



Bylaws

June 6, 2019
Washington, D.C.

Article I—Offices

The Society may establish and maintain offices at any place or places determined from time to time by the Society.

Article II—Corporate Seal

The corporate seal of the Society shall be circular in form and shall have inscribed thereon the name of the Society, the year of its organization, and the words “Corporate Seal, Delaware.” The Society may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

Article III—Members

There shall be only one class of members of the Society for purposes of the Delaware General Corporation Law, which is designated as the Managing Members. The Managing Members shall consist exclusively of those persons then serving as the directors of the Society. A person shall cease to be a Managing Member at such time as he or she ceases to be a director of the Society for any cause (including his or her death, resignation, disqualification or removal or the election and qualification of his or her successor).

Article IV—Meetings of Members

Section 1.

The annual meetings of the Managing Members of the Society, for the purpose of transacting business authorized to be transacted by the Managing Members, shall be held at such time and place (if any) as shall be specified by the Board of Directors of the Society (the “Board”). Special meetings of Managing Members of the Society may be called by the Board of Directors or the Chief Executive Officer and shall be held at such place (if any), on such date, and at such time as he or she or it shall fix.

Section 2.

Each Managing Member shall be entitled at every meeting of Managing Members to one (1) vote on each matter submitted to a vote of Managing Members. Managing Members may not appoint or grant proxies authorizing any other person to vote, consent to action or attend meetings of the Managing Members on behalf of the Managing Members. A Managing Member shall cease to have any voting power during (but only during) the time that he or she has attempted to appoint or grant a proxy in violation of this paragraph.

Section 3.

Notice of the place (if any), date and time of all meetings of Managing Members shall be given to each Managing Member by mailing written notice not less than ten (10) days before the meeting or by electronic transmission not less than five (5) days before the meeting.

When a meeting of Managing Members is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place (if any), date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, notice of the place (if any), date and time of the adjourned meeting shall be given in conformity with the first sentence of this Section. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 4.

A majority of the Managing Members shall constitute a quorum at any meeting thereof.

In all matters other than the election of directors, the affirmative vote of a majority of the Managing Members present in person at the meeting and entitled to vote thereon shall be the act of the Managing Members, unless the vote of a greater number is required by law, the Restated Certificate of Incorporation of the Society (as amended or restated from time to time, the “Certificate of Incorporation”) or these *Bylaws*. All elections shall be determined by a plurality of the votes of the Managing Members present in person at the meeting and entitled to vote thereon.

Section 5.

The Board and the Managing Members may present nominations for director election and other business for action by the Managing Members at any meeting thereof.

Section 6.

The chairperson of any meeting of Managing Members (appointed in accordance with Section 2 of Article VII of these *Bylaws*) may adjourn, recess or postpone a meeting from time to time, whether or not a quorum is present at the meeting.

Article V—Directors

Section 1.

The business and affairs of the Society shall be managed by or under the direction of the Board, who shall pursue such policies and principles as shall be in accordance with the provisions of the Certificate of Incorporation, these *Bylaws*, and the Delaware General Corporation Law.

Section 2.

The total number of directors shall be fixed from time to time by the Board.

Section 3.

In the event any director shall by death, resignation, incapacity to act, or otherwise cease to be a director during his or her term, his or her successor shall be chosen by the affirmative vote of a majority of the directors then in office, even if less than a quorum. Newly created directorships resulting from an increase in the size of the Board shall be filled exclusively by the Managing Members (by the plurality voting requirement specified in Section 4 of Article IV).

Section 4.

Directors shall be entitled to reimbursement for necessary expenses incurred in fulfilling their duties.

Section 5.

The Board shall hold a regular meeting within eight (8) months following the annual organization meeting.

Section 6.

All meetings of the Board shall be held at such time as the Chair of the Board shall from time to time order, subject to Sections 5, 7, and 8 of this Article.

Section 7.

