

CONGRESS-BUNDESTAG YOUTH EXCHANGE ALUMNI ASSOCIATION [“CBYXAA”] BYLAWS

adopted February 21, 2019

ARTICLE I. NAME

The name of the Corporation is *Congress-Bundestag Youth Exchange Alumni Association* (hereinafter “Association” or alternatively, “CBYXAA”).

ARTICLE II. PURPOSES

The purposes for which the Association was organized and is operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the “Code”) or corresponding section of any future federal tax code. More specifically, such purposes include, but are not limited to, the following:

1. To build a self-sustaining, empowered, alumni driven association that works to support and further the goals of the Congress-Bundestag Youth Exchange (“CBYX”) program after individuals return from the program year overseas. This Association seeks to develop, enhance, preserve and foster the transatlantic relationship between the United States and Germany, and continued engagement with Germany, one of our country’s most important European allies.
2. To provide a forum for members (a) to maintain contacts with each other, creating and fostering personal and professional communication among CBYX participants who traveled together or who were in successive program years, (b) to engage with their German counterparts and German citizens, (c) to engage with related organizations and governments agencies with similar or related missions geared towards ongoing, positive engagement with Germany.
3. To organize periodic alumni driven gatherings, events, and activities that drive, further develop and/or foster the purposes and goals of the Association. Activities may keep in the spirit of the Association’s goals by demonstrating a commitment to the transatlantic relationship, professional development, community service, and/or by promoting awareness and understanding of social, political, and cultural issues that impact U.S.-German relations.
4. To do any and all lawful acts that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Association.

ARTICLE III. PROHIBITED ACTIVITIES

1. **Private Benefit.** No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, Directors, officers or any other private persons, except that

the Association shall have the authority to (a) pay reasonable compensation for services actually rendered to or for the Association, and (b) reimburse Directors and Officers of the Association as provided in these Bylaws.

2. Political Activity. No substantial part of the activities of the Association shall consist of carrying on propaganda, or attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

3. Compliance With Tax Laws. Notwithstanding any other provision of these Bylaws, or any provision of the Articles of Incorporation or the District of Columbia Code governing or pertaining to the Association, the Association shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any future Federal income tax law) and exempt from taxation under section 501(a) of the Code (or the corresponding provision of any future Federal income tax law).

ARTICLE IV. OFFICES; AGENT; SEAL

1. Principal Office. The principal office of the Association and such other offices as it may establish 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.

2. Registered Agent. The Association shall continuously maintain within the District of Columbia a registered agent, which agent shall be designated by the Board of Directors. Any change in the registered agent shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act.

ARTICLE V. MEMBERSHIP

1. Qualifications. The membership of the Association shall consist of persons who (a) have participated in any one of the CBYX programs presently existing, or formed in the future under the CBYX auspices, and to any such honorary persons as the Board of Directors may from time to time designate.

2. Class(es) of Membership. The organization shall have one class of members, unless additional classes of membership are created by amendment to the Bylaws.

3. Term of Membership. The term of membership shall be annual, with continuing membership contingent upon being up-to-date on membership dues. This does not apply to honorary members of CBYXAA that the Board of Directors may from time to time designate.

4. Resignation. Any member may resign at any time by sending a written resignation to the Association's physical or email address. Such resignation shall be effective upon its receipt by the Association. Any membership dues already paid shall be forfeited upon resignation.

5. Meetings. Meetings of the members may be held within or without the District of Columbia. The Association shall hold a regular annual meeting at a time and place set by the Board of Directors or the Chairperson. In addition, special meetings may be called by the Board of Directors or the Chairperson and held at a time and place set by the Board of Directors or the Chairperson. Meetings of the members need not be held at a geographic location if they are held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

6. Notice. Written or printed notice of the time, day and place of any meeting shall be given not less than 10 days nor more than 180 days before the date of the meeting either personally or by regular mail or by email and shall otherwise conform to the applicable requirements of the District of Columbia Nonprofit Corporation Act. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any member may waive notice of any meeting in writing. The attendance of a member at any meeting waives objection to (1) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting at the meeting; and (2) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to consider the matter.

7. Quorum. A quorum shall be constituted when the total number of members present at a meeting in person or by proxy is equal to or greater than 10 percent of the members.

8. Vote. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

9. Proxies. A member may vote in person or by proxy executed in writing. A proxy shall be valid for 11 months unless a different period, which may not exceed one year, is expressly provided in the appointment form.

10. Dues. The Board of Directors may establish annual dues for the members. The payment of dues may be a prerequisite to membership in the Association.

