall not be held at any place, but may instead be held solely by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive two (2) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such remote meeting.

B. Annual Meeting

The Board shall hold an Annual Meeting of the Board on the second Wednesday of the month of December of each year if it is not a legal holiday. Such Annual Meeting shall be for the transaction of general business and strategic planning. Such Annual Meeting shall be without special notice of such business, except in cases in which special notice is required by statute, policy, by the Charter, or by the Bylaws.

C. Regular Meetings

The Board shall hold a minimum of one (1) Regular Meeting per calendar quarter. Regular Meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. If the date fixed for any such Regular Meeting be a legal holiday under the laws of the District of Columbia, then the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. At such meetings, the Directors shall transact such business as may properly be brought before the meeting. Notice of Regular Meetings need not be given unless otherwise stated by law or by these Bylaws. The dates and times of such Regular Meetings may be rescheduled following the initial resolution setting the date and time; provided, however, that a minimum of five (5) days' notice is given for the rescheduling of such Regular Meetings.

D. Special Meetings

Special Meetings of the Board shall be held whenever called by the President, or by two (2) or more Directors. Notice of each such meeting shall be given to each Director by telephone, electronic mail, or in writing at least one (1) day (or five (5) days in case of notice by mail) before the time at which the meeting is to be held. Every such notice

shall state the date, time, place, and purpose of the meeting.

Section 5.11—Minutes

The Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such orders as the Board may determine from time to time. However, if the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, or electronically delivered within 10 business days after the close of each Board meeting.

Section 5.12—Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of Directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Boards members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" acknowledgements shall be effective as original signatures for all voting and consent both within and apart from Board Meetings.

Section 5.13—Quorum

At each meeting of the Board or Board Committees, the presence of 51% persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board member serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Article of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the

meeting they are present by telephone or web conferencing with the other Board members participating in the meeting.

Section 5.14—Voting

Each Elected Director shall only have one vote. Each Appointed Club Director shall only have one vote.

Section 5.15—Board Member Attendance

Board members are expected to attend at least 7 Regular Meetings and the Annual Meeting. A Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to re-evaluate with the President their commitment to the Corporation. The Board may deem a Board member who has missed three (3) consecutive meetings without explanation to have resigned from the Board.

Article VI—Member Organizations

Section 6.01—Definition

A Member Organization is any organization that provides support to or has an interest in the activities of this Corporation and has applied for Membership Status which has subsequently been approved by the Board of this Corporation in accordance with these Bylaws.

Section 6.02—Application for Membership Status

Application for Membership Status may be made to the Board at any time in writing by submitting the application to the President. The Board shall define the application process by providing a form for the application requesting whatever data and information it deems necessary to consider an organization's application.

Section 6.03—Approval

Applications for Membership Status shall be considered by the Board at the Annual, Regular, or Special Meeting called for the purpose. An application shall be approved by a simple majority of attending board members.

Section 6.04—Member Organization Appointed Director

Each Member Organization approved by the Board of this Corporation and in good

standing shall have the right to appoint representation **at their discretion**. Member Organizations may withdraw an appointment at any time with notice given in writing to the President or Secretary of this Corporation and make a new appointment providing it is done in accordance with these Bylaws. This Corporation shall also have the right to remove a Member Organization Appointed Director in accordance with these Bylaws.

In the event that the primary and alternate are not available, any member of the Board's Officer may step in with full voting privilege. A board officer is defined as the Board's President, Vice President, Secretary, and/or Treasurer.

Section 6.05—Withdrawal from Membership

Member Organizations, by a resolution of its governing body, under the provisions of its Bylaws, may withdraw from membership of this Corporation.

Section 6.06—Removal from Membership

Board members are expected to attend at least 7 Regular Meetings and the Annual Meeting. A Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to re-evaluate with the President their commitment to the Corporation. The Board may deem a Board member who has missed three (3) consecutive meetings without explanation to have resigned from the Board.

Article VII—Officers

Section 7.01—Officers and Duties

The Board shall elect officers of the Corporation which shall include a minimum of two (2) separate officers; a President and a Treasurer, and such other officers as Board may be designated by resolution but in no case less than 1 officer to prepare minutes of Meetings and authenticate the records of the Corporation. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board may assign to them at their discretion.

