

WASHINGTON AREA BICYCLIST ASSOCIATION, INC.

AMENDED AND RESTATED BYLAWS

March 20, 2025

**ARTICLE I
NAME**

SECTION 1.01. *Name.* The name of the Corporation is the **WASHINGTON AREA BICYCLIST ASSOCIATION, INC.** (the "Corporation").

**ARTICLE II
PURPOSES OF THE CORPORATION**

SECTION 2.01. *Purposes.* The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation's Articles of Incorporation in accordance with the District of Columbia Nonprofit Corporation Act (the "Act"). Definitions not defined herein shall have the definitions set forth in the Act.

**ARTICLE III
OFFICES AND REGISTERED AGENT**

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

SECTION 3.02. *Registered Agent.* The Corporation shall designate a person or legal entity to serve as the registered agent for the District of Columbia. The registered agent may be changed from time to time by the Board of Directors.

**ARTICLE IV
MEMBERS**

SECTION 4.01. *Eligibility for Membership.* Application for membership shall be open to anyone that supports the purposes of the Corporation, as set forth in Article II. The Board of Directors shall, from time to time, enact procedures for the admission of members. together with establishing admission fees and periodic dues for membership.

SECTION 4.02. *Termination of Members.* Membership may be terminated voluntarily by the Member or involuntarily by the Board of Directors in accordance with the rules of Member

conduct adopted by the Board of Directors.

SECTION 4.03. *Rights of Members.* Each Member shall be eligible to vote on those matters set forth in these Bylaws or on which the Act requires the approval of the Members.

ARTICLE V MEETINGS OF MEMBERS

SECTION 5.01. *Annual Meetings.* An annual meeting of the Members shall take place in the month of February, the specific date, time and location of which will be designated by the President of the Board of Directors. Annual meetings need not be held in the District of Columbia and may be held in person, online, or both. At the annual meeting, the Members shall elect Directors and receive reports on the activities of the Corporation and the direction of the Corporation for the coming year.

SECTION 5.02. *Special Meetings.* Special meetings of the Members may be called by the President or one-third of the Board of Directors, the specific date, time and location of which will be designated by the President or, if the President shall fail to so designate within a reasonable time, by the Secretary. Special meetings need not be held in the District of Columbia and may be held in person, online, or both. Twenty-five percent (25%) of the members may also call a special meeting of the members by signing a petition requesting such meeting and delivering same to the President in the form of a single physical paper document. The petition, as delivered to the President, shall set forth the purpose of the meeting, provide information adequate to verify the membership status of the signatories, and all signatures must be gathered within a 60 day period. The specific date, time and location of the meeting shall be designated by the President.

SECTION 5.03. *Record Date.* The record date of a Member shall be the date as of which the Corporation shall determine who is a Member of the Corporation and eligible to vote at the meeting of the Members. The record date for an annual meeting of the Members shall be the date which is 30 days prior to the date of the annual meeting. The record date for a special meeting of the Members shall be 15 days prior to the date of the special meeting, in the case of a meeting called by the President or one-third of the Board of Directors. The record date for a special meeting of the Members called by 25% of the Members is the date the first Member signs the petition. The determination of who is a Member eligible to vote shall be made as of the close of business on the record date.

SECTION 5.04. *Notice of Meetings.*

(a) The Corporation shall give notice to the Members entitled to vote on the date, time, and place of each annual or special meeting of the Members. The notice shall be given 60 days before the annual meeting date and 10 days in the case of a special meeting. The notice of an annual meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) Notice is given when it is delivered personally to the Member, left at the Member's

residence or usual place of business, or sent by e-mail or U.S. mail to the Member's address as it shall appear on the records of the Corporation. Attendance at a meeting of the membership shall also constitute a waiver of notice, except where a Member states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Members may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 5.05. *Quorum.* The Members present at any properly announced meeting shall constitute a quorum.

SECTION 5.06. *Conduct of Meeting.*

(a) The President shall preside at each meeting of Members. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The President shall announce at the meeting when the polls close for each matter voted upon. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a Member's vote may be accepted. Each Member may vote in person or by proxy, and is entitled to one vote.

(b) A proxy must be in the form of a tangible writing, or in an electronic or other medium that provides for the retention of data and its subsequent retrieval in perceivable form, including email, the internet and electronic transmissions. It must be signed by the Member, and must contain or be accompanied by information from which it can be determined that the individual holding the proxy has been authorized by the Member to vote on his or her behalf. A proxy shall be valid for the period specified in the proxy form. If no period is specified, the proxy shall be valid for a period of 11 months from the date it is signed. The death or incapacity of the Member appointing a proxy does not affect the validity of the proxy unless the President or Secretary of the Board of Directors had prior knowledge of the Member's death or incapacity. A proxy may be signed digitally or electronically or by such other method as is generally accepted.

