

**AMENDED AND RESTATED
BYLAWS OF THE
FOOD AND DRUG ADMINISTRATION ALUMNI ASSOCIATION, INC.**
(A nonstock corporation formed under the general laws of the State of Maryland)

ARTICLE I

Name

Section 1.01 Name. The name of the Corporation shall be the Food and Drug Administration Alumni Association, Inc. (the "Association").

ARTICLE II

Offices

Section 2.01 Principal Office and Resident Agent. Except as may be otherwise designated by the board of directors of the Association, address of the principal office of the Association within the State of Maryland shall be 7200 Wapello Drive, Derwood, Maryland 20855, and the resident agent of the Association shall be John C. Villforth, whose address is 7200 Wapello Drive, Derwood, Maryland 20855.

Section 2.02 Other Offices. The Association may also have an office or offices at such other place or places, both within and outside the State of Maryland, as the board of directors may from time to time determine or shall be required for the conduct of the business of the Association.

ARTICLE III

Purposes and Authorities

Section 3.01 Purpose. The Association is a nonstock, nonprofit corporation, and it is organized and shall be operated exclusively for religious, charitable, scientific, literary, educational or other purposes contemplated by, and all within the meaning of, sections 170(c)(2) and 501 (c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the "Code"). The Association shall not engage in any activities that are inconsistent with its qualification as a tax exempt organization under Section 501 (c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Association is organized include the following purposes:

- (a) To promote the public health mission of the United States Food and Drug Administration ("FDA") particularly in connection with highly-specialized professional or technical expertise possessed by former employees, others with professional backgrounds relating to the FDA and other public-health related government agencies,

or others with exceptional public-health related professional experience;

- (b) To provide education and professional development in respect of public health matters, including major clinical, scientific, regulatory and public health issues relevant to the FDA and public health;
- (c) To honor exceptional contributions made by former FDA employees and other distinguished individuals in connection with the public health mission of the FDA or promoting public health issues generally;
- (d) To sponsor humanitarian outreach programs that entail training and technical assistance to health authorities interested in establishing or enhancing national regulatory systems in order to improve the health and social conditions of underserved nations and regions of the world; and
- (e) To promote public education concerning public health matters and foster public interest in national service careers and public health service opportunities at the FDA in particular.

ARTICLE IV

Membership

Section 4.01 Membership Classes and Eligibility. Membership in the Association initially shall be composed of four classes of members, which, pursuant to the terms and subject to the conditions of these Bylaws, including this Article IV, shall be as follows:

- (a) Alumni Members;
- (b) Associate Members;
- (c) Distinguished Members; and
- (d) Honorary Members.

Each membership class shall have such rights, privileges and requirements of membership provided pursuant to these Bylaws.

Section 4.02 Alumni Members.

(a) **Eligibility.** A person shall be eligible for membership in the Association as an Alumni Member if such person was either (i) at any time, regardless of length of employment, an employee of the FDA or (ii) at any time, regardless of length of employment, (A) an employee of the United States Department of Health and Human Services or its

predecessor, the Department of Health, Education and Welfare (collectively, "HHS") and (B) in connection with such employment, provided significant support to the FDA, including, without limitation, legal, paralegal or administrative services.

(b) **Rights of Class Members.** An Alumni Member shall have the right to vote with respect to any and all matters presented to the members (exclusive of the Associate Members) for their action, including, without limitation, the election of directors, and with respect to each such matter, each Alumni Member shall be entitled to one vote.

Section 4.03 Associate Members.

(a) **Eligibility.** A person shall be eligible for membership in the Association as an Associate Member if, and for so long as, such person is either currently (i) an employee of the FDA or (ii) (A) an employee of HHS and (B) in connection with such employment, provides significant support to the FDA, including, without limitation, legal, paralegal or administrative services. In the event that an Associate Member shall cease to meet the eligibility requirements for membership as an Associate Member, such person's membership in the Association as an Associate Member shall cease as of the effective date of such termination; provided, however, that such person shall be eligible for membership in the Association as an Alumni Member pursuant to the terms and subject to the conditions of these Bylaws.