The officers will be elected by the Board at the Annual Meeting in the month of December, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under any contract of employment, any officer may be removed with

or without cause by the Board with a simple majority vote. Once elected, board members will assume elected positions starting at the January Board Meeting.

All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation, and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office.

Section 7.02—President

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.

The President, at all times, is authorized to contract, receive, deposit, disburse, and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation except in cases in which the signing and execution thereof shall be expressly delegated to some other Officer or agent of the Corporation. This person shall perform all duties incident to the office of the President of a Corporation, and such other duties as from time to time may be assigned by the Board of Directors.

Section 7.03—Vice-President

In the absence of the President, at the request of the President, or in the event of their

inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on the President and perform such other duties as may be assigned from time to time to them by the President.

Section 7.04—Secretary

The Secretary, or their designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. They shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized, and when so affixed may attest the same, and in general, shall perform all duties incident to the Office of Secretary of a Corporation, such other duties as are herein outlined in these Bylaws, and such other duties from time to time may be assigned by the President.

Section 7.05—Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retaining earnings, and other matters customarily included in financial statements. This person shall have the experience, background, or training to oversee the duties as assigned.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board, and shall render to the President, and the directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

Section 7.06—Executive Director

The President may nominate an individual to serve as the Executive Director, subject to confirmation by a majority of the attending Board members. This person shall have by experience, background, or training expertise to oversee the daily activities of the Corporation. The Executive Director shall be responsible for direct interaction with and between Officers, Directors, and Committee Chairs. The Executive Director shall share

the responsibility of representing the Corporation at such meetings, activities, and events, as necessary.

The Executive Director may act as agent of the Corporation, but if the Executive Director is a Director or an Officer of the Corporation, this person may not be compensated for services. The Executive Director may perform duties prescribed by the President and/or the Corporation. The Executive Director need not be a member of the Board. The term of the Executive Director shall be one (1) year commencing and ending with the Annual Meeting. The position may be filled for the remainder of the term by vote at any Regular, Annual, or Special Meeting of the Board. As circumstances may alter with time, the Executive Director may be designated an authorized agent for services on behalf of the Corporation by the Board.

Section 7.07—Subordinate Officers

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

Section 7.08—Compensation

The Board shall not compensate any Officer or officers of the Corporation for their services, nor shall any expenses be paid for attendance at any Annual, Regular, or Special Meeting of the Board. Reimbursement may be paid to any Officer for any expense(s) incurred in the performance of official duties. Receipts for such expense(s) shall be submitted to the Treasurer before payment is made by them. The Treasurer shall report all such payments to the Board at any Annual, Regular, or Special Meeting, following such payment. A simple majority of the Board may require such reimbursed expense(s) to be repaid by the Officer of the Corporation.

Section 7.09—Removal

Any Officer of the Corporation may be removed from that office, with or without cause, by a vote of simple majority of the entire Board at a Regular, Special, or Annual meeting, notice of which specifies such intended action under provision of these Bylaws.

Article VIII – Committees

Section 8.01—Committee of Directors

The Board may, from time to time, and by resolution adopted by a simple majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) Director and may also include persons who are not on the board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board may not have any non-director members. The Board may designate one (1) or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a simple majority of the then-serving Directors, provided that a quorum is present. The Board may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board that by its express terms is not so amendable.
- f) Appoint any other committees of the Board or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law. Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation Funds.

Section 8.02—Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 8 – Committees of these Bylaws concerning meetings and actions of the Directors, with such changes in the context of those Bylaws

as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the rights to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of:

- a) Directors;
- b) Directors or staff of the Corporation whom the director believes to be reliable and competent in the matters presented; or
- c) Counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Section 8.03—Executive Committee

Pursuant to Article 8 – The Executive Committee shall consist of four (4) Executive Officers, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have, and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 8 – Committee of Directors. The Secretary of the Corporation shall send each director a summary report of the business conducted in any meeting of the Executive Committee.

Section 8.04—Finance Committee

The Finance Committee, if created, shall be responsible for making sure the Corporation's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. The Finance Committee shall consist of the Board Treasurer, one (1) executive committee officer, and one (1) additional director.

