

**BYLAWS
OF
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS**

(a District of Columbia Nonprofit Corporation)

**ARTICLE I
Name, Registered Agent, and Offices**

Section 1. Name. The name of this corporation (hereinafter referred to as the “Corporation”) shall be Grantmakers for Effective Organizations.

Section 2. Registered Agent and Offices. The Corporation shall maintain in the District of Columbia a registered agent and may have offices within or without the District of Columbia as the Board of Directors of the Corporation (the “Board”) may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
Purposes and Limitations**

The Corporation is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Act”) for purposes as set forth in the Corporation’s Articles of Incorporation.

**ARTICLE III
Members**

Section 1. No Voting Members. The Corporation shall have no members within the meaning of the Act.

Section 2. Nonvoting Members. The Board shall have the sole discretion and authority to provide for nonvoting membership. Nonvoting membership is open to grantmaking organizations or philanthropy infrastructure organizations, and other entities as determined by the Board. Membership is nontransferable.

Section 3. Membership Dues, Fees, and Assessments and Obligation to Pay. The Board shall fix the amount and terms of payment of membership dues, fees and/or assessments for all nonvoting members, if any. Membership in the Corporation carries a definite obligation to pay membership dues, fees and any assessments established by the Board. Membership dues, fees and assessments are not refundable for any reason.

Section 4. Termination and Resignation of Membership. Membership in the Corporation shall be automatically suspended or terminated, without any requirement of action by the Board, if a member does not pay all required membership dues, fees, or assessments, in full, by the due date established by the Board. In addition, the Board may, by the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present, deny

membership to, or terminate membership of any organization if the purposes, policies, or actions of such organization or its representatives are, in the sole discretion of the Board, deemed inconsistent with the Corporation's policies, or if, the Board determines, in its sole discretion, that denial or revocation of membership is in the best interests of the Corporation.

Further, membership in the Corporation also may be terminated by the submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. Any member may resign effective immediately upon written notice to the Corporation. However, the suspension, termination, non-renewal, or resignation of membership shall not extinguish or relieve such member's financial obligations, including unpaid dues, fees, assessments, or other charges previously accrued, if any, as well as any other financial obligations to the Corporation.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board. It shall be the Board's duty to carry out the objectives and purposes of the Corporation, and to this end the Board may exercise all powers of the Corporation. The Board shall be subject to the restrictions and obligations set forth by law, the Corporation's Articles of Incorporation, and these Bylaws.

Section 2. Composition, Election, Term, and Qualifications. The number of Directors shall be not less than five (5) but no more than seventeen (17), such number which shall be fixed from time to time by the Board. The Board may be staggered into separate groups of one or more Directors as determined by the Board, with at least one group of Directors elected by the Board each year to hold office for a three-year term; provided, however, that Directors shall serve until their successors have been duly elected and have qualified. The number of Directors in each group does not need to be uniform. Directors shall not serve more than two consecutive three-year terms of office, except the Board may waive this requirement and allow a Director to serve a third consecutive three-year term of office if they hold an officer or other exceptional position of leadership on the Board.

Section 3. Removal or Resignation of Directors. Any Director may be removed from office with or without cause at any time by the Board. Any Director may resign at any time by giving written notice to the Chair, President, Secretary-Treasurer, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. Any vacancy occurring in the Board or any Directorship to be filled by reason of an increase in the number of Directors may be filled at any time by the Board. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board.

ARTICLE V

Board Meetings

Section 1. Regular Meetings. Regular meetings of the Board shall be held no less than two times a year and at such time and place, either within or without the District of Columbia. The Board may provide a single notice outlining all regular meetings for the year without having to give notice of each regular meeting individually.

Section 2. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair. The person or persons authorized to call special meetings of the Board may fix the time, date and place for holding any special meeting of the Board called by them.

Section 3. Notice. Notice of the time, date, and place of all regular meetings of the Board shall be given to by each Director personally or by mail, electronic mail, or other mode of electronic transmittal not less than 14 days before the meeting. Notice of the time, date, and place of all special meetings of the Board shall be given to by each Director personally or by mail, electronic mail, or other mode of electronic transmittal not less than two days before the meeting. 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. Any Director may waive notice of any meeting before, at or after such meeting.

Section 4. Waiver of Notice. A Director may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Director (which may include an email or other electronic record), and which shall be filed with the minutes of proceedings of the Board or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum; Action by Board. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the Directors in office is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. No Director voting by proxy shall be permitted.

