



ORGANIZATIONAL POLICIES Policy #501

BYLAWS OF A.C.L.U, INC.

ARTICLE I

NAME

Section 1. Name. The name of the corporation shall be A.C.L.U., Inc. (hereinafter the "Union").

ARTICLE II

OFFICES

Section 1. Registered Office. The registered office of the Union shall be located at such place in the District of Columbia as the Board of Directors of the Union (the "Board") may decide. The registered agent of the Union shall be appointed by and serve at the pleasure of the Board.

Section 2. Other Offices. The Union may also have offices at such other places both within and without the District of Columbia as the Board, may determine or the business of the Union may require. The national headquarters (the "National Office") shall be maintained in the City, County and State of New York or at such other place as may be determined by the Board.

ARTICLE III

MEMBERS AND CLASSES OF MEMBERS

Section 1. Classes. Members of the Union shall consist of two classes, General Members and Voting Members, who may be Affiliate Voting Members or Board Voting Members (collectively, "Voting Members").

Section 2. General Members. A general member of the Union shall be an individual paying such membership dues as may be prescribed by the Board (a "General Member"). General Members shall have no right to vote in such capacity for the election of the Board, or in connection with any other matter, except as provided in Article VI, Sections 1 and 4 of these Bylaws in connection with election of the boards of directors of the Affiliates (as such term is hereinafter defined in Article VI).

Section 3. Voting Members.

(a) **Affiliate Voting Members.** The "Affiliate Voting Members" shall be all of the members of the boards of the Affiliates during the time they hold office. The Affiliate Voting Members shall be entitled to vote in any election of directors of the Board of the Union, any referendum vote on a Board rejection or adoption of a proposed amendment to these Bylaws pursuant to Article VIII, Section 1 of these Bylaws or any referendum vote on a Board action pursuant to Article IX, Section 1 of these Bylaws. Affiliate Voting Members shall also be entitled to vote in connection with the amendment of the Articles of Incorporation of the Union as provided therein.

(b) **Board Voting Members.** The members of the Board of Directors of the Union shall be entitled to vote in any election of directors of the Board.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 120 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting (whether Affiliate Voting Members or Board Voting Members). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to a member at his or her address as it appears on the records of the Union, with postage thereon prepaid. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Suspension; Removal. A General Member may be suspended or removed from the Union, or a prospective General Member may be excluded, by vote of a majority of the directors in office. In such event, the General Member or prospective General Member shall be entitled to a hearing, at the request of such General Member or prospective General Member. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

ARTICLE IV

DIRECTORS

Section 1. General. (a) The affairs of the Union shall be managed by or under the direction of the Board, which may exercise all such powers of the Union and do such acts and things as may be permitted by law to be done by a District of Columbia not-for-profit corporation.

(b) Notwithstanding anything in these Bylaws to the contrary, pursuant to the nonprofit corporation law of the District of Columbia, the Board shall have the exclusive power

and authority to manage the financial and administrative affairs of the Union and shall have the power to elect, by resolution, not to adopt, without the right of the Affiliate Voting Members to vote on, any amendment to these Bylaws or referendum on action taken by the Board, which would result in a policy or decision which (i) is ultra vires or does not conform to the object of the Union as stated in its Articles of Incorporation, (ii) contravenes the nonprofit corporation law of the District of Columbia, (iii) threatens the continuation of the Union's business, (iv) unduly interferes with the power and authority of the Board to manage the financial and administrative affairs of the Union, or (v) is inconsistent with the exempt status of the Union under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any succeeding statute).

Section 2. Eligibility. All directors must be General Members of the Union. Directors of the Union need not be residents of the District of Columbia. No person who is a paid employee of the Union, or any of its Affiliates, subsidiaries, or related bodies, shall be eligible to be a candidate for or serve as a member of the Board.

Section 3. Number. The number of directors constituting the Board shall be eighty-three (83), and shall consist of Affiliate Representatives, At-large Representatives and Ex-Officio Representatives (as such terms are hereinafter defined), subject to Article VIII, Section 2.