Section 8.05—Nominating Committee

The Nominating Committee, if created, shall have the responsibility of meeting and vetting potential new board members. Among their duties, nominating committees help to create and develop policies and submit them for board recommendation. Nominating committees may also develop policies for board members' giving and fundraising expectations. Nominating committees may write descriptions for board officers, board members and committee charters for standing and ad hoc committees. On an as-needed basis, nominating committees may evaluate the board's term limits and modify them if needed for board efficiency or to accommodate the changing size of the board.

Section 8.06— Marketing and Communications Committee

The purpose of the Marketing and Communications Committee is to build and support the organizational brand of the BHT Foundation, by ensuring ongoing, high-quality marketing and communications. The authority and responsibilities of the marketing and communications committee shall be found with their specific committee charter located in Appendix C. This charter shall be reviewed and reassessed by the Marketing Committee at least annually, and any proposed changes shall be submitted to the Board of Directors for approval.

Section 8.07— Development Committee

The purpose of the Development Committee is to create a development plan that will sustain the foundation's main mission of providing grants and supporting our community. The authority and responsibilities of the Development Committee shall be found with their specific committee charter located in Appendix D. This charter shall be reviewed and reassessed by the Development Committee at least annually, and any proposed changes shall be submitted to the Board of Directors for approval.

Section 8.08— Grants Committee

The purpose of the Grants Committee is to create a seamless grant cycle while supporting grantees in their bid for foundation support. The authority and responsibilities of the grants committee shall be found with their specific committee charter located in Appendix E. This charter shall be reviewed and reassessed by the Grants Committee at least annually, and any proposed changes shall be submitted to the Board of Directors for approval.

Article IX—Standard Of Care

Section 9.01—General

A Director shall perform all the duties of a Director, including, but not limited to:

- a) Board members will be fully committed and dedicated to the mission and have pledged to carry out the foundation mission and vision.
- b) Board members will be fiscally responsible for this organization. Board Members will know what is contained in the organizational budget and take an active part in reviewing, approving, and monitoring the budget and fundraising to meet it.
- c) Board members will be legally responsible for the foundation and will oversee the implementation of policies and grant programs.
- d) Board members will accept the bylaws and operating principles manual and understand that they are morally responsible for the health and well-being of this organization.
- e) Board members will give or get a financial donation. Board members will participate in one fundraiser or hold one fundraiser. Board members will actively engage in fundraising for this organization in whatever ways are best suited for themselves. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. Board members will make a good-faith agreement to do their best and to raise as much money as they can.
- f) Board members will attend board meetings, be available for phone consultation, and serve on at least one committee. ALL Board members are expected to attend at least 7 meetings and the annual meeting.
- g) Board members will review and score all grant applications assigned to me.

Except as herein provided in Article 9 – Standard of Care, any person who performs duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Section 9.02—Loans

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officers, unless approved by the District of Columbia Attorney General; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director so

long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 9.03—Conflict of Interest

The purpose of the Conflict-of-Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations and is not intended as an exclusive statement of responsibilities.

Section 9.04—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 who are considering the proposed transaction or arrangement.

Section 9.05—Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.

Section 9.06—Addressing A Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President, if deemed necessary and appropriate, appoints a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) 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.

d) 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 simple majority vote of the disinterested Directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter in the transaction or arrangement in conformity with this determination.

Section 9.07—Violations of Conflict-of-Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict-of-interest, it shall take appropriate disciplinary and corrective action.

Section 9.08—Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

a) The names of all the persons who disclosed 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 decision as to whether a conflict of interest in fact existed.

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

Section 9.09—Acknowledgement of Conflict-of-Interest Policy

Each Director, Principal Officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict-of-interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9.10—Violation of Loyalty: Self-Dealing Contracts

A self-dealing contract is any contract or transaction:

- a) Between this Corporation and one or more of its Directors, or between this Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest (“Interested Director”); or
- b) Between this Corporation and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation.