Section 6. Videoconferencing and Teleconferencing. Any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting can hear the discussion or read the transcript of the discussion at the same time and all members have an equal opportunity to participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 7. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section shall be the act of the Board when one or more consents signed by all of the members of the Board are delivered to the Corporation, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered

to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section 8. Minutes. Minutes of each meeting of the Board and records of each action taken without a meeting by the Board shall be recorded by the Secretary-Treasurer or the Secretary-Treasurer's designee. Minutes of each meeting shall be submitted to the Board for approval at the subsequent meeting of the Board. Minutes and records of action shall be maintained permanently among the records of the Corporation, as required by the Act.

ARTICLE VI

Officers

Section 1. Definition of Officers. The Officers of the Corporation shall be a Chair, Vice Chair, Secretary-Treasurer, President, and such other Officers as may be determined by the Board. The Board may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board. The offices of President and Secretary-Treasurer shall not be held by the same person.

Section 2. Election and Qualification of Officers. The Board shall elect the Chair, Vice Chair, Secretary-Treasurer in odd-numbered years, usually at the Board meeting held in the Spring. To be eligible to serve as the Chair, Vice Chair, Secretary-Treasurer, an individual must be a member of the Board of Directors of the Corporation and who is an employee, member of the board of directors, or an authorized representative of a nonvoting member of the Corporation. The President need not be a Director of the Corporation. The Board may establish additional reasonable qualifications for any office.

Section 3. Term. The Chair, Vice Chair, and Secretary-Treasurer shall hold office for a term of two years; provided, however, that officers shall serve until their successors have been duly elected and qualified. The Chair, Vice Chair, and Secretary-Treasurer shall not serve more than two consecutive two-year terms of office. The President shall serve at the pleasure of the Board. Other officers that may be appointed shall serve for such terms for which they are elected or appointed.

Section 4. Removal or Resignation of Officers. Any officer may be removed from office at any time by the Board. Any officer may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 5. Vacancies. A vacancy in any officership because of death, resignation, removal, disqualification, or otherwise, may be filled at any time by the Board for the unexpired portion of the term. Vacancies may be filled or new offices may be created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 6. Chair. The Chair shall be the presiding officer at all meetings of the Board and the Executive Committee. The Chair may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Corporation. The Chair shall supervise and provide direction to the President, on a regular basis. The Chair in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice Chair. In the absence or during the disability of the Chair, the Vice Chair shall perform all of the duties of the Chair, and when so acting shall have all the powers of, and be subject to, all of the restrictions upon the Chair. The Vice Chair shall have such other duties as from time to time may be prescribed by the Board of Directors.

Section 8. President. The Board of Directors shall select and employ a President (who may have the title of President or President and Chief Executive Officer) who shall be a corporate officer and responsible for the administration and management of the Corporation's business and operations. Subject to the oversight of the Board of Directors, the President shall: supervise, coordinate and manage the Corporation's day-to-day business and activities; formulate plans and advise on policies for the accomplishment of the Corporation's objectives; prepare an annual budget for approval by the Board; have charge of the Corporation's funds, discharge its obligations, and maintain its accounts; carry into effect all directions and resolutions of the Board; and perform such other duties and have such other powers as may be prescribed by the Board of Directors or these Bylaws. The President shall report to the Board of Directors and keep the Board of Directors apprised of his or her activities in carrying out his or her duties hereunder. The President shall serve at the pleasure of the Board of Directors. Any removal of the President will be without prejudice to his or her rights under a contract of employment, and the appointment of such person shall not itself create contract rights.

Section 9. Secretary-Treasurer. The Secretary-Treasurer is responsible for the financial affairs of the Corporation; shall record or cause to be recorded the minutes of all meetings of the Board and maintain or cause such minutes to be maintained in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and be the custodian of the corporate records, including but not limited to all correspondence of the Corporation. The Secretary-Treasurer shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

ARTICLE VII Employees and Agents

The President shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as he or she may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons within the budget approved by the Board of Directors.

One or more duties of the President may be expressly delegated by the President to one or more employees or agents of the Corporation, provided that the President shall supervise and oversee the actions of such employees or agents.

ARTICLE VIII Committees

Section 1. Board Committees. The committees set forth in this Section 1 shall be committees of the Board within the meaning of Section 29-406.25(a) of the Act (each, a “Board Committee”).