(c) After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its Members that are entitled to vote at the meeting. The list of Members must be available for inspection by any Member, beginning two business days after notice of the meeting is given and continuing through until the day of the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. The list will also be available for inspection by any Member at the meeting. A Member is entitled to copy the list, during regular business hours and at the Member's expense, during the period it is available for inspection. Notwithstanding the foregoing, the Corporation reserves the right to proceed under Section 29-405.20(f) of the Act with respect to making such information available to Members.

SECTION 5.07. *Voting.* All issues to be voted on shall be decided by a simple majority of those Members present at the meeting in which the vote takes place, provided a quorum is present. There shall be no cumulative voting.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 6.01. *Function of Directors.* The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

SECTION 6.02. *Number of Directors; Qualifications.* The Board of Directors of the Corporation shall be fixed from time to time by the Board of Directors, but shall consist of not less than three Directors at all times. Any change in the number of Directors shall not affect the tenure of office of any Director, except as provided in Section 6.04. Directors need not be residents of the District of Columbia; provided, however, that each Director must be a member of the Corporation in good standing.

SECTION 6.03. *Election and Tenure of Directors.*

(a) New Directors and current Directors shall be elected or re-elected by the Members entitled to vote, as determined in accordance with Section 5.03, at the annual meeting. Directors will be elected by a plurality of the Members present at the annual meeting. Each Director shall hold office for a term of approximately two years, until the annual meeting at which such Director's term expires and until such Director's successor has been elected and qualified. Directors may be re-elected for additional terms, provided that no Director shall be elected to more than four consecutive two-year terms. Under special circumstances, the Board may permit a Director to serve for more than four consecutive terms if it determines, by a two-thirds vote, that such is in the best interests of the Corporation. No more than two Directors may serve more than four consecutive terms at any one time. When a Director ends their service on the Board, one term must elapse before they are considered eligible for re-election to the Board. A committee of the Board of Directors shall be responsible for nominating a slate of prospective board directors representing the Corporation's diverse constituency. If a Director's term expires and a successor has not been elected, such Director shall continue to serve until a successor is elected or the number of Directors is reduced.

(b) Directors shall be divided into two classes of approximately even numbers, designated as Class I and Class II, with terms ending at the annual meeting held in odd numbered years and even numbered years, respectively. Election of Directors of the applicable Class shall occur at each annual meeting of the Board of Directors. Prior to the election, the Board, by majority vote, may designate that one or more Directors be elected for a one-year term, in order to restore an even balance between the classes.

SECTION 6.04. *Removal or Resignation of Director.*

(a) The Members may remove any Director, with or without cause, at the annual or special meeting of the Members, by the affirmative vote of two-thirds of the Members present at the meeting. For a special meeting only, the notice of the special meeting at which the removal of a Director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the Director.

(b) The Board of Directors may remove a Director who: (A) has been declared of unsound mind by a final court order; (B) has been convicted of a felony; (C) has been found by a final court order to have breached a duty as a Director; (D) has missed three (3) or more board meetings in any twelve month period without being excused (provided that the Director shall have been notified of the potential for removal pursuant to this Section 6.04 after missing the second such board meeting); (E) ceases to be a Member of the Corporation in good standing; or (F) has an impairment that, in the good faith judgment of the Board of Directors, has a substantial and permanent or long term adverse effect on the ability of that person to carry out the normal duties of a Director.

(c) A Director may resign at any time upon written notice to the Secretary. Such resignation shall be binding on the date the notice was delivered to the Secretary. A Director will be deemed to have resigned upon such person's death. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

SECTION 6.05. *Vacancy on Board.* A majority of the remaining Directors, whether or not sufficient to constitute a quorum, may at any time fill a vacancy on the Board of Directors which results from any cause. A Director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the Members at which Directors of such person's Class are elected. If the Board of Directors does not fill such vacancy, at the next annual meeting, the Members shall elect an individual to fill the unexpired term of the Director whose resignation or removal created the vacancy on the Board of Directors, who shall then serve until the next annual meeting of the Members at which Directors of such person's Class are elected.