Said self-dealing shall not be voided or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board or committee which authorizes, approve, or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (Without including the vote of any membership owned by said Interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board or committee authorizes, approved, or ratifies the self-dealing contract in good faith—without counting the vote of the Interested Director(s)—and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Section 9.11—Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its “agents”, as described by law, including its Directors, Officers, Staff, and Volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” and including any action by or in the right of the Corporation, by reason of the fact that, the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending an “proceeding” shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

Article X—Execution of Corporate Instruments

Section 10.01—Execution of Corporate Instruments

The President may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of the Corporation, other Corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by two of the following: The Treasurer, the President, the Vice-President, and the Secretary.

Section 10.02—Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Article XI—Records and Reports

Section 11.01—Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 11.02—Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 11.03—Maintenance and Inspection of Other Corporate Records

The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and Committees of the Board. All such records shall be kept at a place or places as designated by the Board and Committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.

Upon leaving office, each officer, staff, or agent of the Corporation shall turn over to their successor or the President, in good order, such Corporation monies, books,

records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, staff, or agent during their term of office. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Section 11.04—Preparation of Annual Financial Statements

The Board may retain a certified public accountant to provide an annual financial review, prepare taxes, or perform any other duties as designated by the Board. The Board may appoint three (3) of their members from time to time, none of whom may be an Officer of this Corporation, to review the books of this Corporation as maintained by the Treasurer. They shall report the results of their findings to the Board at the Annual Meeting and shall make such recommendations as they see fit.

Those recommendations, if voted in the affirmative by the Board, shall become binding on the future conduct of the Treasurer of this Corporation, until they are rescinded in like manner or until recommendations are made and passed that preclude them. The Corporation shall prepare annual financial statements using generally accepted accounting principles. The Corporation shall make these financial statements available to the District of Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Section 11.05—Reports

The Board shall ensure a full and true written or typed statement of the affairs of the Corporation shall be submitted at the Annual Meeting of the Board and filed not later than the Regular Meeting of the Board of Directors thereafter at the principal office of the Corporation as required by law, and shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. These reports shall be prepared by the President and the Treasurer of the Corporation.

Article XII—Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

Article XIII—Amendments and Revisions

These bylaws may be adopted, amended, or repealed by a vote of sixty percent (60%) of the then-serving Directors. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these bylaws. If any provision of these bylaws required the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

The text of any proposed alteration or repeal shall be given in writing or by electronic email by the Secretary to each Director at least thirty (30) days before the Annual Meeting or the Special Meeting called for that purpose as herein provided in these Bylaws.

Article XIV—Corporate Seal

The Board shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Secretary shall give it to their successor. The Board may authorize one or more duplicate seals and provide for the custody thereof.

Article XV—Rules of Procedure

Robert's Rules of Order Revised, in its current edition, shall direct the conduct of all business whatsoever at all Annual, Regular, or Special Meetings of the Board of this Corporation. Whenever such rules are in conflict or contradict any provision made in the Charter of this Corporation or these Bylaws or in the general laws of the District of Columbia or of the United States respecting corporations, these Bylaws, Charter, and

general laws shall have precedence. The President may appoint a Parliamentarian who need not be a Director or an Officer. The Parliamentarian shall serve for such a period as the President directs, but the appointment may not exceed one (1) year.

Article XVI – Construction And Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term “person” includes a Corporation as well as a natural person.

If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible the remainder of these bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

The Board shall not make any rule or take any action that would exclude any person or organization based on race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, matriculation, genetic information, disability, political affiliation, familial status, source of income, or status as a victim of an intrafamily offense.

Certificate of Secretary

I, Amy Phillips, certify that I am the current elected and acting Secretary of the benefit Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on May 12, 2021, and that they have not been amended or modified since the above.

EXECUTED on this day of Wednesday, May 12, 2021, in the City of District of Columbia.

Amy Phillips

(Duly Elected Secretary)

APPENDIX A: BOARD MEMBER AGREEMENT

OUR MISSION: BHT Foundation (Formerly Brother, Help Thyself Inc.) is a 501(c)3 community based organization providing financial and other support to non-profit organizations serving the LGBTQ/SGL and HIV/AIDS communities in the Baltimore/Washington, D.C. metro area. As a board member of The BHT Foundation, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

(Initial) _____ I am fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and fundraising to meet it.

(Initial) _____ I am legally responsible, along with other board members, for this organization. I am responsible to know and oversee the implementation of policies and programs.