Section 4. Election and Term. The Board shall consist of the following persons:

(a) Affiliate Representatives. There shall be the same number of Affiliate Representatives as there are Affiliates. The Affiliate Representatives on the Board shall be elected by their respective Affiliate boards (the "Affiliate Representatives") to serve for terms of one to three years from the date of their election, with such terms to be determined in the discretion of the respective Affiliate board electing such Affiliate Representatives.

(b) At-Large Representatives. There shall be thirty directors who shall be elected at-large (the "At-large Representatives") in the following manner:

(1) Nominations shall be made by the Nominating Committee after seeking suggestions from all General Members of the Union. The Nominating Committee shall circulate its list of nominees for the Board at least four weeks prior to the closing date set by the Nominating Committee for nominations by petition. Further nominations may be made by petition of any five members of the Board, any ten members of the National Advisory Council, the boards of any three Affiliates, or any fifty General Members of the Union.

(2) The electors of the At-large Representatives shall be the following persons, voting by mail:

a. The members of the boards of the Affiliates, voting individually and each casting as many votes as there are members of his or her Affiliate divided by that Affiliate's actual board membership; and

b. The members of the Board, voting individually and each casting as many votes as one-third of the membership of the Union divided by the actual membership of the Board, provided that a member of the Board who is also a member of an Affiliate board may choose in which capacity to vote, but shall not vote in more than one capacity.

The terms of At-large Representatives shall be three years, beginning when their election is certified by the Executive Director pursuant to policies adopted by the Board, and ending on the third subsequent annual certification of at-large elections. No more than one-third of any At-large Representatives, exclusive of vacancies, shall be elected in any one year. A vacant term of one or two years may be filled at an annual election.

(c) Ex-Officio Representatives. There shall also be the following ex-officio members:

(i) The treasurer of the Union, if he or she is not an Affiliate or an At-large Representative, and

(ii) the chairperson of the National Advisory Council.

(d) Term. Each director shall hold office until his or her successor is duly elected and qualified, or until his or her earlier resignation or removal.

Section 5. Vacancies. (a) Any vacancy among the At-large Representatives arising between annual elections may be filled by a majority vote of the directors then in office, although less than a quorum, or by a sole remaining director. If no such majority vote of directors is obtained, a run-off election shall be held between the two nominees receiving the most votes. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

(b) Any vacancy among the Affiliate Representatives arising between annual elections may be filled by the respective Affiliate.

(c) Each director filling a vacancy shall hold office only until the next annual election and his or her successor is duly elected and qualified, or until his or her earlier resignation or removal.

Section 6. Resignation. A director may resign at any time by delivering written notice to the President or Secretary of the Union. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Absence by any director from three consecutive regular meetings of the Board, without the grant of leave of absence by the Board, shall constitute a resignation from the Board, provided that the Board, in its discretion, may reinstate any director who has resigned in such manner.

Section 7. Suspension; Removal. A member of the Board may not be suspended or removed because of substantive policy disagreements. A member of the Board may be suspended or removed only for violations of fiduciary responsibilities. In such event, the

director is entitled to a hearing before the Board at his or her request. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

Section 8. Regular Meetings. An annual meeting of the Board shall be held at such time and at such place, within or without the District of Columbia, as may be determined by the Board. Regular meetings of the Board may be held at such time and at such place as shall be determined by the Board, but the Board shall hold no fewer than four meetings during each calendar year. In the event of a grave organizational or national emergency, the Board may cancel no more than one Board meeting in any year, by resolution stating the reasons for such cancellation, adopted by vote of three-quarters of the directors present, provided that a quorum for purposes of such vote will be a majority of the directors in office. Such vote may be taken at a meeting by telephone or by unanimous consent, pursuant to Sections 12 and 13 of this Article IV.

Section 9. Quorum; Voting; Agenda. (a) One-third of the directors in office shall constitute a quorum, except as provided in Article VIII (Amendment of Bylaws).

(b) Members of the National Advisory Council and Affiliate boards shall be entitled to attend and, with consent of the Board, to participate in discussion at regular meetings of the Board pursuant to procedures adopted by the Board, but shall not be entitled to vote. On request of any three directors, the Board vote on any motion shall be taken by name and be so recorded in the minutes. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where the act of a greater number is required by law or by these Bylaws.

(c) By petition, any resolution adopted by the boards of any five Affiliates shall be placed upon the agenda of the next following meeting of the Board for action.