(b) **Rights of Class Members.** Associate Members shall not have the right to vote on any matters as members of the Association pursuant to these Bylaws (except as provided in paragraph (c) of this Section 4.03 or as otherwise provided by the board of directors in connection with matters affecting the rights of Associate Members). Associate Members shall have the right to participate in the affairs of the Association as may be specifically authorized from time to time by the board of directors, including attendance at meetings of the Association. Associate Members shall not have the right to hold office in the Association. Associate Members shall not engage in any fundraising on behalf of the Association.

(c) **Associate Member Liaison.** The Associate Members shall have the right to select from among the Associate Members one or more liaisons to the board of directors of the Association, who shall have the right to attend meetings of the board of directors (except with respect to those meetings of the board conducted in executive session) and to participate in such meetings on a non-voting basis and provide such other advice and assistance to the board of directors as it may from time to time request (the "Associate Member Liaison"); *provided, however,* that in no event shall the Associate Member Liaison be deemed to be a director or officer of the Association. The Board shall from time to time designate the number of Associate Member Liaison positions, but in no event shall there be less than one Associate Member Liaison. The board of directors may establish a term of service with respect to each Associate Member Liaison and may establish qualifications or such other requirements for election and such manner of election of an Associate Member Liaison as it may determine to be desirable. The board of directors shall establish such additional policies and procedures as it shall determine to be necessary or appropriate to carry into effect the purposes of this paragraph (c). Notwithstanding anything to the contrary contained in this paragraph (c), one or more initial Associate Member Liaison(s) shall be selected by the board of directors, and such initial

Associate Member Liaison(s) shall serve until the next annual election and until his or her successor is elected - and qualified, or his or her earlier resignation, removal or termination from such position.

Section 4.04 Distinguished Members.

(a) **Eligibility.** The board of directors shall have the right to invite any person to be a Distinguished Member of the Association who was previously an employee of the FDA, regardless of length of employment, whom the board of directors, in its sole discretion, determines has made exceptional contributions to the mission of the FDA.

(b) **Rights of Class Members.** A Distinguished Member shall have the right to vote with respect to any and all matters presented to the members (exclusive of the Associate Members) for their action, including without limitation the election of directors, and with respect to each such matter, each Distinguished Member shall be entitled to one vote. Each Distinguished Member shall be exempt from any payment of membership dues pursuant to Section 11.02 of the Bylaws.

Section 4.05 Honorary Members.

(a) **Eligibility.** The board of directors shall have the right to invite any person to be an Honorary Member of the Association who (i) is not otherwise eligible to become a member of the Association, and (ii) is determined by the board of directors to have made exceptional contributions to the mission of the FDA.

(b) **Rights of Class Members.** An Honorary Member shall have the right to vote with respect to any and all matters presented to the members (exclusive of the Associate Members) for their action, including without limitation the election of directors, and with respect to each such matter, each Honorary Member shall be entitled to one vote. Each Honorary Member shall be exempt from any payment of membership dues pursuant to Section 11.02 of the Bylaws.

Section 4.06 Membership Procedures. The board of directors shall establish procedures for the admission of members to the Association. The determination of whether a person shall be eligible for membership to the Association shall be determined by the board of directors or its designee, in the sole discretion of the board of directors.

Section 4.07 Other Membership Classes. The board of directors may from time to time establish one or more other membership classes as it shall deem advisable or desirable. Each such membership class shall have such rights, privileges and requirements as the board of directors shall provide in connection therewith.

Section 4.08 Additional Membership Requirements. The board of directors may establish additional requirements for membership in the Association, including, without limitation, the length of membership terms, requirements for termination of membership in the Association, including, without limitation, default in the payment of membership dues.

ARTICLE V

Meetings of Members

Section 5.01 Annual Meeting. The annual meeting of members shall be held annually in the month of April on such date and at such time fixed, from time to time, by the board of directors.

Section 5.02 Special Meetings. Special meetings of the members may be called by (a) the board of directors or (b) a majority of the members of the Association entitled to vote.

Section 5.03 Place of Meeting. Any annual meeting or special meeting shall be held at such place, within or without the State of Maryland, as the board of directors may, from time to time, select. Whenever the board of directors shall fail to fix such place, the meeting shall be held at the principal place of business of the Association.