(Initial) _____ I accept the bylaws and operating principles manual and understand that I am morally responsible for the health and well-being of this organization.

(Initial) _____ I will give or get a financial donation. I will participate in one fundraiser or hold one fundraiser. I understand that myself or my club will be listed as a donor unless I request to be named anonymous.

(Initial) _____ I will actively engage in fundraising for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good-faith agreement to do my best and to raise as much money as I can.

(Initial) _____ I will attend board meetings, be available for phone consultation, and serve on at least one committee. ALL Board members are expected to attend at least 7 meetings and the annual meeting.

(Initial) _____ I will review and score all grant applications assigned to me.

If I am not able to meet my obligations as a board member, I will offer my resignation or be removed as outlined in our Bylaws. In signing this document, I understand the roles and responsibilities that are expected of me.

APPENDIX B: CONFLICT OF INTEREST POLICY

For purposes of this policy, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such an officer or director is fully disclosed to the board of directors.
2. Such a transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such a transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

APPENDIX C: COMMITTEE CHARTER

MARKETING COMMITTEE

The purpose of the Marketing and Communications Committee is to build and support the organizational brand of the BHT Foundation, by ensuring ongoing, high-quality marketing and communications.

Organization:

A. Review of Charter

This charter shall be reviewed and reassessed by the Marketing Committee at least annually, and any proposed changes shall be submitted to the Board of Directors for approval.

B. Membership/Structure

The Marketing Committee shall consist of six or more members appointed by and serving at the pleasure of the Board President. The President of the Board shall be member ex officio of the Marketing Committee. Chairs and members are not required to be members of the board and are volunteer positions without remuneration. Members should have experience in marketing and communications and should be able to open doors for external support of the organization. Committee members report to the Chair of the committee. Committee members will include:

- DIRECTOR OF MARKETING: Manage Marketing Committee
- SOCIAL MEDIA MANAGER: Creating social media posts
- NEWSLETTER EDITOR: Writing newsletters
- MEDIA LIAISON: Writing and distributing press releases
- FOUNDATION BLOGGER: Writing blog posts
- COMMUNITY PARTNERSHIP COORDINATOR: Securing and finding community partners

C. Meetings

Meetings shall be held monthly, or as deemed necessary by the Chair of the Committee. The Chair, or designee, shall attend the regular board meetings of the Board of Directors. The Committee Chair shall attend the annual board retreat, providing an annual annual report and participating in the development of the organization's annual plan.

D. Agenda, Minutes and Reports

The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. Minutes for all meetings shall be prepared in draft form by the committee designee and reviewed and approved by the Chair. The minutes shall be distributed to the full Board of Directors. The Committee shall make monthly reports to the Board of Directors at the regular meetings of the board; an annual report at the annual board retreat; and an annual strategic plan at the next regular meeting of the board, following the annual retreat.

E. Authority and Responsibilities:

The Committee's primary responsibilities are as follows:

1. Recommend to the Board appropriate goals and objectives to create the organizational brand representative of the BHT Foundation's vision and values. Maintain liaison with the board members and other committees to ensure alignment of objectives.
2. Recommend language and visual representation of The BHT Foundation Brand to external audiences.
3. Coordinate projects and initiatives to meet the committee's and organization's goals.
4. Ensure unified branding and messaging across the organization and various marketing platforms.
5. Conduct an annual self-evaluation of the performance of the Committee, and the effectiveness and compliance with this charter.

APPENDIX D: COMMITTEE CHARTER DEVELOPMENT COMMITTEE

The purpose of the Development Committee is to create a development plan that will sustain the foundation's main mission of providing grants and supporting our community.

Organization:

A. Review of Charter

This charter shall be reviewed and reassessed by the Development Committee at least annually, and any proposed changes shall be submitted to the Board of Directors for approval.

