BY-LAWS

THE JAPAN-AMERICA SOCIETY
OF WASHINGTON, INC.

(As amended on June 3, 2014)

ARTICLE I - NAME

The name of this association is The Japan-America Society of Washington, hereinafter referred to as the Society.

ARTICLE II - HEADQUARTERS

The headquarters of the Society shall be in the District of Columbia.

ARTICLE III - PURPOSES

1. The Society is organized and shall be operated exclusively for charitable and educational purposes. In furtherance thereof it shall provide a forum for the discussion of topics of common interest to the peoples of the United States and Japan and sponsor such educational or charitable programs as may further understanding and friendly relations between these two nations.

2. The Society shall not be operated for profit. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Society shall not, except to an insubstantial degree and only to the extent consistent with its intended tax exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 as may from time to time be amended, engage in any activities, or exercise any powers that are not in furtherance of the exclusively charitable and educational purposes of the Society.

ARTICLE IV - MEMBERSHIP

1. The Members of the Society shall be such persons, corporations, associations and partnerships as may be admitted to membership by the Board of Trustees (the “Board” or “Board of Trustees”). The Board of Trustees shall determine the dues and assessments corresponding to the qualifications and rights of each class of membership.
2. The Society may have two (2) or more classes of membership as shall be determined from time to time by resolution of the Board of Trustees. The designation and characteristics of each class of Members and the qualifications and the rights and limitations thereupon of each class of Members including any membership dues or assessments, and the voting rights of Members and any limitations thereupon shall be set forth in a resolution of the Board of Trustees. There shall be one or more classes of membership with full voting rights. Unless otherwise resolved by the Board of Trustees, for the purposes of constituting a quorum or voting pursuant to Article V, there shall be a class of individual members, each of whom shall be entitled to one vote and a class of organization members, each of which shall be entitled to one vote exercised through one of its representatives.

3. Members of the Society in those classes of Membership entitled to vote shall have the right to vote in the election of the Board of Trustees and on all matters which are submitted to the Membership for approval as required by the By-Laws and on all matters which come properly before a meeting of the Members of the Society.

4. The membership in the Society of any Members may be suspended or terminated for nonpayment of dues or assessments, or for any activity or behavior which the Board of Trustees may deem contrary to the best interests of the Society.

5. A Member may withdraw from the Society by giving written notice to the Secretary.

ARTICLE V - MEETING OF MEMBERS

1. An Annual Meeting of the Members of the Society to hear a report of the audit of the Society's accounts (Article XV, Paragraph 3), to consider the report of the Nominating Committee (Article VI, Paragraphs 4, 5, and 6), to elect the Board of Trustees and to transact such other business as may properly come before such a Meeting shall be held each year during the period January 2 through February 15, at such time and place as shall be determined by the Executive Director or, in the absence of such determination, by the Chairman of the Board of Trustees.

2. A Special Meeting of the Members of the Society may be called at any time by the Chairman of the Board of Trustees, or by the Executive Director of the Society with the approval of the Executive Committee. A Special Meeting must be called upon the receipt of a request in writing, stating the purpose or purposes of the Special Meeting proposed and signed by at least fifty (50) Members of the Society entitled to vote. A Special Meeting may act only upon the subjects for which the Special Meeting was called.

3. The Annual Meeting and any Special Meeting may be held within or without the District of Columbia as provided in the notice of the Meeting.

4. Notice of each Meeting of the Members of the Society shall be mailed, faxed or sent by email to each Member entitled to vote according to the listing maintained by the Executive Director at least fifteen (15) days prior to the date of the Meeting. The notice of the Meeting shall contain the date, time, and place of the Meeting, and the purpose(s) for which the Meeting has been called.
5. The Chairman of the Board of Trustees shall act as chairman of a Meeting of the Members of the Society. If the Chairman of the Board of Trustees is absent or unable to act as chairman of the Meeting, the Meeting shall be chaired by the Vice Chairman of the Board of Trustees or by the President of the Society. The Secretary of the Society shall act as secretary of the Meeting. If the Secretary is absent or unable to act, the chairman of the Meeting shall appoint a Member to act as secretary of the Meeting.

