



BYLAWS OF RESPECTABILITY

ARTICLE I. NAME.

The name of this corporation is "RespectAbility" (hereinafter "the Corporation").

ARTICLE II. OFFICES.

The Corporation's principal office shall be as established by the Board of Directors and the Corporation may have such other offices as the Board of Directors may from time to time designate.

ARTICLE III. PURPOSES AND MISSION.

The mission of the corporation is to fight stigmas and advance opportunities so people with disabilities can fully participate in all aspects of the community.

- (a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute, and as set forth in the Articles of Incorporation of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized for profit, 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 its purposes. The

Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- (b) The Corporation will accomplish its mission by empowering people with disabilities to gain the training, skills, contacts, and opportunities they need to have seats at decision-making tables.
- (c) The Corporation will change attitudes by increasing diverse and authentic representation of disabled people on screen, leading to systematic change in how society views and values people with disabilities.
- (d) The Corporation will seek and promote best practices in education, employment, entrepreneurship, and civic engagement so people with disabilities can succeed like everyone else.

ARTICLE IV. STANDARD OF CONDUCT FOR DIRECTORS.

Directors of the Corporation shall exercise their duties in good faith; with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and in a manner they reasonably believe to be in the Corporation's best interest. Directors shall adhere to all policies and procedures adopted by the Board of Directors. Liability of directors for actions taken in their capacity as directors shall be limited to the maximum extent permissible under the District of Columbia Nonprofit Corporation Act.

ARTICLE V. BOARD OF DIRECTORS.

Section 5.1. Duties and Powers.

- (a) The affairs of the Corporation shall be managed by the Board of Directors (the "Board"). Directors need not be residents of the District of Columbia.
- (b) The Board shall be responsible for determining the mission and high-level strategy, establishing policies, adopting budgets, and

stewarding resources of the Corporation.

- (c) The Board shall hire, supervise, and work collaboratively with the Chief Executive Officer, who will be responsible for the day-to-day management of the Corporation, including the hiring, supervision, and termination of other Corporation personnel; the spending of Corporation funds within Board-adopted budgets; and the preparation and execution of documents on the Corporation's behalf, all under the Board's strategic oversight.
- (d) A Director is a representative of the Corporation and, as such, must act to advance its mission, values, core tenets, and strategic objectives.
- (b). A Director must attend all meetings of the Board of Directors unless excused from a meeting by the Chair for good cause.
- (c). A Director must participate on at least one committee, advisory group, or otherwise provide advisory support, as needed.
- (d). A Director must make an annual financial contribution that is meaningful for the individual Director.
- (e). A Director must fulfill other duties and responsibilities as determined by the Board.

Section 5.2. Number.

There shall be 15 to 21 Directors of the Corporation. The number of Directors may be set within that range from time to time by the Board. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

Section 5.4. Meetings.

- (a) There shall be an annual meeting of the Board held each calendar year, and at least three additional regular meetings of the Board during that year. Notice of the annual and regular Board meeting(s) shall be delivered not less than ten (10) days before the date of the meeting, either by email, personally, or by

mail, to each director entitled to vote at such meeting.

- (b) Quorum of Directors and Action by the Board. One-half of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, 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 of Directors.
- (c) Special Meetings of the Board. The Chair, or one-third of the members of the Board, may call a special meeting. Any special meeting may be held at such place as the Chair may determine. Written or printed notice stating the place, day, and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than 48 hours before the start of the meeting, either by email, personally, or by mail to each director entitled to vote at such meeting. At such special Board meeting, only the matters stated in the notice of the meeting shall be considered.
- (d) Notice of any regular or special meeting shall be sent to each Director at the Director's last known email or postal address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered five days after it is deposited in the United States mail, with postage thereon prepaid. If sent by email, such notice shall be deemed to be delivered when sent.
- (e) A Director's attendance at any meeting shall constitute waiver of notice of the meeting, excepting attendance at a meeting by the Director for the sole purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A Director may also waive notice of any meeting in writing at any time before, during, or after the meeting.
- (f) Board Action Without a Meeting; Meetings by Videoconference or Other Communications Technology.
 - i. Any action required or permitted to be taken by the

Board of Directors may be taken without a meeting if all directors consent in writing, which may include by email, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board of Directors.

- ii. Any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by videoconferencing system, conference telephone, or any other means of communications by which all persons participating in the meeting are able to understand one another simultaneously, and such participation shall constitute presence in person at the meeting.
- (g) Unless otherwise provided in these Bylaws, all questions concerning procedure at all meetings will be resolved by reference to the current edition of Robert's Rules of Order, Newly Revised. Should a dispute arise over interpretation of Roberts Rules of Order, Newly Revised, the interpretation of the Chair shall prevail.

Section 5.5. Election and Term.