Section 10. Special Meetings. Special meetings of the Board may be called by the President or the Executive Committee.

Section 11. Notice. Meetings of the Board or any committee thereof, may be held within or without the District of Columbia upon reasonable notice to each director or committee member, as the case may be. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Electronic Participation. Pursuant to procedures adopted by the Board, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at such meeting.

Section 13. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if all members of the Board, or any committee thereof, consent thereto in writing. Such writing or writings shall be submitted to the Secretary and shall be filed with the minutes of proceedings of the Board or the Committee, as the case may be.

Section 14. Committees.

(a) Committees other than the Executive Committee may be designated by a resolution adopted by the Board. The general counsel do not constitute a committee.

(b) Members of committees need not be directors and shall be appointed by the President, subject to the approval of the Board.

(c) The designation and appointment of any such committee shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or the director by law.

(d) Unless otherwise specified in a resolution of the Board or these Bylaws, at all meetings of each committee of the Board, a majority of the total number of members of the committee shall constitute a quorum for the transaction of business, each member of the committee shall have one vote, and the affirmative vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 15. Executive Committee. (a) The Executive Committee shall have and may exercise all the power and authority of the Board in the management and affairs of the Union as to any matters which require disposition in intervals between meetings of the Board. The Executive Committee shall promptly report its actions to the Board.

(b) The Executive Committee shall consist of the President of the Union and ten additional members of the Board. The general counsels, treasurer of the Union, and treasurer of the ACLU Foundation if not elected members of the Executive Committee, shall be ex officio members of the Executive Committee, without vote. The Executive Director and any staff member whom he or she designates shall attend and shall be permitted to participate in the meetings of the Executive Committee but shall not be permitted to vote.

(c) Nominations for membership on the Executive Committee shall be made by the Special Nominating Committee. The report of the Special Nominating Committee shall be distributed within a reasonable period prior to the meeting at which the election of the Executive Committee is to be held. Additional nominations may be made by any member of the Board.

(d) The election of the members of the Executive Committee shall be held at a regular meeting of the Board. The members shall be selected under a method of preferential

voting adopted by the Board, provided that after a slate of nominees is selected by the Board pursuant to such method of preferential voting, the Board will vote a second time on the entire slate in order to elect the slate. Such election shall require an affirmative vote by a majority of the directors in office.

(e) The terms of all elected Executive Committee members shall be two years. No more than five members shall be elected in any year, except as may be necessary to fill any vacancies.

(f) Any vacancy in the Executive Committee arising between annual elections may be filled at a regular meeting of the Board by a majority vote of the directors in office.

(g) An Executive Committee member will hold office until his or her successor is duly elected and qualified, or until his or her earlier resignation or removal.

Section 16. Nominating Committee. (a) The Nominating Committee shall be responsible for nominations of persons to be elected to the National Advisory Council and to the Board.

(b) The Nominating Committee shall consist of five persons: two members of the Nominating Committee shall be members of Affiliate boards, two members shall be members of the Board, and one shall be a member of the National Advisory Council. Nominations for the Nominating Committee shall be made by the President, and the Nominating Committee shall be elected by resolution adopted by a majority of the directors present and voting at a meeting at which a quorum is present, and one person shall be designated as chairperson. Such election shall be held at the first meeting of the Board after the annual election of At-Large Representatives of the Union.

(c) The terms of the members of the Nominating Committee shall be one year. No more than two members of the Nominating Committee shall be appointed for a second consecutive term and none shall be appointed for more than two consecutive terms.

Section 17. Special Nominating Committee. (a) The Special Nominating Committee shall be responsible for nominating officers of the Union (other than the Executive Director) and the National Advisory Council and the members of the Executive Committee.

(b) The Special Nominating Committee shall consist of at least three but no more than five members of the Board who shall be nominated by the President, and shall be appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Members of the Special Nominating Committee shall serve for one-year terms.

Section 18. Compensation of Directors. The members of the Board shall not be compensated for service on the Board or as officers of the Union, but may be reimbursed

for reasonable expenses for attending meetings or conducting the business of their offices, pursuant to policy adopted by the Board.

