

BYLAWS OF THE HOUSE OF RUTH

(Revised February 12, 2018)

ARTICLE I-NAME

The name of this organization shall be the House of Ruth, referred to herein as the "House." It shall be incorporated as a non-profit corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 2001 Edition, Title 29, Chapter 4) (the "Act").

ARTICLE II-PURPOSES

The purposes for which the House is organized are to engage exclusively in such activities as enable it to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Such purposes include, but are not limited to, charitable activities to help women, children, and families in need establish stable and independent lives.

ARTICLE III -DURATION

The period during which the House is to continue as a corporation is perpetual.

ARTICLE IV - BOARD OF DIRECTORS: COMPOSITION AND RESPONSIBILITIES

- A. The affairs of the House shall be under the control of a Board of Directors (the "Board") consisting of at least three (3) and no more than twenty-one (21) persons, all of whom shall be volunteers and not paid personnel of the House nor of any organization receiving financial support from the House. The number of Directors shall be determined from time to time by resolution of the Board adopted by a majority of Directors then in office. In addition, the Executive Director (see Article IX) shall be an *ex-officio* member of the Board, which entitles the Executive Director to attend and participate in discussions at meetings of the Board (and Board committee meetings) but not to vote on matters before the Board (or Board committees). The Executive Director shall not be counted as a member of the Board for purposes of determining how many persons serve on the Board or for purposes of establishing a quorum at meetings of the Board. The Chair of the Board, or the Chair of any Board committee, may designate at any time and for any reason that any meeting of the Board or of a Board committee, or a part of any such meeting, is to be held in Executive Session. Meetings held in Executive Session are attended only by Board members and Board-invited guests, and the Executive Director's designation as an *ex-officio* member of the Board shall not entitle her/him to attend any meeting or portion thereof that is designated as one to be held in Executive Session.

- B. The duties of the Board shall include, without limitation, to establish the general policies of the House, to manage the business and affairs of the House, including to establish its budget, to cause the financial records of the House to be audited annually by certified public accountants, and to hire and dismiss the Executive Director of the House. In addition, the Board shall possess and may exercise any and all powers granted to the House by law, the Articles of Amendment to the Articles of Incorporation, (the "Articles"), and these Bylaws.
- C. Directors need not be residents of the District of Columbia.

ARTICLE V - ELECTION OF DIRECTORS AND TERMS OF OFFICE

- A. The Board shall have sole authority to elect Directors. Election of Directors shall be by a majority vote of the Directors.
- B. The term of office of all Directors shall be three years. Directors may be re-elected for no more than two additional consecutive terms. Directors shall be divided into three approximately equal classes. The terms of all the classes shall commence in three consecutive years, one class on the first day of each of the fiscal years, and shall in each case terminate on the last day of the third fiscal year, unless earlier terminated by the Director's resignation, death or removal from office in accordance with Article V.D or Article V.E below. Elections of Directors in any class whose term expires at the end of a fiscal year, shall be held at the last meeting of the Board of Directors. If a Director completes three consecutive terms that Director may not be a member of the Board for at least one year before being reelected to the Board.
- C. Any vacancy on the Board, including a vacancy created by an increase in the number of Directors, may be filled at any time and from time to time by a majority vote of the Directors present and voting at a meeting at which a quorum is present at the time of the vote. A Director so elected shall be placed in the class of the Director he or she is replacing, or, in the case of a vacancy created by an increase in the number of Directors, shall be placed in the class designated by the Board of Directors, to serve until the end of the term of such class.
- D. Any Director may resign at any time by giving written notice of his or her resignation to the Chair or Vice Chair. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
- E. Any Director may be removed from office, with or without cause, by a majority vote of the Directors then in office, at a meeting of the Board called for such purpose. The notice for the meeting shall state that the purpose or one of the purposes, of the meeting is the removal of such Director.

