

**BYLAWS  
OF  
SCHOOLS, HEALTH, & LIBRARIES BROADBAND  
COALITION**

**ARTICLE 1. PURPOSE**

1.1 As set forth in the Articles of Incorporation, the Schools, Health and Libraries Broadband Coalition, (the “**Corporation**”) is organized and operated exclusively to conduct charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated thereunder (the “**Code**”).

**ARTICLE 2. OFFICES**

2.1 Principal Office. The principal office of Schools, Health, & Libraries Broadband Coalition (the "Corporation") shall be located at such place as the Board of Directors (the "Board") may designate. The Corporation may have such other offices, either within or without the District of Columbia, as the Board may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE 3. BOARD OF DIRECTORS**

3.1 General Powers. The affairs of the Corporation shall be managed by the Board of Directors ("Board"). Directors need not be residents of the District of Columbia.

3.2 Number and Tenure. The Board shall be composed of no fewer than five (5) Directors. The number of Directors may be changed from time to time but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of three years, or until he or she dies, resigns or is removed by a majority vote of the Directors in office under Section 3.11 of this Article. Terms of Directors may be staggered so that some of the Directors are chosen each year. Directors may not serve more than two consecutive full terms.

3.3 Composition of the Board. The Board shall consist of a diversity of members reflecting the diversity of membership of the Corporation. When serving as Directors, Members shall be guided by what is in the best interests of the Corporation.

3.4 Regular Meetings. By resolution, the Board may specify the time and place either within or without the District of Columbia for holding regular meetings without other notice than such resolution. Meetings can be held in person or by telephone conference call.

3.5 Special Meetings. Special Board meetings may be called by or at the request of the Chairman, the Treasurer, or any two (2) Directors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board meeting called by them.

3.6 Notice of Special Meetings. Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail, or electronic mail, to each Director at his/her address shown on the records of the Corporation at least two days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five days before the meeting,. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

3.7 Waiver of Notice.

3.7.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.7.2 The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.8 Quorum. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. In the event that some Board positions are vacant, a quorum shall exist when a majority of the non-vacant Board members (the Board members “in office”) are present for the meeting.

3.9 Manner of Acting. 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, unless the act of a greater number is required by law or by these Bylaws.

3.10. Resignation. Any Director may resign at any time by delivering written notice to the Executive Director.

3.11 Removal. A Director may be removed from office upon the vote of a majority of the remaining Directors in office.

3.12 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns or is removed, a Director so appointed shall hold office until the vacant term expires and is subsequently filled.

3.13 Presumption of Assent. Any Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Chairperson of the Board before the adjournment thereof, or unless he/she forwards such dissent by registered mail or by electronic mail to the Executive Director of the Corporation (hereby known as the Executive Director) immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.14 Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for services rendered to the Corporation.

3.15 Loans. No loans shall be made by the Corporation to any of its Directors.

3.16 Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

3.17 Action by Board Without A Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting

forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### **ARTICLE 4. OFFICERS**

4.1 Number. The officers of the Corporation shall be a Chairman and a Treasurer, each of whom shall be elected by a majority of the Board Directors in office. Other officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority and duties. Any two or more offices may be held by the same person, except the offices of Chairman and Treasurer.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board. Unless he/she dies, resigns, or is removed, each officer shall hold office until his/her successor is elected.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the Chairman, the Treasurer, or the Board.

4.4 Removal. Any officer or agent elected or appointed by the Board may be removed by a vote of a majority of the Board Directors in office whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board for the unexpired portion of the term.

4.6 Chairman. The Chairman shall be an officer of the Corporation, shall supervise all of the assets, business and affairs of the Corporation. The Chairman shall set the agenda of Board meetings and shall preside over all Board meetings unless he/she designates another Board member to preside. The Chairman shall oversee the process of selecting and reviewing the performance of the Executive Director by the Board

4.7 Treasurer. The Treasurer shall be an officer of the Corporation, shall oversee the financial operations of the Corporation and shall supervise the staff's administration of such financial operations. If required by the Board, the Treasurer

shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

4.8 Salary. The officers may receive compensation for their services as adopted by resolution of the Board. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

## **ARTICLE 5. MEMBERS**

5.1 Any entity that endorses the Mission of the Corporation is eligible to become a member of the Corporation, subject to the approval of the Board. The Board shall have full authority and discretion to admit or reject any entity that has applied for membership, and shall also have authority and discretion to remove any member. The Board may choose to delegate membership decisions to an Executive Committee.

## **ARTICLE 6. EXECUTIVE DIRECTOR**

6.1 The Board of Directors, by majority vote of the Directors in office, shall engage, oversee and discharge the Executive Director. The Executive Director is an Ex-Officio non-voting member of the Executive Committee (if any) and the Board of Directors.

6.2 The Executive Director of the Corporation may receive compensation in reasonable amounts for services rendered to the Corporation, as set by the Board.

6.3 The Executive Director shall have such authority and perform such duties as may be required to carry out the operations of the Corporation, subject to the oversight of the Board. The Executive Director shall work closely with the Members and the Board to carry out and implement the mission and objectives of the Corporation. The Executive Director may, on behalf of the Corporation, authorize cash disbursements and enter into any contract or execute and deliver on any contract as necessary to implement the budget, the mission and the strategic plan of the Corporation. The Executive Director shall be responsible for administering the Corporation's web site, managing the Corporation's documents and publications, organizing meetings and conferences, and taking other actions consistent with the directions of the Board, the budget, mission and strategic plan of the Corporation.

6.4 The Executive Director shall have the authority to hire, direct, and discharge all other agents and employees, and the Executive Director has the authority to remove any employee or agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## **ARTICLE 7. BOOKS AND RECORDS**

7.1 The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Chairman or Treasurer or Executive Director of the Corporation.

## **ARTICLE 8. FISCAL YEAR**

8.1 The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

## **ARTICLE 9. EXECUTIVE COMMITTEE**

9.1 Number, Tenure, and Qualifications. The Chairperson, Treasurer, the immediate past Chairperson and any other elected officers shall serve as the Executive Committee, which will assist the Executive Director in preparing and implementing Corporate policies and programs and on issues that require immediate action. The number of members of the Executive Committee shall not be less than three (3).

9.2 Powers. The Board may delegate to the Executive Committee the authority to direct and oversee the implementation by the Executive Director of policies, initiatives and programs adopted by the Board. The Executive Committee may also be given the authority to oversee the budget and contracts of the Corporation.

## **ARTICLE 10. ADVISORY COMMITTEES**

10.1 The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more advisory committees, on a standing or temporary basis, to assist in preparing and implementing Corporation policies and programs and advise and aid the Board, officers, Executive Director and employees of the Corporation in any and all matters designated by the Board of Directors.

Membership on an Advisory Committee is open to any Member of the Corporation and is not restricted to Board members. Unlike the Executive Committee, an Advisory Committee only has the authority to advise and may not be given the authority to carry out any responsibilities of the Board or the Executive Director.

#### **ARTICLE 11. INDEMNIFICATION**

11.1 To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the General Corporation Law of the District of Columbia. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

#### **ARTICLE 12. AMENDMENTS**

12.1 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors in office at any regular or special meeting of the Board.