ARTICLE V

OFFICERS

Section 1. Positions. The Board shall elect the officers of the Union. The officers of the Union, who shall be General Members of the Union, shall be a President, one or more Vice Presidents, a Secretary and one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers, one or more general counsels, and such other officers and agents as the Board may appoint. Any two or more offices may be held simultaneously by the same person, except for the offices of President and Secretary and except that the Executive Director may not be President, Vice President, Secretary or Treasurer. The Executive Director and any officer who is an employee of the Union shall not be members of the Board. The President and Vice Presidents and Secretary must be members of the Board. The offices of the Union shall be set forth by resolution of the Board.

Section 2. Nomination and Election. (a) The Special Nominating Committee shall nominate the officers of the Union. The report of the Special Nominating Committee shall be distributed within a reasonable period prior to the meeting at which the election of the officers is to be held. Additional nominations may be made by any member of the Board at the meeting at which the election is held.

(b) The annual election of officers shall be held at the first regular meeting of the Board after the annual election of At-Large Representatives of the Union. The President shall be elected by a majority of the directors in office.

Section 3. Term of Office. The officers of the Union shall hold office for a term of one year and until their successors are chosen and qualified or until their earlier removal, resignation or death.

Section 4. Removal. Any officer may be removed at any time by majority vote of the directors in office, pursuant to procedures adopted by the Board.

Section 5. President. The President shall preside at all meetings of the Board and of the Executive Committee, ensure that all orders and resolutions of the Board are carried into effect, and in general perform all duties normally incident to the office of President and presiding officer of the Board and such other duties as may be prescribed by the Board.

Section 6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice President then in the order designated by the Executive Committee) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall perform

such other duties and have such other powers as the Board or, if authorized by the Board to do so, the President, may prescribe.

Section 7. Secretary. The Secretary shall attend all meetings of the Board and shall cause to be recorded all the proceedings of such meetings of the Board in a book to be kept for that purpose, and shall perform like duties for the committees of the Board when so requested; when unable to perform such duties, the Secretary may delegate such duties to the Assistant Secretary. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law or as directed by the Board or the President, and shall perform such other duties as may be prescribed by the Board or by the President, under whose supervision the Secretary shall function. The Secretary shall have custody of the corporate seal of the Union, and the Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board may give general authority or specific authority to any other officer to affix the seal of the Union and to attest the affixing by such officer's signature. The Secretary may also attest all instruments signed on behalf of the Union by the President or any Vice President. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or, if authorized by the Board to do so, the President.

Section 8. Assistant Secretary. The Assistant Secretary, or, if there be more than one, the Assistant Secretaries in the order determined by the Board (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary for any reason, including the failure of the Board to elect a Secretary, or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary and perform such other duties and have such other powers as the Board or, if authorized by the Board to do so, the President, may prescribe. Any Assistant Secretary shall have authority to affix the corporate seal and attest by his or her signature to the same extent as the Secretary.

Section 9. Treasurer. The Treasurer shall be responsible for all funds of the Union and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Union, and shall deposit all moneys and other valuable effects in the name and to the credit of the Union in such depositories as may be designated by the Board. The Treasurer or his or her designee(s) shall disburse the funds of the Union as ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall render to the Board, at its regular meetings or when the Board so requires, an account of all financial condition of the Union. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as may be assigned by the Board or, if authorized by the Board to do so, the President.

Section 10. Assistant Treasurer. The Assistant Treasurer, or, if there be more than one, the Assistant Treasurers in the order determined by the Board (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer for any reason, including the failure of the Board to elect a Treasurer, or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of

the Treasurer and perform such other duties and have such other powers as the Board or, if authorized by the Board to do so, the President, may prescribe.

Section 11. Vacancies. A vacancy in any office of the Union because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the vacancy of the term.

Section 12. Fidelity Bonds. The Union may, but shall not be required to, secure the fidelity of any or all of its officers or agents by bond or otherwise.

Section 13. Compensation. The Board shall determine the compensation of the employees, officers and agents of the Union which such compensation shall be reasonable for the services rendered, except that officers who are members of the Board are subject to Article IV, Section 18 of these Bylaws.

Section 14. Execution of Documents. All deeds, mortgages, bonds, contracts, and other instruments may be executed on behalf of the Union by the President, the Executive Director, or any Vice President (unless such power is restricted by Board resolution or is required by law to be otherwise signed or executed) or by any other person or persons designated by the Board.

