

BYLAWS OF THE NATIONAL RETIREE LEGISLATIVE NETWORK, INC.

A District of Columbia Nonprofit Corporation

ARTICLE 1. INTRODUCTION

Section 1.1 Adoption of Bylaws. These Bylaws were initially adopted by the Board of Directors on May 3, 2002.

Section 1.2 Purposes. This Corporation shall have the purposes stated in its Articles of Incorporation, as they now exist or are hereafter amended.

ARTICLE 2. OFFICES

Section 2.1 Principal and Registered Offices. The principal office of this Corporation shall be located in Washington, D.C., which is also the registered office of this Corporation. Such registered office shall be continuously maintained in Washington, D.C. for the duration of this Corporation, except that the Corporation may change the address of the registered office by duly adopted resolution and filing the appropriate statement with the District of Columbia.

Section 2.2 Branch Offices. Pursuant to duly authorized resolutions adopted by its Board of Directors, the Corporation may, in accordance with uniform criteria adopted by its Board of Directors, establish branch offices of the Corporation to further its business activities.. The location and duration of any such branch office shall be determined by the Board of Directors.

ARTICLE 3. MEMBERSHIP

Section 3.1 Classification of Members. Membership shall consist of two classes as follows: 1) formally organized retiree associations and NRLN Chapters comprised of individual retirees eligible for or receiving benefits under private or public pension and/or health plans, and 2) individual retirees who do not belong to such associations and NRLN Chapters but who are interested in furthering the objectives of the Corporation. Formally organized retiree associations and NRLN Chapters shall be divided into two (2) subclasses: 1) associations who are in compliance with terms of Section 3.2, (a) that entitle them to be seated on the Board of Directors pursuant to Section 3.3, and 2) associations and NRLN Chapters who are in compliance with terms of Section 3.2 (a) that entitle them to be represented by At-Large Directors pursuant to Section 3.3, but who are otherwise entitled to enjoy all the rights and privileges of membership described in Section 3.3. For purposes of brevity, formally organized retiree associations that are entitled to be represented as such on the Board of Directors will be referred to in these Bylaws as "primary associations"; formally organized retiree associations and NRLN Chapters that are entitled to be represented on the Board of Directors only by at-large Directors will be referred to in these Bylaws as "at-large associations and NRLN Chapters".

Section 3.2 Election to Membership. The following procedures shall govern the election of members of the Corporation: (a) applicants for membership in the Corporation who are formally organized retiree associations and NRLN Chapters shall become members of the Corporation when their duly prepared applications have received the approval of a majority of the Board of Directors then serving; (b) individual retirees who do not belong to any formally organized retiree association or to any such association or NRLN Chapter that applies for membership in the Corporation shall be treated as at-large members of the Corporation in accordance with procedures and individual contribution guidelines established by the Board of Directors.

The criteria for determining whether an association is classified as “Primary” or “At-Large” shall be vested with the board and such classifications must be approved by the board by majority vote of a quorum of the board in accordance with criteria in effect at the time of such classifications. While criteria may change, only the criteria in effect as a result of a formal Board resolution in effect at the time of classification may be applied by the Board.

Section 3.3 Rights and Privileges of Membership. The right and privileges of membership in the Corporation shall be as follows:

a. **Primary Associations and NRLN Chapters.** Subject to criteria established by the Board of Directors, relating to numerosity of membership, primary associations and NRLN Chapters shall have the right to be represented on the Board of Directors, to have their duly selected representatives hold office, attend meetings of the Board of Directors, committee meetings, or any other type of meeting authorized by the Corporation. In addition, primary associations shall be entitled to receive all notices, publications, reports, studies and financial statements of the Corporation as well as to participate in all official activities conducted by the Board of Directors. Primary associations shall also have the right to inspect the books of account and membership records of the Corporation at reasonable times and upon written request to the Secretary-Treasurer of the Corporation or such other officer or agent of the Corporation as the Board of Directors shall direct.

b. **At-large Associations and NRLN Chapters.** Subject to criteria established by the Board of Directors, relating to numerosity of membership, at-large associations and NRLN Chapters shall have all the rights and privileges of primary associations and NRLN Chapters excluding the right to be represented on the Board of Directors, except that, pursuant to a duly authorized resolution adopted by the Board of Directors, such associations and NRLN Chapters may be permitted to select one (1) or more at-large representatives on the Board of Directors in accordance with procedures promulgated by the Board.

c. **Individual At-Large Members.** Individual at-large members may not serve on the Board of Directors, otherwise hold office, attend meetings (except for Committee meetings described under Article II when their presence is approved by the Board of Directors), shall have the right to inspect the books of account and membership records of the Corporation, but shall have the right to receive notices, publications, reports and studies of the Corporation and otherwise participate in official activities of the Corporation to the extent specifically authorized by the Board of Directors.