6. The presence at any Meeting of the Members of the Society, in person or by written proxy, of one-twentieth (1/20) of the Members of the Society entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the Meeting from time to time for a period not exceeding twenty (20) days in any one case. At any duly adjourned meeting at which a quorum is present any business may be transacted which may have been transacted at the Meeting as originally called.

7. The affirmative vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a Meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by law, the Articles of Incorporation, or these By-Laws.

ARTICLE VI - BOARD OF TRUSTEES

1. The affairs and property of the Society shall be managed by a Board of Trustees.

2. The Board of Trustees shall have twenty-four (24) members who shall be elected by the Membership from among the Members of the Society. Each Trustee shall be elected for a term of three (3) years, with one-third of the Trustees being elected annually. No Trustee shall be elected by the membership to more than two (2) consecutive terms as a Trustee. The 3-year term of a trustee elected or reelected by the membership at the Annual Meeting shall begin at the first Board of Trustees meeting held after the Annual Meeting and shall end at the first Board of Trustees held after the Annual Meeting three years hence.

3. The Board of Trustees shall elect each year a Chairman of the Board, a Vice-Chairman of the Board, and a President from among the members of the Board of Trustees. The Chairman of the Board of Trustees shall be the chief policy officer of the Society and shall enunciate and interpret the policies determined by the Board of Trustees. The Chairman shall appoint the members of all committees of the Board unless the members of such committees have been appointed by a resolution of the Board of Trustees or by a resolution of the Executive Committee under Article VII. The Chairman shall preside at all meetings of the Members of the Society and of the Board of Trustees at which the Chairman shall be present. If the Chairman of the Board of Trustees is absent or unable to act, the Vice-Chairman of the Board of Trustees may exercise any of the powers, and shall perform the duties, of the Chairman, subject to the control of the Board of Trustees. The Vice-Chairman shall also have such other powers and perform such other duties not inconsistent with
these By-Laws, as may be assigned to him from time to time by the Board of Trustees or by the Chairman of the Board.

4. The Board of Trustees shall appoint, by a resolution adopted by the vote of a majority of the Trustees then in office, a Nominating Committee composed of three (3) Trustees. The Nominating Committee shall select Members of the Society to be presented to the Membership at the next Annual Meeting as nominees for election to the Board of Trustees. The Nominating Committee shall also nominate Members to be presented to the Board of Trustees, at its first meeting following the Annual Meeting of the Members, for election as Chairman of the Board of Trustees, Vice-Chairman of the Board of Trustees, and as Officers of the Society. The Nominating Committee shall remain in being for one full year from the date of its appointment in order that it may discharge, if required, its responsibility for the nomination of successor Trustees under Article VI, Paragraph 7, below when vacancies occur on the Board.

5. The Nominating Committee shall transmit to the Executive Director during the month of December a list of its nominees for election to the Board of Trustees at the next Annual Meeting.

6. Fifteen (15) days before the Annual Meeting, the Executive Director shall send to each Member of the Society a written notice of the names of the nominees to be presented to the Annual Meeting for election to the Board of Trustees. Each Member shall be provided with a proxy to be completed and returned to the Society within five (5) working days prior to the Annual Meeting in the event that the Member does not expect to be present to vote in person at the Annual Meeting.

7. Whenever a vacancy shall occur on the Board of Trustees, the Chairman of the Board shall request the Nominating Committee to nominate one or more Members of the Society to fill the vacancy, one of whom shall be elected by the affirmative vote of a majority of the Trustees present at a meeting of the Board at which a quorum is present. The term of a trustee elected to fill a vacancy shall continue until the next annual meeting, at which time that person shall be eligible for election by the membership to a full 3-year term. The time served as a trustee who is elected to fill a Board vacancy under this paragraph shall not be included in the calculation of the two-term limit for Trustees.