- (a) **Executive Committee.** The Executive Committee, to the extent provided by the Board and subject to the limitations set forth in these Bylaws, shall have and exercise the authority of the Board in the management of the Corporation between meetings of the Board. The members of the Executive Committee are the Chair, Vice Chair, Secretary-Treasurer, and the Director serving as the Chair of the Governance Committee. The Chair shall serve as Chair of the Executive Committee.
- (b) **Audit and Finance Committee.** The Audit and Finance Committee consists of the Treasurer and those directors appointed as committee members by a majority of all directors in office. The Treasurer shall serve as Chair of the Audit and Finance Committee. The Audit and Finance Committee shall, among other things, oversee the Corporation’s accounting and financial reporting processes, audits of the Corporation’s financial statements, and administer the Corporation’s Whistleblower and Conflict of Interest policies. The Audit and Finance Committee shall perform such other duties as from time to time may be assigned by the Board. The Audit and Finance Committee shall be empowered to retain and determine funding for outside counsel, independent auditors or other advisors the committee deems necessary to carry out its purposes, duties, and responsibilities.
- (c) **Governance Committee.** The Governance Committee consists of those directors appointed as committee members by a majority of all directors in office. The Board shall select one of the members of the committee to serve as its chair. The Governance Committee is responsible for, among other things, recommending to the Board individuals qualified to serve as Directors and Officers of the Corporation, and on Board Committees; to advise the Board of practices in corporate governance to ensure the effective functioning of the Board; and to develop and recommend updates to the Corporation’s corporate governance documents, principles, and practices as appropriate. The Governance Committee shall perform such other duties as from time to time may be assigned by the Board.

In addition, the Board may, by resolution adopted by a majority of the number of Directors then in office, create one or more other committees, each consisting exclusively of two or more Directors, to serve at the discretion of the Board. Appointment of Directors to a Board Committee shall be made by a majority vote of the Directors then in office and the Board shall designate the Chair of such Board Committees. Such committees, to the extent provided in the resolution of the Board and subject to the limitations of the Act, shall have and exercise the authority of the Board in the management of the Corporation. The designation of and the delegation of authority to a

Board Committee shall not operate to relieve the Board, or any individual Directors, of any responsibility imposed upon them by law.

Section 2. Advisory Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation (“Advisory Committees”) may be created by the Board by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, by the Chair, or by the President. Such Advisory Committees shall have a governing charter that describes their authority, responsibility, specific duties, and membership. Except as otherwise provided by these Bylaws, resolution, committee charter, or policy adopted by the Board, the Chair, President, or Governance Committee Chair shall appoint Advisory Committee members, who need not be Directors, and shall designate one individual from each such committee to serve as committee chair, or two individuals to serve as co-committee chairs.

Section 3. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board as are set forth in Article V of these Bylaws, except as otherwise provided by these Bylaws, committee charter, or resolution of the Board. Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the chair of such Advisory Committee, with the approval of the members of the Advisory Committee, except as otherwise provided in these Bylaws, committee charter, or resolution of the Board.

Section 4. Minutes and Records of Action. Minutes of all meetings of and actions taken by Board Committees shall be recorded and maintained with the records of the Corporation.

Section 5. Term; Removal and Resignation; Vacancies. Each member of a Board Committee or Advisory Committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member of the committee. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the President, the Secretary-Treasurer, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Limitations on Committee Authority. No Committee may be delegated the power to: (1) authorize distributions; (2) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation’s assets; (3) elect, appoint, or remove Directors or officers; (4) fill vacancies on the Board of Directors or any Board Committee; or (5) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

ARTICLE IX

Compensation and Inurement

Section 1. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as such, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. Nothing herein shall be construed to preclude any Director from serving the Corporation in a capacity other than that of Director (including but not limited to as an officer, employee, or independent contractor) and receiving reasonable compensation for such service.

Section 2. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE X FINANCES AND RECORDS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such period established by the Board of Directors.

Section 2. Corporate Contracts and Instruments. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, or agent or agents of the Corporation, and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by the Chair, Vice Chair, Secretary-Treasurer, or President.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep as permanent records: (i) minutes of all meetings of the Board of Directors; (ii) records of all actions taken without a meeting by the Board of Directors; (iii) records of all actions taken by a Board Committee on behalf of the Corporation. The Corporation also shall keep at its principal office (i) the Corporation's Articles of Incorporation, (ii) the Corporation's Bylaws, (iii) minutes and other permanent records described above for the last three years; (iv) a list of the names and business address of the Corporation's current Directors and Officers; and (v) the most recent biennial report filed by the Corporation with the District of Columbia.

Section 6. Representation of Shares of Other Corporations. The President or any other Officer or Officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any shares or membership interests of any other corporation or corporations held by the Corporation. This authority may be exercised in person or by proxy or power of attorney.

Section 7. Other Operational Policies. The Board may adopt, or delegate authority to any Officer or Officers to adopt, policies and guidelines regarding matters affecting the operation of the Corporation. The Board or such Officer or Officers can amend, repeal, or otherwise modify such policies and guidelines at its sole discretion. Such policies and guidelines may be compiled in a policy manual.

ARTICLE XI

Amendments

These Bylaws may be altered, amended, or repealed upon approval of two-thirds of the Directors in office and provided written notice of the amendments is given to each Director at least fourteen days in advance.

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