Section 3.4 Termination of Membership. The Corporation may terminate the membership of associations, NRLN Chapters and individual members under the circumstances set forth below:

- (a) failure of an association, NRLN Chapter or individual member to pay dues as required by the Corporation;
- (b) conviction of an association, NRLN Chapter or individual member of a crime;
- (c) an association, NRLN Chapter or individual member engages in an activity that, as determined by the Board of Directors, brings disrepute upon the Corporation or substantially conflicts with the goals and objectives of the Corporation.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1 Definition of Board of Directors. The Board of Directors is that group of individuals vested with the management of the affairs of this Corporation, subject to the law, the Articles of Incorporation, and these Bylaws.

Section 4.2 Qualifications of Directors. The qualification for becoming and remaining a Director of this Corporation is that the proposed Director must be an individual who is a retiree from any private business organization or public agency or instrumentality who is also a member of a primary association or who is selected to be an at-large Director in accordance with the procedure specified in Section 4.7.

Section 4.3 Number of Directors. The Board of Directors shall be comprised of not fewer than three (3) nor more than a number determined by the Board of Directors. There shall be no more than one (1) Board member representing NRLN Primary Association unless the board approves a second board seat for an association's member who serves as an NRLN Officer, Standing Committee Chairman or who brings special skills that the board deems critical to the NRLN. Election to a second seat shall be by majority vote of the board on a case by case basis. In any event, no Primary association shall occupy more than two (2) board seats. Notwithstanding the foregoing, the total composition of the Board shall reflect an uneven number.

Section 4.4 Election. The Board of Directors may elect Directors annually but shall elect Directors at least every two (2) years. The Directors elected may include some or all of the existing Directors.

Section 4.5 Term. The term of each Director shall be two (2) years. A Director may be re-elected for one or more two (2) year terms.

Section 4.6 Removal. A Director may be removed at any time by the affirmative vote of at least two-thirds (2/3) of all Directors, including that Director, whenever in their judgment the best interests of the Corporation will be served.

Section 4.7 Election of At-large Directors. Pursuant to such procedures as it may adopt, the Board of Directors may elect up to four (4) at-large Directors from all the at-large associations and NRLN Chapters that have been elected to membership in the Corporation. Such at-large directors shall be elected at the same time that the Directors representing primary associations and NRLN Chapters are elected and for the same terms as Directors representing primary associations and NRLN Chapters. At-large Directors shall have all the rights and privileges of Directors representing primary associations and NRLN Chapters. In the event that the at-large association of which an at-large Director is a member becomes a primary association, the remainder of such Director's term shall be considered the term of a Director representing a primary association and the Board may hold a special election to fill the vacancy created by the change in status of the previous at-large Director in accordance with Section 4.9.

Section 4.8 Ex-Officio and Honorary Directors. The Board of Directors may elect one or more Ex-Officio Directors and one or more Honorary Directors, who may attend Board of Directors meetings, but who shall not have the right to notice or vote. Each such Ex-Officio or Honorary Director shall serve for such term as specified upon his or her election, but if none is specified then the term shall be for one (1) year. The other provisions of these bylaws relative to vacancies and removal of Directors shall be applicable. Unless otherwise specified in these Bylaws, all references to

"Directors" relate to voting Directors and not to Ex-Officio Directors nor to Honorary Directors.

Section 4.9 Resignation: Vacancies. Resignation of a Director will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the remaining directors. The new Director elected to fill the vacancy shall serve for the unexpired term of the predecessor in office unless otherwise provided by the Board of Directors.

