

VEG SOCIETY OF THE DISTRICT OF COLUMBIA

BYLAWS

ARTICLE I NAME

SECTION 1.01. *Name.* The name of the Corporation is the Veg Society of the District of Columbia. (the “Corporation”).

ARTICLE II PURPOSES OF THE CORPORATION

SECTION 2.01. *Purposes.* The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation’s Articles of Incorporation.

ARTICLE III OFFICES AND REGISTERED AGENT

SECTION 3.01. *Offices.* The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the District of Columbia as appropriate.

SECTION 3.02. *Registered Agent.* The Corporation shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors may change the person designated as the registered agent from time to time.

ARTICLE IV MEMBERS

SECTION 4.01. *No Members of the Corporation.* The Corporation shall not have any Members as defined in § 29-401.02(24) of the District of Columbia Nonprofit Corporation Code (the “Nonprofit Code”). The Corporation will allow a number of non-voting, dues-paying members and be open to anyone that supports the purposes of the Corporation. For the avoidance of doubt, non-voting, dues-paying members are not “Members” as defined in § 29-401.02(24) of the Nonprofit Code.

ARTICLE V BOARD OF DIRECTORS

SECTION 5.01. *Function of Directors.* The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these Bylaws and the Nonprofit Code. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided the activities and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board.

SECTION 5.02. *Number of Directors; Qualifications.* The Board of Directors shall consist of not less than three (3) or more than nine (9) members. The maximum number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 5.04. A director shall be an individual, and need not be a resident of the District of Columbia. All directors must be vegan and current dues-paying members of the Corporation.

SECTION 5.03. *Election and Tenure of Directors.* (a) The Board of Directors shall elect a director by the affirmative vote of a majority of the Board of Directors then in office at any scheduled meeting of the Board and notice of such proposed election shall be given at least 7 days before the meeting. The terms of the directors shall be staggered. The Board members shall serve staggered terms of two years. Thereafter, each director shall hold office until the second annual meeting subsequent to their election with approximately one-half of the Directors elected at each annual meeting. Directors may be elected for additional terms.

(b) A committee of the Board shall be responsible for nominating a slate of prospective Board members representing the Corporation's diverse community. In addition, any member of the Board can nominate a candidate to the slate of nominees during the annual meeting. Each Director shall hold office until the expiration of the term for which they were elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws.

SECTION 5.04. *Removal or Resignation of Director.* Unless the Nonprofit Code provides otherwise, the Board of Directors may remove any director, with or without cause, by the affirmative vote of a majority of all of the members of the Board of Directors then in office. A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

SECTION 5.05. *Vacancy on Board.* A majority of the remaining directors may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected to fill a vacancy shall serve for the unexpired term of the director whose resignation or removal created the vacancy on the Board. If the number of Directors then in office is less than a

quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice, or (iii) a sole remaining Director.

SECTION 5.06. *Annual and Regular Meetings.* The Corporation shall hold an annual meeting of its Board of Directors for the election of directors and officers and the transaction of such other business as may properly come before the meeting. The annual meeting shall be held during the 2nd quarter of the Corporation's fiscal year at such place and at such time as determined by a majority of the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by a majority of the Board of Directors. Unless the Articles of Incorporation, the Nonprofit Code or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 5.07. *Special Meetings.* The President or any two (2) directors may call a special meeting of the Board of Directors at any time. Unless the Articles of Incorporation, the Nonprofit Code or these Bylaws provide otherwise, any business may be considered at any special meeting without such business having been specified in the notice for such meeting. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 5.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that they are attending solely for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 5.09. *Action by Directors.* Unless the Articles of Incorporation, the Nonprofit Code or these Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

SECTION 5.10. *Action by Written Consent.* Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken is signed by each member of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 5.11. *Meeting by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another, speak and vote on any matters put before the Board. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 5.12. *Compensation.* The Corporation shall not pay any compensation to any director for services rendered to the Corporation as a director, except that director may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors. A director who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

SECTION 5.13. *Attendance at Meetings.* If any director has three (3) or more unexcused absences from regular meetings (which may include an annual meeting), such absences shall constitute a resignation from the Board of Directors by such director.