ARTICLE VI - QUORUM, VOTING, MEETINGS

- A. Except for the situations described in Sections D, E, and F of this Article VI, and Section C (1) and (2) of Article XII, all actions of the Board shall occur only at a meeting at which a quorum is present at the time of the vote. A quorum shall be a majority of the Directors then in office. Unless the vote of a greater number of Directors is specifically required by law, the Articles or these Bylaws, any action by the Board shall be by majority vote of the Directors present and voting. All descriptions of vote requirements in these Bylaws shall be read as if including the quorum requirement of this Section A.
- B. Meetings of the Board shall be held at such places and at such times as the Board may determine, or upon the call of the Board's Chair, or, in the Chair's absence, the Vice Chair. The Board shall meet at least four times each year. Each Director shall be notified of all meetings at least five (5) days in advance of any meeting by the Board's Chair or Vice Chair.
- C. The Chair, or, in the Chair's absence, the Vice Chair, may call emergency meetings of the Board. Directors must be given 24 hours' notice that states the purpose, place, day and hour of the emergency meeting. Business transacted at the emergency meeting shall be confined to the purpose(s) stated.
- D. Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent to the action in writing or by electronic transmission. Such written consents, which may be in one instrument or several instruments or electronic transmissions, shall be filed with the minutes of the Board or of the committee. Unless otherwise specified in such consents or electronic transmissions, the effective date of any action so taken is the date on which the last Director signs the consents or consents by electronic transmission. Any action so taken shall have the same effect as a vote taken at a meeting of the Board.
- E. The members of the Board or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear and be heard by each other at the same time. Participation by such means shall constitute presence in person at such meeting.
- F. Whether or not a quorum is present, a majority of Directors present at a meeting of the Board may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written notice need not be given of the adjourned meeting to Directors who were present at the original adjourned meeting unless the date thereof is more than sixty (60) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

ARTICLE VII - POWERS AND DUTIES OF OFFICERS OF THE BOARD

- A. The officers of the Board, elected by a majority vote of the Directors, shall be a Chair and a Vice Chair. All officers of the Board shall hold their offices for two-year terms. Officers may be re-elected for no more than one additional consecutive term.
- B. The Chair shall preside at all meetings of the Board, shall head the Executive Committee if there is one, serve as an ex-officio member of all other Board committees, and shall have all of the powers and carry out all of the duties usually conferred upon a presiding officer of a board of directors. These duties include fundraising and serving as a spokesperson for the House.
- C. The Vice Chair shall preside at all meetings and perform all other duties of the Chair in the absence of the Chair. In case of the death, illness, or resignation of the Chair, the Vice Chair shall serve as Chair until such time as a new Chair is elected.
- D. The terms of the Chair and Vice Chair shall run concurrently.
- E. If a Chair's second term as Chair ends at the same time as that Board member's third term ends, that Board member may serve one additional year as an *ex officio* member of the Board.

ARTICLE VIII - COMMITTEES

- A. The Board shall have the committees set forth in Section C of this Article VIII, may, but need not, have the committee set forth in Section B, and may, by resolution adopted by a majority of the Directors, establish other committees. Each committee must be composed of at least two (2) members of the Board. The Board of Directors may make such provisions for appointment of the members and chairs of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority as the Board deems necessary or desirable for the efficient management of the property, affairs, business, and activities of the House; provided, however that the Board shall not delegate to any committee authority to:
 - (1) Adopt or approve a plan of merger or consolidation;
 - (2) Authorize the voluntary dissolution of the House;
 - (3) Elect or remove any Director or officer;
 - (4) Amend, adopt, or repeal the Articles or the Bylaws; or
 - (5) Approve expenditures in excess of 5% of the total amount of expenditures set forth in the then-current annual Budget for the House.

Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board. A vacancy in a committee shall occur when a member thereof ceases to be a Director or resigns from the

committee.