Section 5.04 Notice of Meetings; Waiver. Written notice of all meetings stating the place, date, and time of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each member of the Association entitled to vote. Notice may be delivered by mail, courier or electronic transmission or any other method permitted by law. Notice shall be deemed to be given when sent. Any member may submit a signed waiver of notice before or after the meeting. Attendance of a member shall constitute a waiver of notice, except when attendance is 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.

Section 5.05 Action by Members Without Meeting. Any action required to be taken at a meeting of the members of the Association, or any class or classes of members, as applicable, may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Association entitled to vote with respect to the subject matter thereof.

Section 5.06 Quorum. Pursuant to Section 5-202(a)(S) of the Maryland General Corporation Law (or such other applicable law), the presence of members constituting not less than one-fourth of the total members of the Association entitled to vote shall constitute a quorum at any meeting of members. If a quorum is not present at any meeting of members, the voting members present may adjourn the meeting until such time as a quorum is assembled. In respect of any meeting of the members at which a matter to be presented to the members for their action has also been duly submitted for voting by mail, each member casting a vote by mail shall be deemed to be present at the meeting for purposes of establishing a quorum; *provided, however*, that the establishment of a quorum by such method shall be limited solely to the consideration and taking of action in respect of those matters submitted for voting by mail.

Section 5.07 Proxies. At any meeting of members, a member having the right to vote may vote either in person or by proxy executed in writing by such member or by his or her duly authorized attorney-in-fact. A proxy shall not be valid after one (1) year from its date unless such proxy provides for a longer period.

Section 5.08 Notice of Nominations and Proposals by Members. Any member proposing a nominee for election as a director or proposing any other matter for consideration at a meeting of the members shall provide to the board advance notice of such nomination or proposal not less than (a) ninety (90) days prior to the meeting, or (b) in respect of the annual meeting of the Association, ninety (90) days prior to the first anniversary of the mailing date of the notice of the annual meeting for the immediately preceding year, or (c) such lesser period as the board of directors may provide.

Section 5.09 Voting by Mail. The board of directors shall have the authority to provide (a) for voting by members of the Association, whether for the election of directors or in respect of any matter to be submitted to the members for their action to be conducted by mail and (b) to establish such policies and procedures as may be reasonably necessary to conduct voting on such matters by mail. The authority of the board of directors under this Section 5.09 may be exercised singly with respect to any single matter to be submitted to the members or any class of members, as applicable, and may be supplemental to any voting to be conducted at a meeting of the members by those present at such meeting.

ARTICLE VI

Board of Directors

Section 6.01 General Authority. Except as expressly provided in the Articles of Incorporation or elsewhere in these Bylaws, the business and affairs of the Association shall be managed and controlled by a board of directors which may exercise all such powers of the Association and do such acts and things as may be permitted by law to be done by a State of Maryland nonstock corporation and consistent with the exempt status of organizations described in Section 501(c)(3) of the Code.

Section 6.02 Qualifications. Any member of the Association entitled to hold office in good standing with the Association shall be eligible to serve on the board of directors . Except as otherwise required by law, a director need not be a citizen of the United States or a resident of the State of Maryland.

Section 6.03 Number. The Association shall be governed by a board of directors consisting of not less than six (6) and not more than twelve (12) persons. Subject to the foregoing sentence, the number of directors may be increased or decreased from time to time by action of the board of directors.

Section 6.04 Classified Board of Directors; Term of Office; and Election. The board of directors shall be classified with respect to the time for which the directors hold office into three (3) classes, as nearly equal in number as possible. Each of the initial directors of the Association shall be designated as a member of the class set forth opposite his or her name on *Schedule A* hereto. The initial Class I Directors shall serve for a term expiring at the first annual meeting of the members; the initial Class II Directors shall serve for a term expiring at the second annual meeting of the members; and the initial Class III Directors shall serve for a term expiring at the third annual meeting of the members. Each director in each class shall hold office until his or her successor is duly elected and qualified. At each annual meeting of members

beginning with the first annual meeting of members, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of members to be held in the third year following the year of their election, with each director in each such class to hold office until his or her successor is duly elected and qualified. Directors shall be nominated therefor by (i) the board of directors or (ii) any two members of the Association having a right to vote for the election of directors. Directors shall be elected from among those duly nominated by a vote of the members of the Association eligible to vote for the election of directors.