ARTICLE VI. BOARD OF DIRECTORS

1. Powers and Duties. Supervision and control of the business, property and affairs of the Association shall be vested in the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Association under the District of Columbia Nonprofit Association Act, the Articles of Incorporation and these Bylaws. The Board of Directors shall be vested with the powers possessed by the Association itself, including the powers to determine the policies of the Association and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Association, to disburse the funds of the Association, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

2. Number. The Board of Directors shall consist of (i) 6 to 11 at-large Directors and (ii) a Chairperson, Vice-Chairperson, the Secretary, the Treasurer and any other officer designated to also be a Director to the extent permitted pursuant to Article VII, in each case unless the number of Directors is increased or decreased by amendment of these Bylaws. No such amendment, however, may reduce the number of members of the Board of Directors to less than 6, and no reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.

3. Election of Directors. The Directors shall be elected by plurality vote of the members present or voting by proxy at the annual meeting of the members of the Association. Nominations may be made by any member present at the annual meeting.

4. Chair. The Board of Directors may designate a Director as Chair to preside over meetings. The Chair of the Board of Directors may, but need not be, the person also serving as Chairperson of the Association.

5. Qualifications. Membership in the Association is a prerequisite for all candidates for the Board of Directors.

6. Term. A Director shall serve from the date of his or her election until the annual meeting of the members two years later. Directors shall be divided into two classes with the terms of those classes expiring in alternate years. For example, if there are 9 Directors, there would be one group of 5 Directors, and one of 4 Directors, with the terms of those classes expiring in alternate years. At each annual meeting, Directors shall be elected to replace those Directors whose terms are expiring.

7. Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the Chair of the Board of Directors or to an executive officer or the Secretary of the Association. Unless a later time is specified in such notice, the resignation shall be effective upon delivery.

8. Removal. Any director may be removed by the Board of Directors, acting by a two-thirds vote of the directors in attendance at any regular or special meeting, for engaging in any conduct deemed by the Board of Directors to be prejudicial to the best interests of the Association or for any other cause. Such removal may occur only if the director involved is first provided with:

(a) a written notice describing the charges against such director and stating the time and place of the meeting scheduled for the purpose of hearing or considering the removal of such director; and

(b) an opportunity to appear before or submit a written statement to the Board of Directors presenting a defense to such charges, no sooner than thirty days after the sending of such notice. In each case, the Board of Directors shall act on the basis of reasonable and consistent criteria, with the objective of advancing the best interests of the Association.

9. Vacancies. A vacancy on the Board of Directors existing between annual meetings of the members shall be filled by majority vote of the Directors remaining in office, even if they constitute less than a quorum. A vacancy in the Board of Directors occurring at the annual meeting of the members shall be filled by nomination and voting of the members. A Director so elected shall serve for the remainder of the unexpired term.

10. **Meetings.** Meetings of the Board of Directors may be held within or without the District of Columbia. An annual meeting of each Board of Directors shall be held immediately following the annual meeting of the members. Additional regular or special meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors or Chairperson. The members of the Board of Directors 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 each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

11. **Notice.** Written or printed notice of the time, day and place of any meeting of the Board of Directors shall be given at least five (5) calendar days previous thereto either personally or by regular mail or by email, except that no notice of the annual meeting of the Board of Directors shall be necessary. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. The notice of a regular meeting of the Board of Directors need not state the purpose of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

12. **Quorum; Manner of Acting; Adjournment.** At all meetings of the Board of Directors, the actual presence of a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation. Each director shall have one vote. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.

13. **Reimbursement.** Members of the Board of Directors may not receive compensation for their services, unless a resolution of the Board of Directors deems otherwise. Members of the Board of Directors may be reimbursed for reasonable expenses paid while acting on behalf of the Association.

ARTICLE VII. OFFICERS

1. **Officers.** The officers of the Association shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as may be designated by the Board of Directors in between annual meetings of the members; provided that no officer designated by the Board of Directors between annual meetings shall be a Director except to the extent such designation is ratified at a subsequent annual or special meeting.

2. **Election of Officers.** Officers shall be elected by a plurality vote of those members present or voting by proxy at the annual meeting. Nominations may be made by any member present at the annual meeting.

3. **Terms of Office.** An officer shall serve from his or her election until the following annual meeting of the members. A vacancy in any office shall be filled by the Board of Directors.