Section 15. Executive Director. The Executive Director shall manage the business of the Union as the chief executive officer of the Union, and shall perform such other duties as may be prescribed by the Board. The Executive Director shall be selected by the Board and shall serve until his or her successor is chosen and qualified or until his or her earlier removal, resignation or death.

ARTICLE VI

AFFILIATES

Section 1. General. Any group of General Members residing in the same geographic area of the United States or its possessions may form a nonprofit membership organization and apply for recognition as an affiliate of the Union (an "Affiliate"), and the Board shall so recognize the group when satisfied that the purposes of the Union will be so served. An Affiliate shall act in accordance with the policies of the Union, with the understanding that the purpose of this requirement is to obtain general unity rather than absolute uniformity. Each General Member who resides within the boundaries of an Affiliate shall be a voting member of that Affiliate and an Affiliate shall have no members who are not General Members.

Section 2. Structure. The structure and functioning of an Affiliate, including its relations with the Union and with its own chapters (if any), and any tax-exempt entities associated with the Affiliate, shall be governed by rules adopted by the Board.

Section 3. Suspension; Removal. By vote of two-thirds of the membership of the Board, an Affiliate may be suspended on those terms established by the Board or removed from the Union and/or a receiver appointed for it and its associated entities. In such event, the Affiliate is entitled to a hearing before the Board, at its request. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

Section 4. Governing Bodies. (a) The board of an Affiliate shall consist of persons who are General Members of the Union, and shall be electorally responsible to the Affiliate's membership. To establish such electoral responsibility, the Affiliate's constitution or bylaws shall provide that:

(1) Election of its board members shall be for reasonable terms and in a manner by which all the Affiliate's members have reasonable opportunity to vote, as by proxy or by a ballot mailed to each, if permitted by law. If the board members are delegates from chapters, they shall be reasonably apportioned taking into consideration the chapter membership in relationship to the Affiliate membership as a whole and the geographical distribution of the Affiliate's membership, and if they are elected indirectly by chapter boards, those chapter boards shall be electorally responsible to their respective chapter memberships.

(2) Reasonable opportunity shall be afforded the Affiliate's (or chapter's) membership to nominate candidates for the Affiliate (or chapter) board, and to initiate amendments to the Affiliate (or chapter) constitution and bylaws. Any vacancy in an Affiliate (or chapter) board existing between regular elections may be filled by the board of the Affiliate (or chapter).

ARTICLE VII

NATIONAL ADVISORY COUNCIL

Section 1. Function. The National Advisory Council shall advise the Board but shall have no other rights or powers (the "National Advisory Council").

Section 2. Members. The number of members of the National Advisory Council shall be determined by the Board. Each member of the National Advisory Council shall be a General Member of the Union.

Section 3. Election. One-third of the membership shall be elected each year for three-year terms in the following manner:

(a) Nominations shall be made by the Nominating Committee, after seeking suggestions from all members of the Union. Further nominations may be made by petition of any five members of the Board, any ten members of the National Advisory Council, the boards of any three Affiliates, or any fifty members of the Union.

(b) Election shall be by a majority of the total membership of the Board.

(c) In nominating and electing such members, the Nominating Committee and the Board shall take into account the aim of the Union that the members of the National Advisory Council shall be apportioned roughly according to the population of the main geographical sections of the United States and its possessions, and selected to obtain the widest possible distribution of support of persons currently active publicly in behalf of civil liberties -- if possible, to the extent of being readily recognized nationally.

Section 4. Vacancy. Any vacancy in the National Advisory Council existing between annual elections may be filled by the Board. Any person so elected will hold and serve for the remainder of the term.

Section 5. Suspension; Removal. Any member of the National Advisory Council may be removed or suspended at any time, by the affirmative vote of a majority of the directors then in office. In such event, the member is entitled to a hearing at his or her request. The hearing shall be conducted pursuant to such procedures as the Board may adopt.

Section 6. Officers. The officers of the National Advisory Council shall be a chairperson and two or more vice-chairpersons (distributed among the main geographical sections). The Special Nominating Committee shall nominate the officers of the National Advisory Council and the Board shall elect such officers. The term of such office shall be one year. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the remainder of the term. Any officer may be removed at any time by majority vote of the Board.