Section 6.05 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are elected and qualified, or until their earlier resignation, removal or termination.

Section 6.06 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the board of directors or by the affirmative vote of two-thirds (2/3) of the members of the Association eligible to vote for the election of directors.

Section 6.07 Resignation. Any director may resign at any time by giving written notice to the Chairman, the Secretary, or the board of directors. Such resignation shall take effect at the time specified therein.

Section 6.08 Compensation. Directors shall receive no compensation for their services rendered to the Association as directors, except that, at the discretion and with the approval of a majority of the board of directors, directors may be reimbursed for expenses incurred in the performance of their duties to the Association, *provided* such reimbursement in no way adversely affects the Association's qualification under Section 501 (c)(3) of the Code. The provisions of this Section 6.08 shall not preclude any director from serving the Association in any other capacity and receiving compensation therefor.

Section 6.09 Bonding. The board of directors may, at its discretion, by resolution, require any director, officer, employee, volunteer or agent of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required from time to time by the board of directors. The premiums for all such bonds shall be paid by the Association.

Section 6.10 Place and Schedule of Meetings. The board of directors may hold meetings, both regular and special, either within or without the State of Maryland. An annual meeting of the board of directors for the appointment of officers and the transaction of any other business that may come before the board of directors shall be held each year. The board of directors may fix the time and place for such annual meetings. The board of directors may also fix the time and place for regular meetings of the board of directors. A special meeting of the board of directors shall be held whenever called by the Chairman or by one-third (1/3) of the directors at such time and place as shall be specified in the notice or waiver thereof.

Section 6.11 Organization of Meetings. The Chairman shall preside over meetings of the board of directors; if the Chairman is not present or there is none, the Vice-Chairman shall preside; if the Vice-Chairman is not present or there is none, a chairman chosen at the meeting shall preside. The Secretary, or, if the Secretary is not present, a person chosen at the meeting, shall act as secretary at the meeting.

Section 6.12 Notice of Meetings; Waiver. No notice shall be required for annual meetings and regular meetings for which the time and place have been fixed. Notice of special meetings shall be given at least five (5) days prior to the date thereof and shall specify the time and place thereof. Such notice may be given in person or by telephone, mail, facsimile, email or other electronic transmission. Notice of any special meeting may be waived by a director who submits a signed waiver before or after the meeting. Attendance of a director shall constitute a waiver of notice, except when attendance is 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.

Section 6.13 Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting and, except as otherwise provided by law or these Bylaws, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, a meeting may be adjourned until such time as a quorum may be obtained.

Section 6.14 Disposition of Property. The board of directors, by the affirmative vote of a majority of all of its members, may dispose in any manner of any of the property of the Association.

Section 6.15 Action Authorized Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors, whether done before or after the action so taken. Any such consent shall be filed with the Secretary of the Association.

Section 6.16 Telephone Meetings. Unless otherwise provided in the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the board of directors or a Board Committee by means of a conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

ARTICLE VII

Officers

Section 7.01 Election. The officers of the Association shall be elected by the affirmative vote of a majority of the directors then in office and shall consist of a Chairman, a Vice-Chairman, a President, a Vice President, a Secretary, a General Counsel and a Treasurer, and may include such other officers and assistant officers as may from time to time be deemed necessary by the board of directors, which officers and assistant officers shall have such duties,

authority and titles as may be established by the board. Any two or more offices may be held by the same person, except the offices of (a) Chairman and Vice Chairman, and (b) President and Secretary. Pursuant to the terms and subject to the conditions of these Bylaws, each officer shall be chosen annually by the board of directors for a term of one (1) year, except for the Chairman and Vice Chairman who shall be chosen by the board of directors for a term of two years.

Section 7.02 Removal. Any officer elected or appointed by the board of directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. Any vacancy occurring in any office of the Association shall be filled by the board of directors.