B. Membership/Structure

The Development Committee shall consist of six or more members appointed by and serving at the pleasure of the Board President. The President of the Board shall be member ex officio of the Development Committee. Chairs and members are not required to be members of the board and are volunteer positions without remuneration. Members should have experience in development and fundraising and should be able to open doors for external support of the organization. Committee members report to the Chair of the committee. Committee members will include:

- DIRECTOR OF DEVELOPMENT: Manage Development Committee
- SPONSORSHIP COORDINATOR: Finding/Securing sponsors
- INDIVIDUAL GIVING OFFICER: Finding/Securing individual donors
- EVENT MANAGER: Creating and producing events
- GRANT WRITER: Writing Grants and Researching Foundations
- WORKPLACE GIVING OFFICER: Assisting in Workplace Giving

C. Meetings

Meetings shall be held monthly, or as deemed necessary by the Chair of the Committee. The Chair, or designee, shall attend the regular board meetings of the Board of Directors. The Committee Chair shall attend the annual board retreat, providing an annual annual report and participating in the development of the organization's annual plan.

D. Agenda, Minutes and Reports

The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. Minutes for all meetings shall be prepared in draft form by the committee designee and reviewed and approved by the Chair. The minutes shall be distributed to the full Board of Directors. The Committee shall make monthly reports to the Board of Directors at the regular meetings of the board; an annual report at the annual board retreat; and an annual strategic plan at the next regular meeting of the board, following the annual retreat.

E. Authority and Responsibilities:

The Committee's primary responsibilities are as follows:

1. Work to develop comprehensive fundraising strategies and initiatives to support the organization's overall development plan.
2. Develop and implement stewardship programs aimed at cultivating deeper ties and long-term relationship approach with current and potential donors and communities.
3. Develop and coordinate fundraising events and initiatives to meet the committee's and organization's goals.
4. Maintain liaison with the marketing committee to ensure proper promotion of fundraising efforts.
5. Conduct an annual self-evaluation of the performance of the Committee, and the effectiveness and compliance with this charter.

APPENDIX E: COMMITTEE CHARTER
GRANTS COMMITTEE

The purpose of the Grants Committee is to create a seamless grant cycle while supporting grantees in their bid for foundation support.

Organization:

A. Review of Charter

This charter shall be reviewed and reassessed by the Grants Committee at least annually, and any proposed changes shall be submitted to the Board of Directors for approval.

B. Membership/Structure

The Grants Committee shall consist of four or more members appointed by and serving at the pleasure of the Board President. The President of the Board shall be member ex officio of the Grants Committee. Chairs and members are not required to be members of the board and are volunteer positions without remuneration. Members should have experience in development and fundraising and should be able to open doors for external support of the organization. Committee members report to the Chair of the committee.

C. Meetings

Meetings shall be held monthly, or as deemed necessary by the Chair of the Committee. The Chair, or designee, shall attend the regular board meetings of the Board of Directors. The Committee Chair shall attend the annual board retreat, providing an annual annual report and participating in the development of the organization's annual plan.

D. Agenda, Minutes and Reports

The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. Minutes for all meetings shall be prepared in draft form by the committee designee and reviewed and approved by the Chair. The minutes shall be distributed to the full Board of Directors. The Committee shall make monthly reports to the Board of Directors at the regular meetings of the board; an annual report at the annual board retreat; and an annual strategic plan at the next regular meeting of the board, following the annual retreat.

E. Authority and Responsibilities:

The Committee's primary responsibilities are as follows:

1. Create grant guidelines for approval by full board
2. Assist in reviewing and updating all grant cycle materials
3. Assist in promoting grant cycle
4. Connect and check in with current grantees during the grant cycle



AMENDMENT #1
Adopted: Board Meeting, June 9, 2021

PROXY VOTING

Full members in good standing may authorize another full member in good standing to vote for them at a general or special board meeting. Member is defined as an elected director or a club designated officer. The member giving their proxy must notify the Board Secretary of the organization in writing (or by email) prior to the meeting that the proxy shall be exercised, notifying the Board Secretary of their authorization of the proxy and the full member in good standing shall be exercising said proxy on their behalf. The notice must include agenda items on which the proxy will be exercised. The member holding the proxy must identify the person for whom they hold such proxy during roll call at the beginning of the meeting. If the proxy is granted by a full member who is not in good standing or is granted to a full member not in good standing or to a member not authorized to vote, the proxy is considered invalid. Proxies shall expire at the end of the meeting for which they were granted.

BHT Foundation
PO Box 77841, Washington, DC 20013-8841
202-347-2246
info@bhtfoundation.org
www.bhtfoundation.org