8. The Chairman of the Board of Trustees may invite the Ambassador of Japan to the United States to nominate up to three (3) Embassy officers to serve as advisors to the Society. The Chairman of the Board of Trustees may also invite the Secretary of State to nominate a Foreign Service Officer to serve as an advisor to the Society. The Embassy representatives and nominee of the Secretary of State shall receive all invitations issued for Society events and all mailings of materials sent to all classes of the Members. The Embassy representatives and nominee of the Secretary of State may attend as observers meetings of the Board of Trustees, the Executive Committee, and any other committees called together for Society purposes, but shall not be entitled to vote.

9. The Board of Trustees may elect members of the Society as Counselors to the Board. Such persons shall be individuals, including past trustees, who have provided strong and sustained leadership and support to the Society, and whose continued affiliation
with the Board will serve the interests of the Society. The term of a Counselor shall be one year, and a Counselor may be reelected any number of times, provided that the conditions of the previous sentence are met. Counselors shall be invited to attend all Board Meetings and may serve on the Board’s committees; however, they will not be eligible to vote at Board meetings and may not serve as Officers of the Society.

10. The Board of Trustees shall meet at least four (4) times a year, at such times and places as it may determine. The Chairman of the Board may call a special meeting of the Board of Trustees at his discretion and shall call such a special meeting at the request of any five Trustees. A meeting of the Board of Trustees, regular or special, may be held within or without the District of Columbia. A Trustee who fails to regularly attend these meetings may, in the reasonable discretion of the other Trustees, be asked by the Chairman to resign from the Board.

11. Notice of regular and special meetings of the Board of Trustees shall be given to each Trustee by mailing the same to the Trustee’s last known post office address at least five (5) days before the meeting or by telefaxing, telephoning, emailing or delivering the same to the Trustee in person at least two (2) days before the meeting.

12. The presence of at least one third (1/3) of the Trustees then in office, at a meeting of the Board of Trustees shall constitute a quorum.

13. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law, the Articles of Incorporation or By-Laws of the Society.

14. The Board of Trustees shall determine its own procedures.

15. Any member of the Board of Trustees may resign at any time by giving written notice to the Chairman of the Board of Trustees or to the Executive Director or Secretary of the Society.

16. To the fullest extent that the laws of the District of Columbia, as in effect on the date of the adoption, or amendment of these By-Laws in November 2001, or as such laws thereafter are amended, permit elimination of limitation of the liability of directors, no Trustee of the Society shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Trustee. Any amendment or repeal of this paragraph or adoption of any other provision of these By-Laws or the Articles of Incorporation of the Society which has the effect of increasing Trustee liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

ARTICLE VII - EXECUTIVE COMMITTEE

1. There shall be an Executive Committee consisting of the Chairman and Vice-Chairman of the Board of Trustees, the President, Secretary and Treasurer of the Society, two (2) other members of the Board of Trustees who shall be elected by a resolution adopted by the vote of a majority of Trustees in office to serve until the next Annual Meeting or until their successors are elected, and the Society’s
Executive Director. Vacancies on the Executive Committee may be filled by the Board of Trustees in the same manner. The Legal Counsel to the Society shall serve ex officio as a member of the Executive Committee without a vote.

2. The Executive Committee shall fix its own rules and procedures, and meetings shall be held at such times and places as it may determine. Special meetings may be held at any time on the call of its chairman, any two of its members, the Chairman of the Board of Trustees or the Executive Director of the Society. A majority of the members of the Executive Committee then in office, excluding the Counsel, and present in person (but in no event less than three members) shall constitute a quorum for the transaction of business.

3. Unless otherwise expressly provided by law, in addition to those powers granted to it by these By-Laws, the Executive Committee shall have and may exercise any powers and authorities specifically or generally granted to it by the Board of Trustees.