SECTION 6.06. *Annual and Regular Meetings.* The Corporation shall hold an annual meeting of its Board of Directors for: (a) the election of officers, and (b) the transaction of such other business as may properly come before the meeting. The annual Board of Directors meeting shall be held after the annual membership meeting at such place and at such time as determined by the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by President of the Board of Directors. Unless the Articles of Incorporation, the Act or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 6.07. *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President or one-third of the Board of Directors. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided that the notice of a special meeting at which the removal of a Director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the Director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 6.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each Director of each meeting of the Board of Directors. The notice shall state the time and

place of the meeting. Notice is given to a Director when it is delivered personally to the Director, left at the Director's residence or usual place of business, or sent by e-mail, at least 48 hours before the time of the meeting or, by U.S. mail to the Director's address as it shall appear on the records of the Corporation, at least 7 days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Secretary of the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to either (1) the lack of notice of such meeting or (2) the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 6.09. *Action by Directors.* Unless the Articles of Incorporation, the Act or these Bylaws require a greater proportion, the action of a majority of the Directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action to be taken is signed by each Director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 6.10. *Online Meeting.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or online if all persons participating in the meeting are able to hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 6.11. *Compensation.* The Corporation shall not pay any compensation to any Director for services rendered to the Corporation as a Director, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors. Expenses below \$100 may be reimbursed with the approval of the President or Executive Director. A Director who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VII COMMITTEES

SECTION 7.01. *Committees.* The Board of Directors, by a vote of a majority of the Directors, may establish one or more standing committees comprised of one or more Directors. The Board of Directors may delegate to these committees any of the powers of the Board of Directors,

except the powers to (a) elect or remove Directors; (b) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (c) amend the Articles of Incorporation or these Bylaws; (d) decide such other matters as the Board of Directors may hereinafter determine by a majority vote of the Directors; or (e) any powers that are required to be exercised by the Board of Directors by the Act.

The President of the Board of Directors shall appoint the members and the chair of each committee subject to the approval of a majority of the Directors then in office. Each committee adopting rules of procedure for its business shall conform such rules to the provisions of Section 5.06 of these Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The President of the Board of Directors shall be an *ex officio* voting member of all committees. The members of a committee may conduct any meeting thereof by conference telephone or online in accordance with the provisions of Section 6.10.

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

SECTION 7.02. *Special Committees of the Board.* The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

SECTION 7.03. *Advisory Committees.*

(a) The Board of Directors may appoint individuals who may or may not be Directors of the Corporation to serve as an advisory committee to the Board. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority or functions to the advisory committee. Each advisory committee may adopt rules of procedure for its business that are consistent with Section 6.08 of these Bylaws and with the rules adopted by the Board of Directors.

(b) The President of the Board of Directors shall appoint the members and the chair of each advisory committee, subject to the approval of the Board of Directors. A majority of the members of an advisory committee shall constitute a quorum for the transaction of business. The members of a designated body may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.10.

SECTION 7.04. *Term of Service for Advisory Committees.* Each member of an advisory committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (a) the committee shall be sooner terminated; (b) such member be removed, with or without cause, by a vote of the Board of Directors; or (c) such member shall otherwise resign from such committee.

SECTION 7.07. *Compensation of Members of Advisory Committees.* The Corporation shall not pay any compensation to any member of an advisory committee for services rendered to the Corporation as such, except that a member may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by the Board of Directors. Expenses below \$100 may be reimbursed with the approval of the President or Executive Director. A member of an advisory committee who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VIII OFFICERS OF THE BOARD

SECTION 8.01. *Officers of the Board.* The Corporation shall have a President, Vice President, Secretary, and Treasurer who shall be the officers of the Board, each of whom shall be duly elected and qualified members of the Board. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Secretary of the Corporation. The Board may elect or appoint such other officers and assistant officers as may be deemed necessary or appropriate.

SECTION 8.02. *President.* The President of the Board of Directors shall preside at all meetings of the Board of Directors at which the President shall be present; and, in general, shall perform all duties usually performed by a president of a board of directors of a corporation and such duties as are from time to time assigned to the President by the Board of Directors.

SECTION 8.03. *Vice President.* The Vice President, in the absence of the President, shall preside at all meetings of the Board of Directors at which the Vice President shall be present. The Vice President shall perform such duties as are from time to time assigned to the Vice President by the President or the Board of Directors.

SECTION 8.04. *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Act and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the President or the Board of Directors.

SECTION 8.05. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust

companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the President or the Board of Directors.

SECTION 8.06. *Assistant Secretary.* The Board may appoint one or more Assistant Secretaries who need not be members of the Board and who may be employees of the Corporation. An Assistant Secretary may perform or assist in the performance of all duties incident to the office of Secretary including such ministerial acts as the attestation, execution, and sealing of documents and instruments of the Corporation and shall perform, in general, such duties as shall be assigned by the President, the Secretary, or the Board of Directors.

SECTION 8.07. *Assistant Treasurer.* The Board may appoint an Assistant Treasurer who need not be a member of the Board and who may be an employee of the Corporation. The Assistant Treasurer may perform or assist in the performance of all duties incident to the office of Treasurer including maintaining the financial records of the Corporation; providing for the safekeeping of the funds and securities of the Corporation; receiving monies due and payable to the Corporation; depositing all such monies in the name of the Corporation in such banks, trust companies, and other depositories as selected by the Corporation; disbursing designated gifts in accordance with the donor's designation and with the policies of the Corporation; and distributing funds authorized to be paid by the Corporation. The Assistant Treasurer may sign, with the Secretary or Assistant Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Bylaws to some other officer or agent of the Corporation, or shall be required by the Act or law to be otherwise signed or executed. The Assistant Treasurer shall also perform, in general, such duties as shall be assigned by the President, the Treasurer, or the Board of Directors.