Section 4.10 Meetings of the Board of Directors. Meetings of the Board of Directors shall be held at such times and places as are specified by the Board of Directors or the President. Meetings, whether regular or special, may be held with or without notice of the date, time, place or purpose of the meeting, except that the provisions of Sections 4.11 and 4.12 shall be applicable to all meetings of the Board of Directors regardless of whether they are preceded by notice. Regular meetings shall be held at least four (4) times each calendar year. They shall be held face-to-face or by teleconference as the Board of Directors or the President shall direct. During each two (2) year period, commencing with calendar year 2002, at least one (1) regular meeting of the Board of Directors shall be designated the meeting at which Directors and Officers shall be elected. Special meetings of the Board of Directors may be called by the President or a majority of the Directors.

Section 4.11 Notice of Meetings of the Board of Directors. Unless not feasible under the circumstances, at least seven (7) days written notice of any meeting of the Board of Directors shall be provided by delivering such notice personally or by first class mail, Federal Express, UPS or Express Mail, by facsimile, by E-mail, by any of the foregoing methods combined, or in such other manner as directed by the President or the Secretary/Treasurer. Unless not feasible under the circumstances, all such written notices shall state as briefly as possible, the business to be transacted at, or the purpose of, such meeting.

Section 4.12 Waiver of Notice of Meeting of Directors. Notice of the date, time, place and purposes of any meeting of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by him or her of notice of such meeting.

Section 4.13 Quorum of Directors. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation or by the Bylaws.

Section 4.14 Action by Directors Without a Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each Director. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last Director signs the consent unless the consent specified a different effective date.

Section 4.15 Ratification. Any Director not present at a meeting may ratify the validity and

actions that took place in such meeting by signing a written document so indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. Such ratification shall also be deemed to constitute personal presence at such meeting.

Section 4.16 Compensation. No compensation of any kind shall be paid by the Corporation to the Directors for their services as Directors of the Corporation, except that, pursuant to duly authorized resolutions adopted by the Board, and subject to uniform criteria promulgated by the Board, Directors may be reimbursed by the Corporation for reasonable expenses incurred by them in the performance of their service as Directors. No Director shall be prevented from receiving compensation for other services to the Corporation by reason of the fact that he or she is a Director of the Corporation.

ARTICLE 5. OFFICERS, EMPLOYEES, VOLUNTEERS AND SERVICE PROVIDERS

Section 5.1 Roster of Officers. The officers of this Corporation shall consist of the President and six (6) Vice-Presidents; The VP and Secretary-Treasurer, VP Legislative Affairs, VP Grassroots, VP Communications and the VP and President of the NRLN Agency. In addition, the Board of Directors may elect additional Vice-Presidents and Assistant Officers by resolution. Officers of the Corporation as a group shall serve as the Executive Committee of the corporation and are shall conduct the business of the corporation subject to the by-laws and approval of the board where required in the by-laws.

Section 5.2 Election of Officers. Each of the Officers from among those individuals who of this Corporation shall be elected every two (2) years by a majority vote of the Board of Directors are also Directors of the Corporation. Each Officer shall remain in office until a successor, if any, to such office has been elected and qualified. The election of officers shall take place at the same meeting at which elections of the members of the Board of Directors occur.

Section 5.3 Multiple Officeholders. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously

Section 5.4 President. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incidental to such office and such other duties as may be provided in these Bylaws or as may be prescribed by the Board of Directors. The President, or in his or her absence, the Vice-President-Legislative or in his or her absence, the Vice-President-Secretary-Treasurer, shall preside at all meetings of the Board of Directors.

In addition to the foregoing, the President shall be responsible for all official correspondence and communications of the Corporation and shall be the primary spokesperson for the Corporation, but may delegate or assign any of the functions associated with such responsibilities to any other officer or employee of the Corporation.

Section 5.5 Secretary-Treasurer. As Secretary, the Secretary-Treasurer shall be responsible for keeping minutes of all meetings of the Board of Directors, acting as official custodian of the records of the Corporation, giving all notices required by law, the Articles of Incorporation or by these Bylaws, as well as performing all duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors. As Treasurer, the Secretary-Treasurer shall have charge and custody of all funds of this Corporation, shall deposit funds as required by the Board of Directors or the President, shall keep and maintain adequate and correct accounts of the Corporation's funds and financial transactions, shall render reports and accounting to

the Board of Directors and to any other federal or state entities as may be legally necessary, and shall perform such other duties as may be required by law, by the Articles of Incorporation or these Bylaws, or which may be assigned by the Board of Directors.