ARTICLE VIII - OTHER COMMITTEES

1. The Board of Trustees may establish, by a resolution adopted by a majority of the Trustees then in office, other committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in such a resolution, shall have and exercise the authority of the Board of Trustees in the management of the Society.

2. Committees not having and exercising the authority of the Board of Trustees in the management of the Society may be designated and members appointed by a resolution adopted by a majority of the Trustees present at a meeting of the Board at which a quorum is present. Such committees may also be designated and members appointed by a resolution of the Executive Committee adopted by the affirmative vote of a majority of members of the Executive Committee. Members of such committees need not be members of the Board of Trustees.

ARTICLE IX - HONORARY PATRONS

1. The Board of Trustees is authorized to admit by invitation as Honorary Patrons of the Society during their terms of office the Ambassador of Japan to the United States and the Ambassador of the United States to Japan.

2. An Honorary Patron shall enjoy all the privileges of the Society but shall not be required to pay dues and shall not be entitled to vote.

ARTICLE X - HONORARY CHAIRMAN

1. The Board of Trustees is authorized to elect an Honorary Chairman who need not be a member of the Board of Trustees and who shall serve without term at the pleasure of the Board.
2. The Board of Trustees is authorized to create the position of Chairman Emeritus for past Chairmen who have served the Society with distinction.

**ARTICLE XI - DISTINGUISHED MEMBERS**

1. The Board of Trustees is authorized to award the status of Distinguished Member to persons who have given distinguished service in furtherance of deeper understanding and friendly relations between the United States and Japan.

2. A Distinguished Member shall enjoy all the privileges of the Society, shall not be required to pay dues and shall not be entitled to vote. A Distinguished Member may, however, be admitted to membership in some other class of membership having the responsibility for payment of dues and the privilege of voting.

**ARTICLE XII - HONORARY TRUSTEES**

1. The Board of Trustees may, from time to time, appoint as Honorary Trustees persons who have made outstanding contributions to the purposes and programs of the Japan-America Society of Washington over a substantial period of time.

2. An Honorary Trustee shall enjoy all the privileges of the Society, shall not be required to pay dues, and shall not be entitled to vote.

3. An Honorary Trustee may, however, be admitted to membership in some other class of membership having the responsibility of payment for dues and privilege of voting. An Honorary Trustee shall enjoy all the privileges of an Honorary Trustee at the pleasure of the Board of Trustees. An Honorary Trustee shall not by virtue of this appointment be a member of the Board of Trustees.

**ARTICLE XIII - OFFICERS**

1. The Board of Trustees shall hire an Executive Director of the Society. The Executive Director shall have the duties set forth in Article XIV. In addition, at the beginning of each contract period, the Executive Committee and Board of Trustees shall establish with the Executive Director specific performance goals and measures for the coming year, which may be modified during the course of the year as necessary. The decision by the Board of Trustees whether to extend the Executive Director's contract or to terminate his or her employment shall be conditioned, in part, upon a performance review and recommendation provided by the Executive Committee.

2. At the first Board meeting held after the Annual Meeting and upon the recommendation of the Nominating Committee, the Board of Trustees shall elect from among its members a Chairman, Vice Chairman, a President, a Secretary, and a Treasurer of the Society for a one-year term. These officers may be reelected any number of times, provided that they continue to be a Trustee of the Society. The same person may hold the offices of Secretary and Treasurer.
3. In the absence or inability of the Executive Director to act, in the order of seniority established by the Board in its resolution naming the officers of the Society, the next senior officer may exercise any of the powers and shall perform the duties of the Executive Director, subject to the control of the Board of Trustees.

4. The President shall be the Board's primary liaison to the Executive Director and staff of the Society and shall exercise such non-executive responsibilities as the Chairman and Board of Trustees may direct.