ARTICLE VI COMMITTEES

SECTION 6.01. *Board Committees.* (a) The Board of Directors, by a vote of a majority of the directors then in office, may establish one or more standing committees of the Board comprised of one or more directors. The Board of Directors may delegate to a committee any of the powers of the Board, except the power to (1) elect or remove directors or Board committee members; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or these Bylaws; or (4) decide such other matters as the Board may determine by vote of the directors.

(b) The Board of Directors shall appoint the members and the chair of each committee subject to the approval of a majority of the directors then in office. Each committee shall adopt rules of procedure for the conduct of the business of the committee that are consistent with Article V of the Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 5.11.

(c) Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such member be removed from such committee, with or without cause, by a vote of a majority of the directors then in office, or (3) such member shall cease to be a director or otherwise resign from such committee.

SECTION 6.02. *Special Committees of the Board.* The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. A special committee of the board shall be subject to the same rules of procedure as any committee of the Board appointed in accordance with Section 6.01.

SECTION 6.03. *Advisory Committees.* (a) The Board of Directors may create advisory committees to the Board. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; however, the Board of Directors may not delegate any of its power, authority, or functions to the advisory committee. Each advisory committee may adopt rules of procedure for its business that are consistent with Article V of these Bylaws and with the rules adopted by the Board of Directors.

(b) The President shall appoint the members and the chair of each advisory committee, subject to the approval of a majority of the Board of Directors. A majority of the members of an advisory committee shall constitute a quorum for the transaction of business. The advisory committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 5.11.

(c) Each member of an advisory committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such member be removed, with or without cause, by a vote of the Board of Directors, or (3) such member shall otherwise resign from such committee.

SECTION 6.04. *Compensation of Members of Committees.* The Corporation shall not pay any compensation to any member of any committee for services rendered to the Corporation as such, except that a member may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by the Board of Directors. A member of a committee who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VII OFFICERS OF THE BOARD

SECTION 7.01. *Officers.* The Corporation shall have a President, Vice President, Secretary, and Treasurer. The President and Vice President of the Board shall be duly elected

and qualified members of the Board. All other officers may, but need not be, members of the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as President and either Treasurer or Secretary of the Corporation. The Board may elect or appoint such other officers as may be deemed necessary or appropriate. All officers must be vegan and current dues-paying members of the Corporation.

SECTION 7.02. *President.* The President of the Board of Directors shall preside at all meetings of the Board of Directors at which the President shall be present; and, in general, shall perform all such duties as are assigned from time to time to the President by these Bylaws and the Board of Directors. In the absence of a Chief Executive Officer, as specified in Section 7.08, the President shall be the chief management officer of the Corporation.

SECTION 7.03. *Vice President.* The Vice President, in the absence of the President, shall preside at all meetings of the Board of Directors at which the Vice President shall be present. In general, the Vice President shall perform all duties incident to the office of a vice president of a corporation and such other duties as are from time to time assigned to the Vice President by the Board of Directors.

SECTION 7.04. *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books or electronic means provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

SECTION 7.05. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors. In the absence of another person designated to fulfill such duties in accordance with Section 7.09, the Treasurer shall be the chief financial officer of the Corporation.

SECTION 7.06. *Election and Tenure of Officers.* The Board of Directors shall elect the officers, who shall be elected for terms not to exceed two (2) years. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time, with or without cause. Removal for cause requires a majority vote of the Board of Directors and removal without cause requires a two-thirds vote of the Board of Directors. The Board of Directors may fill a vacancy that occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors. Unless

otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 7.07. *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board.