Section 7.03 Resignation. An officer may resign at any time by giving written notice to the Chairman, the Secretary or the board. Such resignation shall take effect at the time specified therein.

Section 7.04 Salaries. The salaries of all officers and agents of the Association, if any, shall be fixed by or in the manner prescribed by the board of directors. No officer of the Association shall be prevented from receiving compensation by reason of the fact that he or she is also a director of the Association.

Section 7.05 Chairman. The Chairman shall be chosen by the board of directors from among the directors then in office. The Chairman shall preside at all meetings of the board of directors and the members and shall have such other powers as the board of directors may from time to time prescribe. The Chairman shall be a member *ex officio* of all committees established by the board of directors and shall preside at all meetings of the Association.

Section 7.06 Vice-Chairman. The Vice-Chairman shall be chosen by the board of directors from among the directors then in office. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties and have such other powers as the board of directors may from time to time prescribe, or as the Chairman may from time to time provide, subject to the powers and the supervision of the board of directors.

Section 7.07 President. The President of the Association shall be the principal executive officer of the Association and shall have the responsibilities, duties, powers, authority and obligations delegated to him or her by the board of directors. Unless otherwise provided by a resolution adopted by the board of directors, the President (a) shall have general and active management of the business of the Association and shall have such other duties as are customary for the President of a similarly situated business; (b) shall be present at all board of directors meetings and all meetings of the members of the Association (unless otherwise determined by the board of directors), but shall not have the right to vote on any matters presented to the board of directors or the members hereunder (in his or her capacity as President); (c) shall see that all orders and resolutions of the board of directors are carried into effect; (d) shall sign and deliver in the name of the Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by applicable law to be exercised by another person or is expressly otherwise

delegated by the board of directors; and (e) shall perform such other duties as may from time to time be prescribed by the board of directors.

Section 7.08 Vice President. The Vice President shall work closely with the President, Board of Directors, Officers and chairpersons of the various committees of the Association to achieve their missions in support of the Association. The Vice President shall act on behalf of the President when appropriate and shall attend and may chair regular and special meetings of Association committees and/or members. The Vice President shall perform such other duties and have such other powers as the board of directors or the Chairman may from time to time prescribe.

Section 7.09 Secretary. The Secretary shall be responsible for all official correspondence of the Association and shall keep all papers and records of the Association which are not kept by the Treasurer or other officers. The Secretary shall attend all meetings of the members and all meetings of the board of directors and record the proceedings of such meetings in a book to be kept for that purpose and shall perform like duties for the committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and the board of directors. The Secretary shall perform such other duties and have such other powers as the board of directors or the Chairman may from time to time prescribe. Subject to Article XIII hereof, the Secretary shall have custody of the seal of the Association and shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature. The board of directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by his signature.

Section 7.10 General Counsel. The General Counsel shall be the chief legal officer of the Association and shall provide necessary legal advice to officers and directors on matters pertaining to the Association. The General Counsel shall perform such other duties and have such other powers as the board of directors or the Chairman may from time to time prescribe.

Section 7.11 Treasurer. The Treasurer shall have full custody of the Association's funds and securities and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursement in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositions as from time to time may be designated by the board of directors, the Chairman or the President. The Treasurer shall disburse the funds of the Association as may be ordered by the board of directors from time to time, the Chairman or the President, taking proper vouchers for such disbursements, and shall render to the Chairman, the President and the board of directors, at regular meetings of the board of directors or when the Chairman, the President or the board of directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Association. The Treasurer shall perform such other duties and have such other powers as the board of directors, the Chairman or the President may from time to time prescribe.

ARTICLE VIII

Committees

Section 8.01 Executive Committee. The Association shall have an Executive Committee, consisting of all officers as specified in Article VII and, except as otherwise determined by the board of directors, the immediate past Chairman. The Chairman of the board of directors shall serve as chairman of the Executive Committee. The Chairman of the board of directors may appoint other members to the Executive Committee, subject to the approval of the board of directors. The Executive Committee shall have the power to consider all matters of supervision and control of the business, property and affairs of the Association, and to make recommendations in regard to said supervision and control to the full board of directors and shall have such other powers as the board of directors may from time to time prescribe. All recommendations of the Executive Committee shall be subject to a majority vote of the directors at the next meeting of the board of directors. In the interim period between the promulgation of the recommendations of the Executive Committee and said meeting of the directors, the Association shall abide by the recommendations of the Executive Committee.