5. The Secretary shall be responsible for:

(a) the custody of all records and documents of the Society, and the seal of the Society, and shall affix such seal to instruments, when authorized or directed to do so by the Board of Trustees;

(b) notification to all persons admitted to membership into the Society of their admission;

(c) keeping a record which shall contain the names and addresses of the Members of the Society, together with an indication of whether their payment of dues and assessments is current and thus whether the Member, providing the Member is in a class so entitled, is qualified to vote at Meetings and for candidates for the Board of Trustees;

(d) keeping the minutes of all meetings of the Board of Trustees and of the Members of the Society; and,

(e) performing all duties incident to the office of the Secretary, subject to the control of the Board of Trustees.

(f) The Secretary shall have such other powers and perform such other duties, not inconsistent with these By-Laws, as may be assigned from time to time by the Board of Trustees.

6. The Treasurer shall be responsible for:

(a) care and custody of the funds and securities of the Society;

(b) receipt of monies due and payable to the Society;

(c) deposit of the monies received in the name of the Society in such banks, trust companies or other depositories as from time to time may be designated by the Board of Trustees;

(d) disbursement of the funds of the Society in accordance with the directions of the Board of Trustees;

(e) regular entry in books to be kept by the Treasurer or under the Treasurer's direction for that purpose of full and accurate account of all the monies received and paid by the Treasurer on account of the Society;
(f) rendering of statements of the Treasurer's accounts to the Board of Trustees at such times as it shall require the same;

(g) at all reasonable times, exhibition of the books of account of the Society to any Member of the Board of Trustees upon application; and,

(h) performance of all duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

(i) The Treasurer shall have such other powers and perform such other duties, not inconsistent with these By-Laws, as may be assigned from time to time by the Board of Trustees.

7. The Chairman of the Board, with the approval of the Board, shall appoint a General/Legal Counsel to the Society. The Counsel shall be responsible for advising the Society on tax, general corporate, and other legal matters affecting the Society. The Counsel shall serve as an advisor to the Board of Trustees but shall not be a Trustee. The Counsel may be paid fees for services rendered.

8. The Board of Trustees shall have power at any time to create additional offices and to elect additional Officers for terms not to exceed one year and to set the compensation, if any, of elected Officers. The Board of Trustees or its Executive Committee are further authorized to appoint, on the recommendation of the Executive Director, one or more Assistant Secretaries and Assistant Treasurers as they may from time to time determine to be required, and to set the compensation, if any, of appointed Officers.

9. All Officers elected or appointed by the Board of Trustees shall be subject to removal by the Board at any time with or without cause. In the absence of any Officer, or for any other reason that may seem sufficient to the Board of Trustees, the Board may, without removal, assign the Officer's powers and duties to any other Officer for such period as may be deemed proper.

10. Any Officer may resign at any time by giving written notice to the Chairman of the Board of Trustees or to the Executive Director of the Society. Such resignation shall take effect upon the entry into office of the resigning Officer's successor in office.

11. Should a vacancy occur among the Society's officers, the Board of Trustees may elect one of its members to fill the vacancy. The term of the person so elected shall continue until the first Board of Trustees meeting held after the next Annual Meeting.

ARTICLE XIV – EXECUTIVE DIRECTOR

1. The Executive Director shall be the chief executive officer of the Society and shall exercise general supervision over the activities and property of the Society, subject to the control of the Board of Trustees and its Executive Committee. Except as otherwise provided by any resolution of the Board of Trustees, the Executive Director shall sign for the Society all deeds and other agreements and formal instruments. The Executive Director shall be given notice of and shall have the right
to attend all committee meetings. The Executive Director shall attend all meetings of the Board of Trustees and the Executive Committee. The Executive Director shall be responsible for developing and carrying out the programs of the Society in accordance with the policies of the Board. The Executive Director is not a Trustee of the Society.

2. Under the general supervision of the Board and with the assistance of its Treasurer, the Executive Director shall have custody of the funds of the Society. The Executive Director shall oversee the receipt of dues and other payments made to the Society and the disbursement of funds within the budgetary limits set by the Board of Trustees or the Executive Committee. The Executive Director shall ensure that the Society maintains adequate accounts and provides periodic reports for the use of the Executive Committee and the Board of Trustees.