- B. The Board may, but need not, have an Executive Committee, which shall consist of the Chair, Vice Chair and the chairs of all the standing committees of the Board.
- C. The Board shall have the following standing committees, whose members shall be appointed by the Chair. The standing committees shall include (1) the Finance Committee, which shall be responsible for, among other things, overseeing the financial operations of the House, (2) the Program committee, which shall be responsible for, among other things, overseeing the current programs that the House is implementing or has implemented, (3) the Development committee, which shall be responsible for, among other things, working on projects and events that further the purposes of the House (e.g., fundraising efforts), and (4) the Board Governance/Nominating committee, which shall be responsible for, among other things, nominating a slate of persons to serve as Directors of the Board for purposes of an election of Directors at a Board meeting. The Board Governance/Nominating committee also shall be responsible for, among other things, nominating Board members to serve as Chair and Vice Chair for purposes of election by the Board.
- D. A quorum of any committee shall be a majority of the members of the committee then in office. Action of any committee shall be by majority vote of the members of the committee present and voting at a meeting at which a quorum is present at the time of the vote, unless the vote of a greater number of members of the committee is specifically required by law, the Articles or these Bylaws.

ARTICLE IX - OFFICERS OF THE HOUSE

- A. The officers of the House shall be a President, Secretary, Treasurer, and such other officers as the Board may determine are necessary or desirable. The Executive Director/ President shall be elected by a majority vote of the Directors then in office. The Secretary, Treasurer and any other officers, shall be elected by a majority vote of the Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and Treasurer. The Board shall elect an Executive Director, who shall serve as President of the House. The title "Executive Director" may be used instead of President. The Board shall also elect a Secretary and a Treasurer of the House. The Executive Director/President and all other officers of the House shall hold office for two-year terms. All officers may be re-elected by the Board upon a majority vote of the Directors. Officers need not be residents of the District of Columbia. The term of office of any officer shall terminate upon the first to occur of (1) the election of his or her successor at the expiration of such officer's term, (2) the effective date of his or her resignation, (3) his or her death, or (4) his or her removal from office.
- B. The Executive Director shall be responsible for the administration of the House's finances and administering the House's operations and personnel within the framework of the policies, principles, and practices established by the Board. The

Executive Director shall have such other duties and responsibilities as the Board may determine. These duties and responsibilities shall include, but not be limited to, preparing an annual budget, hiring and dismissing staff, and performing other duties incident to a chief executive officer of a corporation that are not inconsistent with law, the Articles of the House, or these Bylaws. The Executive Director shall employ and dismiss such staff as he/she deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board. The Executive Director shall be responsible for the administrative management of the affairs of the House, subject to the approval of the Board, and shall be responsible for carrying out these duties within an approved budget established by the Board. The Executive Director shall report to the Board and shall be compensated for services as determined by the Board.

- C. The Board shall elect a Treasurer of the House. The Treasurer shall have such duties and responsibilities as the Board may determine. Such duties and responsibilities shall be consistent with generally overseeing the administration of the House's finances and its annual budget, and shall not be inconsistent with law, the Articles of the House, or these Bylaws.
- D. The Board shall elect a Secretary of the House. The Secretary shall have such duties and responsibilities as the Board may determine. These duties and responsibilities shall include, but are not limited to, performing the duties incident to a secretary of a corporation that are not inconsistent with law, the Articles of the House, or these Bylaws.
- E. Any officer may resign at any time by giving written notice of his or her resignation to the Chair or Vice Chair of the Board. Unless otherwise specified in such notice, the resignation shall be effective upon delivery, provided, however, that the Executive Director/President must give adequate notice of his/her resignation so that the Board can find a successor.
- F. The Executive Director/President may be removed from office with or without cause by a vote of the majority of the Directors then in office. Election of a person as an officer shall not itself create contract rights between such person and the House.

ARTICLE X - AMENDMENTS

- A. Proposed amendments to the Bylaws or the Articles may be presented to the Board by any Director.
- B. The Board shall have the power to make, alter, amend, or repeal the Bylaws or the Articles by a majority vote of the Directors then in office at any Board meeting where notice of such proposed action has been given to all Directors at least fourteen (14) days before the meeting.