- (a) Directors shall be elected by the then-current directors pursuant to such procedures set forth in these Bylaws or as otherwise established by the Board.
- (b) Each Director shall serve a term ending at the adjournment of the third Annual Meeting following the start of the term, or until his, her, or their earlier death, disability, removal, or resignation. At such Annual Meeting, the then-incumbent Directors shall elect their successors, who shall take office immediately upon the adjournment of the Annual Meeting.
- (c) Each Director may serve for no more than three consecutive full

terms. Partial terms of two years or less shall not count toward this limit. The limitation on terms may be waived under extraordinary circumstances if the Directors determine that the needs of the Corporation will be better served by allowing a Director to serve an additional term.

- (d) Any Director who completed three consecutive full terms will be eligible for re-election after one year has passed since the conclusion of the Director's final term.

Section 5.5. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his, her, or their predecessor in office and until the successor is elected and qualified.

Section 5.6. Removal.

Any Director may be removed from office by a majority vote of the Directors at any regular or special meeting of the Board at which a quorum is present, if the Board determines such removal to be in the best interest of the Corporation. A director facing removal must be notified of the proposed removal (in a notice incorporating a statement of the reasons for removal and otherwise meeting the standards for notice to directors otherwise set out in these Bylaws) at least 10 days before the meeting at which removal will be considered. The director shall be offered an opportunity to appear before the Board or provide a written statement to the Board before the Board takes a final vote to remove the director.

Section 5.7. Resignations.

Except as otherwise required by law, any Director of the Corporation may resign at any time by giving written notice to the Chair or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and no acceptance of such resignation shall be necessary to make

it effective. A Director may be deemed to resign if that Director does not participate in three consecutive Board meetings without advance notice of the absences to the Chair or Secretary of the Corporation.

Section 5.8. Compensation of Directors.

- (a) The Corporation shall not compensate Directors for their service as Directors.
- (b) Directors may be reimbursed for reasonably incurred expenses that are pre-approved by the Chair or Treasurer and that are incurred in the performance of their duties to the Corporation.

ARTICLE VI. OFFICERS, AGENTS, AND EMPLOYEES

Section 6.1. Officers.

The Board of Directors shall, by majority vote, elect a Chair, a Secretary, and a Treasurer and it may, if it so determines, elect, or appoint one or more Vice-Chairs and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation, these Bylaws, or in Board resolutions. Two or more offices may be held by the same person except the offices of Chair and Secretary.

Section 6.2. Term of Office.

Each officer shall hold office for one year and until his, her, or their successor has been elected or appointed and qualified. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the Annual Meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. The election or appointment of an officer shall not of itself create contract rights.

Section 6.3. Removal.

Any officer may be removed or suspended by a vote of a majority of the members of the Board of Directors then serving as directors, and present and voting taken at any meeting of the Board at which the matter is presented.

Section 6.4. Resignation.

Except as otherwise required by law, any officer of the Corporation may resign at any time by giving written notice to the Chair or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and no acceptance of such resignation shall be necessary to make it effective.

Section 6.5. Powers and Duties of Officers.

Subject to the control of the Board, all officers shall have such authority and perform such duties as may be provided in these Bylaws or by resolution of the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices:

A. Chair. The Chair shall provide overall strategic direction to the Corporation; shall direct and oversee the Board of Directors and CEO; shall preside at all meetings of the Board, shall perform all other duties customary to that office, and shall have the power to call meetings of the directors as provided in these Bylaws.

B. Vice Chair. The Vice Chair or Vice Chairs shall fulfill the duties of the Chair when the Chair is unavailable for any reason. The Vice Chair (or, if there are multiple Vice Chairs, one Vice Chair to be selected by agreement of the Chair and Vice Chairs) shall preside at meetings of the Board when the Chair is not present.

C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors and all committees of the Board and for the maintenance of all other corporate records required by law, shall give or cause to be given all

notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall also keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At every regular meeting of the Board and as otherwise requested by the Board or the Chair, the Treasurer shall render a report of the financial condition of the Corporation. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board.

ARTICLE VII. COMMITTEES

The Board shall have the committees set forth in this Article. In addition, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more additional committees, each consisting of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, No committee to which the Board has delegated any of its management authority (a "Board Committee") may have persons who are not Directors as voting members of the committee. Committees to which the Board has not delegated any of its management authority, but which are charged with advising or informing the Board ("Advisory Committees"), may have Directors or non-Directors as members. No committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the

sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.

The following standing committees are established:

Section 7.1 Executive Committee

The Executive Committee is a Board Committee consisting of those Directors who are officers of the Corporation and additional Directors elected by the Board. The Executive Committee shall have all of the authority of the Board between meetings of the Board, except as limited by this Article or by law. The Executive Committee shall meet regularly and/or as needed and be responsible for the interpretation of policies and expenditures within the Board-approved budget for the Corporation but shall not exceed the limits set by Board policy from time to time. Except pursuant to policies otherwise adopted by the Board and otherwise allowed by law, all actions of the Executive Committee shall be reviewed and ratified, modified, or rescinded by the Board at its next regular meeting. The Board shall have the authority to adopt such other policies and procedures as it deems necessary relating to the operation of the Executive Committee.