3. Under the general supervision of the Board and with the assistance of its Secretary, the Executive Director shall be responsible for keeping Minutes of the meetings of the Board of Trustees. The Executive Director shall be responsible for maintaining a record of the activities of the Society. The Executive Director shall direct the receipt of Membership applications and maintenance of lists of Members and files. The Executive Director shall ensure that notices of Meetings are sent to Members and Trustees and shall be responsible for the correspondence of the Society. The Executive Director shall submit periodic reports pertaining to these matters for the use by the Treasurer, the Secretary, the Executive Committee, and the Board of Trustees.

4. The Executive Director with the concurrence of the Executive Committee may hire and/or retain professional and clerical staff or other assistance as may be deemed necessary, provided that no decision to terminate any employee shall be made without the concurrence of the Executive Committee.

**ARTICLE XV - FISCAL PROVISIONS**

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

2. All Officers and other persons who may be authorized by the Board of Trustees or its Executive Committee to receive or disburse funds of the Society may be required to furnish bond for the faithful discharge of their duty, in such sums and with such surety and on such conditions as the Board of Trustees or its Executive Committee may from time to time determine. The expense of such bonds shall be borne by the Society.

3. After the close of each fiscal year, the financial transactions and books of the Society for the preceding fiscal year shall be reviewed by independent certified public accountants as determined by the Board of Trustees or its Executive Committee, and a report of the review shall be made to the Members and the Board of Trustees.
ARTICLE XVI - AMENDMENTS

1. Amendments to these By-Laws may be proposed by the Board of Trustees or the Executive Committee or may be in the form of a proposal to the Secretary signed by at least fifty Members. In the case of a proposal made by Members, the Secretary shall notify the Board of Trustees of such proposal at its first meeting after receipt of the proposal.

2. The Board of Trustees or the Executive Committee shall determine whether any proposal for amendment shall be referred to the Membership for balloting: (a) at a Special Meeting of Members called for that purpose, (b) at the next regularly scheduled Annual Meeting, or (c) by mail/email ballot.

3. All proposals for amendment to these By-Laws which are to be voted upon at a Meeting of the Members of the Society shall be mailed and/or emailed (provided that the email address can be verified) to the Membership at least fifteen (15) days prior to the Meeting at which such amendment is to be considered.

4. The Board of Trustees may decide to submit proposed amendments to these By-Laws to the Membership by mail/email ballot. In this case, the Executive Director shall mail/email (provided that the email address can be verified) copies of the proposed amendments to the Membership, with a request that responses be received by mail or email within ten (10) days of the mailing/emailing date. The Board of Trustees by a resolution having the approval of a majority of the Trustees then in office shall designate a committee composed of two (2) or more Trustees to tally the results of the mail ballot, and the Membership shall be notified of the results by mail.

5. When a proposed amendment is submitted to the Membership, the Board of Trustees or the Executive Committee may, in its discretion, submit to the Membership its recommendation(s) and comment(s) upon the proposed amendment.

6. If two-thirds (2/3) of the votes of the Members voting by mail/email or voting at a Meeting of the Membership in person or by written proxy are in favor of an amendment, it shall be considered as adopted. Unless otherwise provided for in the amendment, the amendment shall become effective when adopted.