ARTICLE XI - FINANCIAL ADMINISTRATION: BOOKS AND RECORDS

- A. Documents. Consistent with the duties and responsibilities of the Finance Committee and the Treasurer, all disbursements of monies or incurrence of debts on behalf of the House may be undertaken by such officer(s) or agent(s) of the House, and in such manner, as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board.
- B. Deposits and Accounts. Consistent with the duties and responsibilities of the Finance Committee and the Treasurer, all funds of the House not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board, or any committee to which such authority has been delegated by the Board, may select, or as may be selected by any officer(s) or agent(s) of the House to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the House, checks, drafts, and other orders payable to the House may be endorsed, assigned, and delivered on behalf of the House by such officer(s) or agent(s) of the House as shall be determined by the Board.
- C. Corporate Books and Records. The House shall keep at its principal place of business (a) appropriate, correct, and complete books and records of account, and (b) the original or a duplicate record of the proceedings of the Board and committees having any of the authority of the Board.

ARTICLE XII - INSURANCE AND INDEMNIFICATION

- A. Insurance. The House shall purchase and maintain insurance on behalf of each individual who is or was a Director, officer, employee, or agent of the House, or who, while an officer, director, employee or agent of the House, serves or served at the House's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee or agent of the House, whether or not the House would have power to indemnify him or her against such liability pursuant to applicable law, the Articles, or these Bylaws. In addition, "volunteers" of the House shall be immune from civil liability to the extent provided in Section 29-406.90 of the Act, if the House maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence. "Volunteer" means an officer, Director, or other person who performs services for the House and does not receive compensation other than reimbursement of expenses for those services.
- B. Right to Indemnification. The House shall, to the fullest extent required or permitted by applicable law, indemnify an individual who is a party to a proceeding because he or she is or was a Director, officer, employee, or agent of the House, against liability incurred in the proceeding, if the individual:

- (1) Acted in good faith;
- (2) Reasonably believed: (a) in case of conduct in an official capacity, that the conduct was in the best interests of the House; and (b) in all other cases, that the individual's conduct was at least not opposed to the best interests of the House; and
- (3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the individual did not meet the relevant standard of conduct described above.

Unless ordered by a court pursuant to Section 29-406.54(a)(3) of the Act, the House shall not indemnify an individual

- (1) In connection with a proceeding by or in the right of the House, except for reasonable expenses incurred in connection with the proceeding if it is determined that the individual has met the relevant standard of conduct
- (2) In connection with any proceeding with respect to conduct for which the individual was adjudged liable on the basis that the individual received a financial benefit to which the individual was not entitled, whether or not involving action in an official capacity.

C. Authorization of Indemnification. The House shall not indemnify any individual unless authorized for a specific proceeding after a determination has been made that indemnification of the individual is permissible because the individual has met the relevant standard of conduct set forth in section B of this Article. The determination shall be made:

- (4) If there are two or more disinterested Directors, by a majority vote of all the disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote; or
- (5) By special legal counsel (a) selected in the manner prescribed in subsection (1) above; or (b) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate.

D. Payment of Expenses. The House shall indemnify a Director, officer, employee, or agent of the House to the extent that individual was successful, on the merits or

otherwise, in the defense of any proceeding to which the individual was a party because he or she was a Director, officer, employee or agent of the House, against reasonable expenses incurred by the individual in connection with the proceeding.

The House shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is party to a proceeding because he or she is or was a Director, officer, employee, or agent of the House, if the individual delivers to the House (1) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in section B of this Article; and (2) a written undertaking to repay any funds advanced if the individual is not entitled to indemnification under the preceding paragraph of this section D and it is ultimately determined that the individual has not met the relevant standard of conduct described in section B of this Article. The undertaking required by the preceding sentence shall be an unlimited general obligation of the individual, but need not be secured and may be accepted without reference to the financial ability of the individual to make repayment.