Section 8.02 Board Committees.

(a) **Authority to Establish.** The board of directors may designate one or more other committees of the board of directors, each such committee to consist of one or more directors of the Association (a "Board Committee").

(b) **Board Committee Procedures.** Any such Board Committee, to the extent provided in the resolution of the board of directors, but subject to any applicable statutory provisions, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the Association (except to the extent prohibited by applicable law, and may authorize the seal of the Association to be affixed to all papers which may require it. Such committee or committees of the board of directors shall have such member or members as may be determined from time to time by resolution adopted by the board of directors. The board may designate one or more directors as alternate members of any Board 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 Board Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Section 8.03 Supporting Committees.

(a) **Authority to Establish:** The board of directors may designate one or more supporting committees, each committee to consist of one or more members of the Association, and which shall provide advice and recommendations to the board of directors from time to time and with respect to such matters as the board of directors shall prescribe (each, a "Supporting Committee"). The purpose, function and authority of each Supporting Committee (or any other committee composed of members who are not directors of the Association) shall be advisory only and in no event shall any such Supporting Committee exercise any of the powers

of the board of directors or have the authority to act in the name, or on behalf, of the board of directors or otherwise bind or act in the name, or on behalf, of the Association.

(b) **Supporting Committee Procedures.**

(i) The board may designate one or more members as alternate members of any Supporting 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 thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such member or members as may be determined from time to time by resolution adopted by the board of directors.

(ii) With respect to any Supporting Committee established under this Section 8.03, the board of directors shall designate a member of such Supporting Committee as chair of such Supporting Committee and such chair shall preside over all meetings of such Supporting Committee. In the absence of such chair, meetings of a Supporting Committee shall be presided over by a member of the committee chosen at such meeting. In no event shall a chair or any member of a Supporting Committee, by virtue of such appointment or designation, be deemed to be a director or officer of the Association.

(c) **Nominating Committee.** The board of directors shall appoint a Nominating Committee as a Supporting Committee pursuant to this Section 8.03 and to serve an advisory capacity to the board of directors. The Nominating Committee shall be composed of such number of directors and/ or such number of members of the Association as the Board may from time to time designate. The Nominating Committee shall submit in writing to the board of directors its recommendations for nominations for each office of the Association, and for chairpersons for the committees of the Association, and shall have such other powers as the board of directors may from time to time prescribe, subject to the limitations set forth in Section 8.03 hereof. The names submitted to the board of directors by the Nominating Committee shall be advisory and in no event shall limit the discretion or authority of the board of directors in respect of the nomination of individuals for election by members of the Association.

Section 8.04 Committee Tenure. General Procedures. All committees appointed pursuant to this Article VIII, whether Board Committees or Supporting Committees, and all members of any such committee, shall serve at the pleasure of the board of directors. Each such committee may make its own rules of procedure and shall meet where and as provided by such rules or by the appointing authority, provided that minutes of all meetings shall be taken, maintained and reported to the board. A majority shall constitute a quorum, and in every case the affirmative vote of a majority of the members of such committee present at any meeting at which a quorum is present shall be necessary for the adoption of any resolution by such committee.

ARTICLE IX

Chapters

Section 9.01 The board of directors may establish criteria and procedures for the formation, operation, recognition and termination of chapters of the Association. Subject to the Articles of Incorporation, these Bylaws and applicable law, a chapter shall have and may exercise the powers and authority provided in the enabling resolution of the board of directors and shall be consistent in purpose and procedure with the principles set forth in these Bylaws.

ARTICLE X

Execution of Documents

Section 10.01 All deeds, mortgages, bonds, contracts, and other instruments may be executed on behalf of the Association by the Chairman, Vice Chairman or President, together with such officer or officers as may be authorized by the board of directors (unless such power is restricted by board resolution or is required by law to be otherwise signed or executed).

ARTICLE XI

Fiscal Year, Dues, Corporate Earnings

Section 11.01 Fiscal Year. The fiscal year of the Association shall begin and end on such dates designated by the board of directors.