7. No proposed amendment to these By-Laws shall be considered, except in the manner herein specified.

ARTICLE XVI- INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

1. Except as prohibited by law, every Trustee and Officer of the Society shall be entitled as of right to be indemnified by the Society against all expenses, liability and loss (including, without limitation, attorney’s fees, judgments, fines, taxes, penalties and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (collectively an “Action”), not brought by or in the right of the Society, in which he or she may be involved as a
party or otherwise by reason of such person’s being or having been a Trustee or Officer of the Society or by reason of the fact such person is or was serving at the request of the Society as a Trustee, Officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity; provided, that no such right of indemnification shall exist with respect to an Action brought by an Indemnitee (as hereinafter defined) against the Society except as provided in the last sentence of this Paragraph 1. Persons who are not Trustees or Officers of the Society may be similarly indemnified in respect of service to the Society or to another such entity at the request of the Society to the extent the Board of Trustees at any time designates any of such persons as entitled to the benefits of this Article. As used in this Article, "Indemnitee" shall include each Trustee and Officer of the Society and each other person designated by the Board of Trustees as entitled to the benefits of this Article. An Indemnitee shall be entitled to be indemnified pursuant to this Paragraph 1 for expenses incurred in connection with any Action brought by such Indemnitee against the Society only if the Action is a claim for indemnity or expenses under Paragraph 4 of this Article and either (i) the Indemnitee is successful in whole or in part in the Action for which expenses are claimed or (ii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court.

2. Unless otherwise ordered by a court, in connection with any Action brought by or in the right of the Society, every Trustee and Officer of the Society shall be entitled as of right to be indemnified by the Society only against reasonable expenses paid or incurred by such person.

3. Every Indemnitee shall be entitled as of right to have his or her expenses in any Action (other than an Action brought by such Indemnitee against the Society) paid in advance by the Society prior to final disposition of such Action, subject to (a) any obligation which may be imposed by law or by a provision in the Articles of Incorporation or these By-laws of the Society and (b) the Indemnitee’s agreement or other obligation to reimburse the Society in certain events and (c) the Society’s having the financial resources to pay said expenses without seriously inhibiting the operation of the Society.

4. If a written claim under Paragraph 1, Paragraph 2, or Paragraph 3 of this Article is not paid in full by the Society within thirty (30) days after such claim has been received by the Society, the Indemnitee at any time thereafter may initiate an Action against the Society to recover the unpaid amount of the claim and, if successful, in whole or in part, the Indemnitee also shall be entitled to be paid the expenses of prosecuting such Action. It shall be a defense to any Action to recover a claim under Paragraph 1 or Paragraph 2 of this Article that the Indemnitee’s conduct was such that under District of Columbia law the Society is prohibited from indemnifying the Indemnitee for the amount claimed, but the burden of proving such defense shall be on the Society. Neither the failure of the Society (including its Board of Trustees, independent legal counsel and its members) to have made a determination prior to the commencement of such Action that indemnification of the Indemnitee is proper in the circumstances, nor an actual determination by the Society (including its Board of Trustees, independent legal counsel or its members) that the Indemnitee’s conduct was such that indemnification is prohibited by law, shall be a defense to such Action or create a presumption that the Indemnitee’s conduct was such that indemnification is prohibited by law. The only defenses to any
such Action to receive payment of expenses in advance under Paragraph 3 of this Article shall be those described at subpoints (a), (b) and (c) of Paragraph 3, above.

5. The Society may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any expense, liability or loss asserted or incurred by such person in connection with any Action, whether or not the Society would have the power to indemnify such person against such expense, liability or loss by law or under the provisions of this Article. The Society may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) as may become necessary to ensure the payment of such sums to effect indemnification as provided herein.

6. The rights of indemnification and to the advancement of expenses provided for in this Article (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnitee may be entitled under the Articles of Incorporation or these By-laws of the Society, any agreement, any vote of members or Trustees or otherwise, (ii) shall be deemed to create contractual rights in favor of each Indemnitee, (iii) shall continue as to each person who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of each Indemnitee, and (iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The rights of indemnification provided in this Article may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

ARTICLE XVI - DISSOLUTION

In the event of the dissolution of the Society, any balance of unexpended funds or other assets in excess of the liabilities shall be distributed to an organization or organizations qualifying as tax-exempt, non-profit, charitable or educational organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as may from time to time be amended, such organization or organizations to be chosen by the Board of Trustees of the Society.