Section 5.6 Vacancies. Resignation of an Officer will be effective immediately or on the date specified therein and a vacancy be deemed to exist as of such effective date. Any vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the Board of Directors. The new officer elected to the vacancy will serve for the unexpired term of the predecessor in office.

Section 5.7 Removal of Officers. Any Officer elected or appointed to office may be removed by an affirmative vote of at least two-thirds (2/3) of all Directors, whenever in their judgment the best interests of the Corporation will be served.

Section 5.8 Compensation. Compensation and reimbursement of reasonable expenses may be paid by the Corporation to the Officers in connection with their services as Officers of the Corporation pursuant to duly authorized resolution of the Board. However, no Officer shall be prevented from receiving compensation and reimbursement of reasonable expenses for other services to the Corporation by reason of the fact that he or she is an Officer of the Corporation.

Section 5.9 Employees and Volunteers. The President shall have the power to hire and fire employees of the Corporation and the power to arrange for volunteers for the Corporation. The President may delegate to the Corporation's employees such powers as it is determined will further the purposes of the Corporation in the most effective and efficient manner.

Section 5.10 Independent Service Providers, The President may engage the services of independent service providers, such as attorneys, accountants, computer and Internet experts, public relations advisors, etc., to assist the Corporation with its activities and operations. No multiyear contracts with independent service providers shall be entered into by or on behalf of the Corporation unless approved by a majority of the Board of Directors.

ARTICLE 6. COMMITTEES

Section 6.1 Appointment of Committees. The Board of Directors may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. Committee chairmen shall be appointed by the President of the Corporation. Members of each Committee shall be selected by the President or Committee chairman. Each Committee shall have at least two (2) or more members who serve at the pleasure of the Board of Directors. However, no such Committee shall have the authority of the Board of Directors in reference to effecting any of the following:

- a. Filling of vacancies in the Board of Directors or other Committees.
- b. Adoption, amendment or repeal of the Bylaws.
- c. Adoption, amendment or repeal of any resolution of the Board of Directors.
- d. Action on matters committed by the Bylaws or resolution of the Board of Directors to another Committee

Section 6.2 Action by Committee Without a Meeting. Action required or permitted to be taken at a Committee meeting may be taken without a meeting if the action is taken by all of the Committee members. The action must be evidenced by one or more written consents describing

the action taken and signed by each Committee member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in a document. Action taken under this section is effective when the Committee members sign the consent, unless the consent specifies a different effective date.

ARTICLE 7. OPERATIONS

Section 7.1 Fiscal Year. The fiscal year of this Corporation shall be chosen by the Board of Directors.

Section 7.2 Books and Records. This Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and Committees.

Section 7.3 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director or Officer or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 7.4 Contracts. Unless otherwise required by the Board of Directors, the President shall execute contracts or other instruments on behalf of or in the name of the Corporation. The Board of Directors may authorize any other officer or agent to enter into any contracts or execute any instrument in the name of and on behalf of the Corporation as it may deem appropriate, and such authority may be general or confined to specific instances. However, any contract or instrument in excess of \$7,500 per annum shall be submitted to the Board of Directors for their approval before it may be consummated.

Section 7.5 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the President, with the approval of the Board of Directors, or by the Board of Directors themselves. Such authority may be general or confined to specific instances.

Section 7.6 Checks, Drafts, etc. Unless otherwise required by the Board of Directors, all checks, drafts, bills of exchange and other negotiable instruments of the Corporation shall be signed by either the Secretary-Treasurer or such other officer or agent of the Corporation as may be authorized to do so by the Board of Directors. Such authority may be general or confined to specific business.

Section 7.7 Deposits. All funds of the Company not otherwise employed shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may authorize.

Section 7.8 Dues. Dues shall be paid by primary associations and at-large associations. At-large members and individual members of Associations and Chapters shall be solicited for contributions by the NRLN. Dues shall be due and payable no later than February 1 of each calendar year. Any association (primary or at-large) whose dues are not received and collected by the Corporation by July 1 of such calendar year shall be dropped from membership in the Corporation.