Special meetings of the Board shall be ordered by the Chair of the Board when requested to do so in writing by any five (5) or more directors and may be ordered by the Chair upon his or her own initiative. A special meeting requested by five (5) or more directors shall be called to be held not more than ten (10) days after the written request has been delivered to the Chair.

Section 8.

Notice of all meetings shall be given to directors by or at the direction of the Secretary (or by or at the direction of the Chair or the President if the Secretary is unavailable) by electronic mail at least 24 hours before the meeting. If a director does not have an electronic mail address to which notice may be directed, then written notice shall be given to such director at his or her mailing address and shall be deemed timely given (i) if deposited in the U.S. mail (postage prepaid) at least seven days before the meeting or (ii) if the notice is delivered by courier service and received or left at such director's address at least two days before the meeting. Unless the notice for the meeting expressly provides to the contrary, any and all business may be transacted at a meeting whether or not such business is listed in the notice.

Section 9.

Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission, and written evidence of such consent is filed with the minutes of proceedings of the Board or committee.

Section 10.

The quorum necessary for meetings of the Board, and the vote required for Board actions, shall be the minimum number set forth in the Certificate of Incorporation.

Section 11.

Directors may not appoint or grant proxies authorizing any other person to vote, consent to action or attend meetings of the Board on behalf of the directors. A Director shall cease to have any voting power during (but only during) the time that he or she has attempted to appoint or grant a proxy in violation of this paragraph.

Article VI—Committees

Section 1.

The Board may have an Executive Committee. The Executive Committee shall have and may exercise all of the powers of the Board when the Board is not in session, except (i) the power to approve or adopt, or recommend to the Managing Members, any action or matter (other than the election or removal of directors) expressly required by the Delaware General Corporation Law to be submitted to Managing Members for approval; (ii) the power to amend, adopt or repeal the *Bylaws*; (iii) the power to elect and remove officers; and (iv) such powers, if any, as the Board may specifically reserve to itself or as may be specifically assigned to any other committee or any officer of the Society. The Executive Committee shall make and adopt such rules and regulations as it may deem prudent for its management; provided that only the Board shall fix the charter for, and from time to time otherwise specify the powers of, the Executive Committee.

Section 2.

The Board may provide for such other committees or other bodies of directors as it shall deem desirable. The Board may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable, subject to the provisions of Section 141(c)(2) of the Delaware General Corporation Law.

Section 3.

The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board (who is not otherwise a member of the committee) to act at the meeting in the place of any such absent or disqualified member of the committee.

Section 4.

Unless otherwise provided in the Certificate of Incorporation, these *Bylaws* or the resolution of the Board designating the committee, a committee may create one (1) or more subcommittees, each subcommittee to consist of one (1) or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

Section 5.

A majority of the directors then serving on a committee of the Board or on a subcommittee of a committee shall constitute a quorum for the transaction of business by the committee or subcommittee, unless the Certificate of Incorporation, these *Bylaws*, a resolution of the Board or a resolution of a committee that created the subcommittee requires a greater or lesser number, provided that in no case shall a quorum be less than one-third (1/3) of the directors then serving on the committee or subcommittee. The vote of the majority of the members of a committee or subcommittee present at a meeting at which a quorum is present shall be the act of the committee or subcommittee, unless the Certificate of Incorporation, these *Bylaws*, a resolution of the Board or a resolution of a committee that created the subcommittee requires a greater number.

Article VII—Board Leadership

Section 1.

The Board shall elect one or more Chairs of the Board and a Vice Chair of the Board (in the event there is only one Chair of the Board), and such individuals may be removed from such positions by the Board at any time.

Section 2.

The Chair of the Board (or a different person designated by either the Board or the Chair) shall preside over all meetings of Managing Members, the Board, and the Executive Committee and shall be, ex officio, with vote, a member of all committees of the Board. In the event there are co-Chairs of the Board, either co-Chair may take any action permitted to be taken by both co-Chairs.

Section 3.