Section 11.02 Dues. The dues and other assessments for members, if any, or classes of members, if any and as applicable, shall be in the amount and payable at such times and under such conditions as shall be determined by the board of directors.

Section 11.03 Prohibition Against Sharing in Corporate Earnings. No part of the earnings of the Association shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons (except that reimbursement for reasonable expenses incurred in connection with services rendered to or for the Association in effecting one or more of its purposes may be paid). All directors and officers of the Association shall be deemed to have expressly consented and agreed that, upon dissolution or winding up of the affairs of the Association, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of the remaining assets of the Association exclusively for the purposes set out in these Bylaws and the Articles of Incorporation.

Section 11.04 Exempt Activities. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Association, voluntary or involuntary or by operation of law, (a) the Association shall not have or exercise any power or authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a Association described in Section 501(c)(3) of the Code; and (b) neither the whole, nor any part or portion, of the assets or net earnings of the Association shall be

used, nor shall the Association ever be organized or operated, for objects or purposes other than those set out in the Articles of Incorporation.

Section 11.05 Auditors. The board of directors may, in its discretion, appoint a recognized firm of certified public accountants to audit the financial records of the Association for each fiscal year and at such other times and for such other periods as the board of directors may deem appropriate, and to furnish reports on such audits, and make available an annual report of audits completed, to the board.

ARTICLE XII

Indemnification and Insurance

Section 12.01 Indemnification.

(a) Except as otherwise provided in this Article XII, to the maximum extent permitted by the laws of the State of Maryland in effect from time to time, the Association shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (i) any individual who is a present or former director or officer of the Association and who is made a party to the proceeding by reason of his or her service in that capacity or (ii) any individual who, while a director of the Association and at the request of the Association, serves or has served as a director, officer, partner or trustee of another corporation, trust, partnership, employee benefit plan, limited liability company or other enterprise or organization and who is made a party to the proceeding; provided, however, that the Association shall not be required to pay or reimburse reasonable expenses in advance of final disposition of a proceeding in the event that the board of directors determines that it is not reasonably likely that the standard of conduct applicable thereto will be met. The Association may, upon the approval of the board of directors, provide indemnification and advance of expenses to a current or former employee or agent of the Association who is made a party to a proceeding by reason of his or her service in that capacity.

(b) 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.

(c) In no event shall the Association indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. If at any time the Association is deemed to be a private Association within the meaning of section 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 section 4941 (d) or 4945(d) of the Code.

(d) Neither the amendment nor repeal of this Article XII, nor the adoption or amendment of any other provision of the Bylaws or Articles of Incorporation of the Association inconsistent with this Article XII shall apply to or affect in any respect the

applicability of this Article XII in respect of any act or failure to act which occurred prior to such amendment, repeal, or adoption.

Section 12.02 Severability. 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 12.03 Non-Exclusive Remedy. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, agreement, vote of the board of directors, or otherwise and shall not restrict the power of the Association to make any indemnification permitted by law.

Section 12.04 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or of any other Association, partnership, joint venture, trust or other enterprise which he or she served at the request of the Association, or on behalf of any person connected with the business of the Association, against all liability and expenses incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not such person may have a right to be indemnified by the Association against such liability and expenses under this Article XII.

ARTICLE XIII

Association Seal

Section 13.01 The board of directors may authorize the adoption of a seal by the Association, which seal shall be circular in form, shall have the name of the Association inscribed thereon and shall contain the words "Corporate Seal" and "Maryland" and the year the Association was formed in the center, or shall be in such other form as may be approved from time to time by the board of directors. The seal may be used by causing it or a facsimile thereof to be impressed, affixed or reproduced or otherwise. In the event that the Association shall be permitted or required to affix its seal to a document and the board of directors shall not have adopted a seal, it shall be sufficient for such purpose to place the word "(SEAL)" adjacent to the signature of the person authorized to execute such document on behalf of the Association.

ARTICLE XIV

Amendments

Section 14.01 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the members of the board of directors then in office; *provided, however*, that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of Section 501 (c)(3) of the Code.