- E. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right that any individual may have or hereafter acquire under law, the Articles, these Bylaws, or the vote of disinterested Directors.
- F. Compliance with the Internal Revenue Code. In no case, however, shall the House insure, indemnify, reimburse, or advance expenses of any person if such provision of insurance, reimbursement, or advancement would violate any provision of Chapter 42 of the Internal Revenue Code of 1986, as amended.
- G. Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of an individual with respect to any act or omission occurring prior to such repeal or amendment.
- H. Definitions. For purposes of this Article, the term:
 - (1) "Director" or "officer" includes an individual who, while a Director or officer of the House, is or was serving at the House's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity. A Director or officer shall be considered to be serving an employee benefit plan at the House's request if the individual's duties to the House also impose duties on, or otherwise involve services by, the individual to the plan or to participants in or beneficiaries of the plan. The term "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representatives of a Director or officer.

- (2) "Disinterested Director" means a Director who, at the time of a vote referred to in section C of this Article, is not: (a) a party to the proceeding; or (b) an individual having a familial, financial, professional or employment relationship with the individual whose indemnification is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.
- (3) "Expenses" include attorneys' fees.
- (4) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expense incurred with respect to a proceeding.
- (5) (a) "Official capacity" means: (i) when used with respect to a Director, the office of Director of the House; and (ii) when used with respect to an officer, the office in the House held by the officer; and

(b) The term "official capacity" does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan, or other entity.
- (6) "Party" means an individual who was, is, or is threatened to be made, a defendant or a respondent in a proceeding.
- (7) "Proceeding" includes a threatened, pending or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action.

ARTICLE XIII -DISPOSITION OF ASSETS AND DISSOLUTION

- A. No part of the net earnings of the House shall inure to the benefit of, or be distributable to its Directors, trustees, officers, or other private persons, except that the House 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 in Article II of these Bylaws. No substantial part of the activities of the House shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Sections 501(c)(3) and 501(h) of the Code, and the House shall not participate in, or intervene in (including the publishing, or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws and the Articles, the House shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(a)(1) of the Code. No part of the assets or net earnings of the House shall ever be used, nor shall the House ever be organized or operated, for purposes that are not exclusively charitable, educational or religious within the meaning of Section 501 (c)(3) of the Code.

- B. Upon the dissolution of the House, the Board shall, after paying or making provisions for the payment of all of the liabilities of the House and after returning (or making provisions therefor) all assets held by the House upon condition requiring such return in the event of dissolution of the House, dispose of all of the assets of the House exclusively for the purposes of the House in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- C. Except for judicial dissolution pursuant to the Act, the House can be dissolved, notwithstanding any other provision of these Bylaws, only upon the vote of a majority of the Board then in office, at a meeting at which a quorum is present, and of which notice stating the purpose of such meeting has been given to all Board members, at least seven (7) days prior to the date of such meeting.

ARTICLE XIV - MISCELLANEOUS

A. Notice.

- (1) Form: Delivery. Whenever, under the provisions of law, the Articles or these Bylaws, notice is required to be given to any Director, such notice may be given in writing, by mail, addressed to such Director at his or her post office address as it appears on the current records of the House. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be communicated by facsimile or other form of wire or wireless communication, including electronic mail, or private carrier. Notice under Article VI, Section C shall be given by facsimile, electronic mail or telephone, or by private carrier if received at least 24 hours in advance of the meeting.
- (2) Waiver. Whenever any notice is required to be given under the provisions of law, the Articles, or these Bylaws, a written waiver thereof signed by the person or persons entitled to such notice and delivered to

the Chair or Vice Chair of the Board for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any Director who attends a meeting of the Board, or any member of a Board committee who attends a Board committee meeting, without objecting at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting, shall be conclusively deemed to have waived notice of such meeting.

- B. Accounting Period. The annual accounting period of the House shall be the fiscal year beginning July 1 and ending June 30.
- C. Offices. The principal office of the House, and such other offices as it may establish from time to time, shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors or by the officers pursuant to authority from the Board.
- D. Seal. The seal of the House, if any, shall be in such form as the Board prescribes.