In the event there is only one Chair of the Board, the Board may appoint a Vice Chair of the Board who shall fill all functions of the Chair when the latter is incapacitated, is unavailable, or for any other reason cannot serve.

Article VIII—Officers

Section 1.

The Board shall elect a President, a Secretary and a Treasurer. The Board may also elect such other officers as the business of the Society may require. All the officers shall hold office at the pleasure of the Board but in no case beyond the time when their respective successors shall be elected and shall qualify. Any officer may be removed from office by the Board at any time.

Section 2.

Whenever any vacancy shall occur in any office created by these *Bylaws*, or by the Board, the vacancy may be filled by the Board, acting in meeting or by unanimous written consent, for the unexpired term.

Section 3.

The President shall be the chief executive officer of the Society and shall be responsible only to the Board. He or she shall have general supervision, direction, and control of the activities and business of the Society in accordance with principles and policies prescribed by the Board and shall have final authority over all other staff and employees of the Society, except for officers elected by the Board. The President shall, a reasonable time before the beginning of each fiscal year of the Society, submit to the Board a written budget and program proposal for the coming year. The Board shall approve or amend and adopt a budget for the ensuing year and the President shall operate within said adopted budget.

Section 4.

The Secretary shall take and preserve minutes of all meetings of the Managing Members and of the Board, shall notify all Managing Members and directors of annual and special meetings, and shall perform other duties assigned by the Board. In the absence of the Secretary from any meeting, the

presiding officer shall appoint a temporary secretary to record the minutes and such minutes shall be transmitted to the Secretary.

Section 5.

The Treasurer shall have custody of all funds and securities of the Society, shall disburse funds in accordance with a budget approved by the Board, and shall submit to the Board an annual report, audited by an accountant selected by the Board, of the income and expenditures of the Society for the preceding year and of its assets and liabilities as at the end of the period under review. He or she shall make the report available to any Managing Members upon request at any time. The Treasurer may authorize other persons to sign checks and perform other functions of his or her office subject to the approval of the Board.

Article IX—Miscellaneous

Section 1.

The fiscal year of the Society shall commence on January first of each year.

Section 2.

Whenever notice is required to be given under any provision of the Delaware General Corporation Law or the Certificate of Incorporation or these *Bylaws*, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Managing Members, directors or members of a committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Certificate of Incorporation or these *Bylaws*.

Section 3.

A. **Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director of the Society (hereinafter an “indemnatee”), whether the basis of such proceeding is alleged action in an official capacity as a director or in any other capacity while serving as a director, shall be indemnified and held harmless by the Society to the fullest extent permitted by Delaware law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Society to provide broader indemnification rights than such law permitted the Society to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnatee in connection therewith; provided, however, that, except as provided in paragraph C of this Section with respect to proceedings to enforce rights to indemnification, the Society shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized by the Board.

B. **Advancement.** In addition to the right to indemnification conferred in paragraph A of this Section, an indemnitee shall also have the right to be paid by the Society the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Society of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

C. **Right to Bring Suit.** If a claim under paragraph A or B of this Section is not paid in full by the Society within 60 days after a written claim has been received by the Society, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim. To the fullest extent permitted by law, if successful in whole or in part in any such suit, or in a suit brought by the Society to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Society to recover an advancement of expenses pursuant to the terms of an undertaking, the Society shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Society (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Society (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its members) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Society to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section or otherwise shall be on the Society.

D. **Non-Exclusivity.** The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate of Incorporation, these *Bylaws*, agreement, vote of members or directors or otherwise.

E. **Nature of Rights.** The rights conferred upon indemnitees in this Section shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Section that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit, eliminate, or impair any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

F. **Indemnity and Advancement for Other Persons.** The Society may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any officer, employee or agent of the Society, and to other persons, to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors of the Society.

Article X—Amendments

These *Bylaws* may be altered, amended, added to, or repealed by the Board or by the Managing Members of the Society.