Section 7.2 Finance and Audit Committee.

The Finance and Audit Committee is a Board Committee consisting of the Treasurer and other Directors elected by the Board. The Finance and Audit Committee is responsible for drafting and monitoring the Corporation's annual budget to be presented to the Board for its consideration and approval before the start of the next fiscal year and at each Board meeting. The Committee shall be responsible for supervising and reviewing the annual

independent external audit, and for managing any investments or other financial assets held by the Corporation.

Section 7.3 Governance and Nominating Committee.

The Governance and Nominating Committee is an Advisory Committee responsible for advising the Board with respect to the Corporation's governance. The Committee shall seek, evaluate, and recommend qualified Director candidates for the annual election of directors. Members shall be appointed by the Chair and shall be chaired by a Director who is appointed by the Chair.

Section 7.4 Other Committees.

The Board may create and appoint members to such Board Committees and Advisory Committees and set out the authority and duties of such committees, as they shall from time to time deem appropriate.

Section 7.5 Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.6 Vacancies.

Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.7 Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.8 Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. ADVISORY COUNCIL

Section 8.1. Membership.

The Advisory Council shall be an Advisory Committee consisting of individuals who have a specific interest in or expertise regarding the operations of the Corporation and who are unable to serve on the Board of Directors because their participation might pose a conflict of interest, they may have reached their term limit, they are unable or unwilling to perform the duties required of Directors, or for other good or valid reasons. Members of the Advisory Council are not Directors and shall not have the authority of Directors to vote or be counted for purposes of determining whether a quorum is present at a Board meeting.

Section 8.2. Election.

Members of the Advisory Council will be appointed by the Chair for a term of up to three years, as mutually agreed to. There are no term limits.

Section 8.3. Participation At Board Meetings.

Members of the Advisory Council are invited to attend all open meetings of the Board of Directors but are not required to do so in order to maintain their membership on the Advisory Council.

ARTICLE IX. MISCELLANEOUS

Section 9.1. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

Section 9.2. Checks, Notes and Contracts.

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.3. Gift Acceptance.

The Board of Directors may promulgate from time to time by resolution any rules, regulations, or restrictions it deems to be necessary or desirable with regard to the acceptance of gifts, bequests and/or contributions by the Corporation, including without limitation restrictions as to the amount and/or source of such gifts, bequests, and/or contributions.

Section 9.4. Books and Records to be Kept.

The Corporation shall keep (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Directors and all Board Committees; (3) current copies of the Articles of Incorporation and the Bylaws; (4) such federal tax records as the Corporation is required to retain under federal tax law; and (5) a record of the names and addresses of the Board of Directors and all officers. All books and records of the Corporation may be inspected by any director, or the director's agent or attorney, for any proper purpose at any reasonable time.

Section 9.5. Amendments To Bylaws and Articles.

- (a) These Bylaws may be amended or replaced upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board. An amendment or set of restated bylaws to be proposed at a meeting of the Board of Directors shall be emailed to each member of the Board of Directors prior to the date of the meeting. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

- (b) The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

Section 9.6. Indemnification and Insurance.

The Corporation shall indemnify any Director or officer, any former Director or officer in matters relating to service as a Director or officer, and may, by resolution of the Board of Directors, indemnify any employee or agent, all to the maximum extent permitted by sections 29-406.51 and 29-406.52 of the District of Columbia Code and any successor provisions except as otherwise provided in this Section.

- (a) The Corporation shall indemnify each Director and officer for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.
- (b) The Corporation shall indemnify, each of its Directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him, her, or them by reason of being or having been such a Director or officer and acting within the scope of official duties, but only when the determination shall have been made judicially or in the manner herein provided that the Director or officer acted in good faith for a purpose which he, she, or they reasonably believed to be in the best interest of the Corporation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his, her, or their conduct was unlawful. This indemnification shall be made only if the Corporation shall be advised by its Board acting (1) by a quorum consisting of

Directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board, it may rely as to all questions of law, on the advice of independent legal counsel.

- (c) Every reference herein to a Director or officer of the Corporation shall include every Director and officer and every former Director and officer, with respect to matters relating to service as a Director or officer. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.
- (d) The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- (e) The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.
- (f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986 as may now be in effect or as hereafter may amended.
- (g) If any part of this Section shall be found in any action, suit, or

proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 10.7. Loans to Directors and Officers.

No loans shall be made by the Corporation to any Director or officer.

Approved by unanimous vote of the Board at its meeting on April 21, 2023.