Section 7.9 Accounting for Dues Payments. The Secretary-Treasurer shall be responsible for maintaining an up-to-date register of all primary and at-large associations, including their names, addresses, telephone and facsimile numbers, e-mail addresses, the identical information for the chief officers thereof, the amount of dues required to be paid by such association, the date or dates when such dues were paid to the Corporation, the date(s), if any, when such association was dropped or restored to the membership rolls of the Corporation, and such other information as may

be useful for purposes of determining compliance with the dues requirements of the Corporation. This membership database shall be secured for NRLN use only and the data may not be made available to third parties.

Section 7.10 Amount of Dues and Contributions. The amount of dues payable annually by each primary and at-large association, and individual contribution levels requested from at-large and Chapter members shall be fixed by the Board of Directors and reviewed at least once every two (2) years by the Board to determine its adequacy.

No dues increase shall be considered by the Board without first determining whether the enactment of a special assessment in lieu of a dues increase is feasible and appropriate. A dues increase may be only enacted by the affirmative vote of at least two-thirds (2/3) of all Directors (not just those attending the meeting at which the action is taken).

Section 7.11 Special Assessments. The Board of Directors shall have authority to enact special assessments applicable to all primary and at-large association whenever such action is determined to be necessary in order to enable the Corporation to achieve its purposes. The Board may not enact a special assessment and a dues increase at the same time. No special assessment enacted by the Board shall exceed a period of one (1) year. A special assessment may be only enacted by the affirmative vote of at least two-thirds (2/3) of all Directors (not just those attending the meeting at which the action is taken).

Section 7.12 Expenses not Covered by Budget. Should an expense arise that was not included in the budget, the President shall poll the members of the Board for approval of the expenditure. The Secretary-Treasurer will be restricted from making payments exceeding an approved expenditure unless a special authorization for this amount is obtained from the Board.

Section 7.13 Accounting for Contributions from Individual At-Large and Chapter Members. The Secretary-Treasurer shall be responsible for maintaining a register of contributions received from at-large and Chapter members- including the names, addresses, email addresses, facsimile numbers and telephone numbers of such contributors. All funds shall be maintained and disbursed in accordance with law, the Articles of Incorporation, these Bylaws, and any special procedures enacted or approved by the Board of Directors to assure that all such contributions qualify for and receive appropriate tax treatment and that this Corporation receive and maintain appropriate tax-exempt status. This membership database shall be secured for NRLN use only and the data may not be made available to third parties.

Section 7.14 Dues and Assessments Refunds

The total dollar amount of dues and / or assessments paid by associations and NRLN Chapters or individuals prior to their formal notification to resign from the NRLN shall not be refundable except by a majority vote of board. NRLN member services shall continue to be offered (to those who resign) through December 31 of the year of such resignations.

ARTICLE 8. DISSOLUTION OF THE CORPORATION

Section 8.1 Action to Dissolve the Corporation. This Corporation may be dissolved in accordance with law, the Articles of Incorporation and these Bylaws. Any action taken by the Board of Directors to dissolve the Corporation shall require the affirmative vote of at least two-thirds (2/3) of all Directors (not just those attending the meeting at which the action is taken). Upon the dissolution of

the Corporation, the Secretary-Treasurer shall determine the amount of assets remaining after payment of all liabilities and shall present a final financial report to the Board of Directors so that they can make a determination as to the distribution of any remaining funds. The distribution of any remaining funds following the dissolution of the Corporation shall be in accordance with law, the Articles of Incorporation and these Bylaws

ARTICLE 9. NONPROFIT NATURE OF CORPORATION

Section 9.1 Nonprofit Operations. This Corporation is and shall be exclusively a nonprofit corporation. No dividend will be paid and no part of the income or assets of this Corporation will be distributed to its Directors or Officers except as otherwise provided in these Bylaws.

Section 9.2 No Loans to Directors or Officers. This Corporation shall loan no money to any of its Directors or Officers.

Section 9.3 No Vested Rights. No Director or Officer of this Corporation has vested rights, interest, or privilege of, in, or to, the rights, property, assets, functions, or affairs of this Corporation.

ARTICLE 10. AMENDMENTS.

Section 10.1 Amendment of Bylaws. These Bylaws may be amended, altered or repealed only by affirmative vote of at least two-thirds (2/3) of all Directors (not just those attending the meeting at which the action is taken).