4. **Chairperson.** The Chairperson shall be the chief executive officer of the Association, and shall perform the duties normally incident to the office of the Chairperson of a corporation. The Chairperson shall preside over meetings of the members.
5. **Vice-Chairperson.** The Vice-Chairperson shall (a) serve as the Chairperson-Designate for the upcoming term thereof; (b) perform the duties of the Chairperson in their absence; and (c) in general perform all the duties as from time to time may be assigned by the Board of Directors or the Chairperson.
6. **Secretary.** The Secretary shall (a) see that all notices are duly given in accordance with law and these Bylaws; (b) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board of Directors; (c) see that the books, reports, statements, and other documents and records are properly kept and filed; (d) sign such instruments as require the signature of the Secretary; (e) perform duties as from time to time may be assigned by the Board of Directors or the Chairperson.
7. **Treasurer.** The Treasurer shall (a) render a financial report at the annual meeting of the members and, if requested, a statement of the condition of the finances of the Association at all meetings of the Board of Directors and (b) in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Board of Directors or the Chairperson.
8. **Resignation.** An officer may resign at any time by giving written notice of his or her resignation to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective time.
9. **Removal.** An officer may be removed by the Board of Directors with or without cause whenever in the Board of Directors' judgment the best interests of the Association will be served thereby.
10. **Reimbursement.** Officers may not receive compensation for their services by resolution of the Board of Directors, unless by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Association. Officers shall receive no compensation for their services unless and until such a resolution is passed.
11. **Designation as Directors.** The designation of any officer as a Director may be instituted or revoked, as applicable, by a plurality vote of those members present or voting by proxy at the annual meeting. Notwithstanding the designation of any officer as a Director, the terms of Sections 3, 6, 7, 8, 9 and 13 of Article VI shall not apply to any officer.

ARTICLE VIII. COMMITTEES

1. **Creation of Committees.** The Board of Directors, by a vote of a majority of all Directors then in office, may designate and appoint such committees to facilitate the business of the Association as it deems necessary and appropriate. Any committee which shall have and exercise the authority of the Board of Directors in the management of the Association shall consist of 2 or more Directors. The Board of Directors may also create any committee not having and exercising the authority of the Board of Directors in the management of the Association. Such an advisory committee may consist of any members of the Association. A

Chair for each committee shall be designated by the Board of Directors and the Chair shall have the power to convene and conduct committee meetings. Any member of any committee may be removed with or without cause by the Board of Directors.

2. Prohibited Actions. No committee may authorize distributions; approve or propose to members any action that requires approval of the members; fill vacancies on the Board of Directors or any of its committees; or adopt, amend, or repeal these Bylaws.

3. Term of Office. Each member of a committee shall serve as such until his or her successor is appointed and qualified, unless the committee shall be sooner terminated, such member resigns or is removed from such committee, or such member shall cease to qualify as a member thereof.

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

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

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

ARTICLE IX. BOARD OF ADVISORS

The Board of Directors may designate a Board of Advisors comprised of individuals who are not otherwise members of the Association. The purposes of the Board of Advisors shall be to advise the Association on matters pertaining to the advancement of the purposes of the Association.

The members of the Board of Advisors shall have none of the powers and duties of the Directors, but may be imbued by the Board of Directors with certain of the incidents of membership in the Association, such as attendance at various Association functions. In no case shall any members of the Board of Advisors have a vote in the affairs of the Association or be required to pay any dues.

ARTICLE X. ADMINISTRATION OF AFFAIRS

1. Documents. All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Association and in such a manner as may be determined by resolution of the Board of Directors.

2. Deposits and Accounts. All funds of the Association 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 of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer or

officers or agent or agents of the Association to whom such power may be delegated by the Board of Directors. For the purpose of deposit and for the purpose collection for the account of the Association, checks, drafts, and other orders of the Association may be endorsed, assigned, and delivered on behalf of the Association by any officer or agent of the Association.

3. Corporate Records. The Association shall keep (a) minutes of all meetings of its members and the Board of Directors (including meetings of committees exercising the authority of the Board of Directors), a record of all actions taken by the members and the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of the Association, (b) appropriate accounting records; (c) a record of the members, in a form that permits preparation of a list of the names and addresses of all members in alphabetical order. The Association shall keep a copy of the following records at its principal office: its Articles of Incorporation and all amendments to them currently in effect; these Bylaws and all amendments to them currently in effect; the minutes and records described in (a) of this paragraph for the past three years; all written communications to members in the past three years, including the financial statements furnished for the past 3 years; a list of the names and business addresses of its current Directors and officers; and the Association's most recent biennial report.

4. Two-Year Report. On or before April 1 of every year ending in an even number, the Board of Directors shall cause to be filed with the appropriate agency of the government of the District of Columbia, a report setting forth the information required by the District of Columbia Nonprofit Corporation Act.

5. Accounting Period: The annual accounting period shall begin in April and end in March.j

ARTICLE XI. AMENDMENTS TO THE BYLAWS

1. These Bylaws may be amended by a majority vote of members present or voting by proxy at a meeting of the membership.
2. Amendments shall be presented in writing to the Vice-Chairperson and Secretary at least two weeks prior to the convening of the meeting during which they are intended to be introduced and voted upon and should be made available to the membership prior to said meeting, pursuant to any standing or effective Board of Directors resolution on voting.

ARTICLE XII. DISSOLUTION

1. Upon the dissolution of this association, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.