SECTION 7.08. *Chief Executive Officer.* In addition to the other officers of the Corporation specified in Section 7.01, the Board may appoint a Chief Executive Officer. The Chief Executive Officer shall be the chief management officer of the Corporation. The Chief Executive Officer shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Corporation, (2) be responsible for providing leadership and direction to the Corporation and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors.

(b) The Chief Executive Officer shall be appointed by a majority of the directors of the Corporation then in office and shall serve at the will of the Board. The Chief Executive Officer shall report to the Board and between Board meetings to the President.

SECTION 7.09. *Subordinate Officers.* The Board of Directors may appoint subordinate officers of the Corporation who are assigned duties by the Chief Executive Officer.

ARTICLE VIII INDEMNIFICATION

SECTION 8.01. *Mandatory Indemnification.* The Corporation shall indemnify any officer or director to the extent the officer or director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party because they are or were an officer or director of the Corporation against reasonable expenses incurred by the officer or director in connection with the proceeding.

SECTION 8.02 *Additional Indemnification.* (a) The Corporation may also indemnify an officer or director who is a party to a proceeding because they are or were an officer or director against liability incurred in the proceeding if the individual:

- (1) Acted in good faith;
- (2) Reasonably believed:
 - (A) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and
 - (B) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation;
- (3) In the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful; and
- (4) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.

(b) Any such determination shall be made in accordance with the Nonprofit Code (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by special legal counsel selected in the manner prescribed in the Nonprofit Code, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in these Bylaws and the Nonprofit Code; or (4) by a court of competent jurisdiction.

(c) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in this Section 8.02.

(d) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify an officer or director if such indemnification is otherwise prohibited by Section 29-406.51(d) of the Nonprofit Code or any other provision of law.

(e) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by special legal counsel selected in the manner prescribed in the Nonprofit Code, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Nonprofit Code; or (4) by a court of competent jurisdiction.

SECTION 8.03. *Advancement of Expenses.* (a) The Corporation may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because they were an officer or director if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth their good faith belief that they have met the relevant standard of conduct described in these Bylaws and the Nonprofit Code and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Nonprofit Code. Such authorization shall be conducted in the same manner as specified in Section 8.02(b).

SECTION 8.04. *Selection of Counsel.* The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless the Corporation waives such right, the Corporation shall not be required to indemnify any director or officer for expenses of counsel not selected by the Corporation.

SECTION 8.05. *Definitions.* For purposes of this Article VIII the terms, “disinterested director,” “director,” “official capacity,” and “officer” shall have such meanings as provided in the Nonprofit Code.

SECTION 8.06. *Not Exclusive Right.* The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer may have under any agreement with the Corporation or otherwise.

SECTION 8.07. *Severability.* Every provision of this Article VIII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VIII.

ARTICLE IX MISCELLANEOUS

SECTION 9.01. *Maintenance of Tax Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

SECTION 9.02. *Fiscal Year.* The fiscal year of the Corporation shall be the twelve calendar month period ending December in each year, unless otherwise provided by the Board of Directors.

SECTION 9.03. *Corporate Seal.* The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 9.04. *Voting Upon Shares in Other Corporations.* The President, the Treasurer or Chief Executive Officer or a proxy appointed by any of them, may vote stock of other corporations or associations registered in the name of the Corporation. The Board of

Directors, however, may appoint by resolution some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 9.05. ***Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 9.06. ***Checks, Drafts, Etc.*** All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed or electronically authorized by either the Chief Executive Officer, the Treasurer or the President, or by the designees of either the Chief Executive Officer, the Treasurer or the President; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

SECTION 9.07. ***Amendments.*** The Board of Directors shall have the power to amend these Bylaws by the affirmative vote of two-thirds of the members of the Board of Directors then serving, provided written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote.

SECTION 9.08. ***Non-voting, Dues-paying Members.*** The Board of Directors may establish a written policy for collection of dues from and other terms relevant to non-voting, dues-paying members.