ARTICLE VIII

AMENDMENT

Section 1. Petition. (a) Amendments to these Bylaws may be proposed by petition of any five members of the Board, any ten members of the National Advisory Council, the boards of any three Affiliates, or any fifty members of the Union. At the next following meeting of the Board, the Board shall vote on the proposed amendment, and such amendment shall be adopted by a majority vote of the Board, a quorum being a majority of its actual membership, such vote to be taken by name and so recorded in the minutes. If such an amendment is approved by the Board, it shall then be submitted for referendum vote by the Affiliate Voting Members voting by mail pursuant to the procedures set forth in Article IV, Section 4(b)(2)(a), and if approved by a two-thirds vote, shall be adopted, subject to Article IV, Section 1(b).

(b) Amendments to these Bylaws may also be proposed by petition of the board of any ten Affiliates. The proposed amendment shall be submitted, together with the proposed recommendation of the Board, if any, for referendum vote by the Affiliate Voting Members voting by mail pursuant to the procedures set forth in Article IV, Section 4(b)(2)(a), and shall be adopted if approved by a two-thirds vote, subject to Article IV, Section 1(b).

Section 2. Directors. Article IV, Section 3 of these Bylaws may be amended by a majority vote of the Board, a quorum being a majority of its actual membership, in order to reflect the admission or removal of an Affiliate and the corresponding addition or deletion of an Affiliate Representative.

ARTICLE IX

POLICY REFERENDUM SYSTEM

Section 1. General. Upon petition of the boards of any ten Affiliates, any action taken by the Board shall be submitted to a referendum of the Affiliate Voting Members in accordance with the procedures set forth in Section 2 of this Article IX of these Bylaws and subject to Article IV, Section 1(b) of these Bylaws.

Section 2. Procedures. Subject to Article IV, Section 1(b), any petition described in Section 1 of this Article IX shall be submitted for referendum vote by the Affiliate Voting Members, casting votes at respective meetings of the Affiliate boards, with notice given to the Affiliate Voting Members that the meeting is called for the purpose of considering the issues in the referendum. Each Affiliate shall certify to the National Office the names of Affiliate board members who attended and voted in the referendum. The ballots of members of the Affiliate board not present at the meeting shall be returned to the National Office. Each of the Affiliate Voting Members shall vote individually, casting as many votes as there are members of his or her Affiliate, divided by that number of Affiliate board members present and voting at the meeting. The petition may be adopted only by a two-thirds vote of the Affiliate Voting Members.

ARTICLE X

INDEMNIFICATION

Section 1. Indemnification. The Union shall indemnify, to the fullest extent permitted by the laws of the District of Columbia as those laws presently exist or hereafter may be amended, any director, officer, or former director or officer, of the Union, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him, including attorney's fees, judgments, fines and amounts paid in settlements in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Advances against reasonable expenses may be made by the Union on terms fixed by the Board subject to an obligation to repay if indemnification proves unwarranted. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any agreement, vote of the Board, or otherwise, including rights under any insurance policy that may be purchased by the Union to the extent permitted by the laws of the District of Columbia as they presently exist or hereafter may be amended.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Union shall be fixed by resolution of the Board.

Section 2. Checks, Notes, Etc. All notes, drafts, checks, acceptances, orders for the payment of money, and negotiable instruments obligating the Union for the payment of money shall be signed by the President, the Executive Director, the Treasurer or by such other officer or officers or employee or employees as the Executive Committee or Board may direct.

Section 3. Loans. No loans shall be contracted for or on behalf of the Union and no evidence of indebtedness shall be issued in the name of the Union unless authorized by a resolution of the Executive Committee or Board. Such authority may be general or may be confined to specific instances.

Section 4. Voting Securities of Other Corporations. The Executive Director or such other person as may be designated by the Board or the Executive Committee shall have the authority to vote on behalf of the Union those securities of any other corporation which are owned or held by the Union and may attend meetings of stockholders or execute and deliver proxies for such purpose.

Section 5. Form of Records. Any records maintained by the Union in the regular course of its business, including its books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Union shall so convert any records so kept upon the request of any person entitled to inspect the same. [Board Minutes, January 23-24, 1993]