SECTION 8.08. *Election and Tenure of Officers.* The Board of Directors shall elect the officers of the Board at the first meeting of the Board following the annual meeting, who shall be elected for terms not to exceed one year. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy which occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation. Any person who ceases to be a Director, for any reason, shall also cease to be an officer of the Corporation.

SECTION 8.09. *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board.

ARTICLE IX ADMINISTRATIVE OFFICERS

SECTION 9.01. *Executive Director.*

(a) The Board shall appoint an Executive Director, who shall be the chief executive officer of the Corporation and report to the Board of Directors. The Executive Director shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Corporation; (2) be responsible for providing broad leadership and direction to the Corporation; and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors.

(b) The Executive Director, who shall serve at the will of the Board and be subject to periodic performance review by the President or the President's designee, shall be appointed by a majority of the Directors. The Executive Director may be removed, with or without cause, by a majority of the Directors. The Executive Director shall report to the Board at each meeting of the Board and between Board meetings to the President.

(c) The Executive Director may sign, with the Secretary or Assistant Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation, or shall be required by the Act or law to be otherwise signed or executed.

SECTION 9.02. *Subordinate Officers.* The Executive Director may designate employees to serve as subordinate officers to the Executive Director, and they shall have such duties as are from time to time assigned to them by the Board of Directors or the Executive Director.

ARTICLE X FINANCE

SECTION 10.01. *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the either the Executive Director, the President, the Treasurer, or Assistant Treasurer or by the designees of either the Executive Director or the President; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

SECTION 10.02. *Fiscal Year.* The fiscal year of the Corporation shall be the 12 calendar month period ending December 31st in each year, unless otherwise provided by the Board of Directors.

ARTICLE XI INDEMNIFICATION

SECTION 11.01. *Statutory Indemnification.* The Corporation shall indemnify and hold harmless any officer or Director to the extent the officer or Director was successful, on the merits or

otherwise, in the defense of any proceeding to which the officer or director was a party because the officer or director was an officer or director of the Corporation against reasonable expenses incurred by the officer or director in connection with the proceeding.

SECTION 11.02 Additional Indemnification.

(a) The Corporation may also indemnify an officer or director who is a party to a proceeding because he or she is or was an officer or director against liability incurred in the proceeding if the individual:

(1) Acted in good faith;

(2) Reasonably believed:

(A) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and

(B) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation;

(3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and

(4) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.

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

(c) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in this Section 11.02.

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

(e) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (1)

by a majority vote of all the Disinterested Directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more Disinterested Directors appointed by such a vote; (3) if there are no Disinterested Directors, by special legal counsel selected in the manner prescribed in the Act provided that the special legal counsel determines that indemnification is permissible because the officer or Director has met the relevant standard of conduct in the Bylaws and the Act; (4) by a court of competent jurisdiction.

SECTION 11.03. Advancement of Expenses. (a) The Corporation may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or Director if the individual delivers to the Corporation: (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the Act and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Act. Such authorization shall be conducted in the same manner as specified in Section 11.02(b).

SECTION 11.04. Selection of Counsel. The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless the Corporation waives such right, the Corporation shall not be required to indemnify any Director or officer for expenses of counsel not selected by the Corporation.

SECTION 11.06. Not Exclusive Right. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer may have under any agreement with the Corporation or otherwise.

SECTION 11.07. Severability. Every provision of this Article XI is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article XI.

ARTICLE XII MISCELLANEOUS

SECTION 12.01. *Maintenance of Tax Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes

stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any Member, Director or officer, or any private individual.

SECTION 12.02. *Books and Records.* The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation, these Bylaws, committee charters and designated body charters, if any, shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time by any Director.

SECTION 12.03. *Corporate Seal.* The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 12.04. *Voting Upon Shares in Other Corporations.* Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, the Vice President or Executive Director or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares.

SECTION 12.05. *Execution of Documents.* A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 12.06. *Amendments.* These Bylaws may be amended from time to time, or repealed, by the Board of Directors at any annual, regular or special meeting of the Board. Except as otherwise required by the Act, the Members shall not be authorized to amend or repeal these Bylaws.

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SECRETARY'S CERTIFICATE

I, Lane Blumenfeld, Secretary of the **WASHINGTON AREA BICYCLIST ASSOCIATION, INC.** (the "Corporation"), a District of Columbia nonprofit corporation, **DO HEREBY CERTIFY** that the foregoing is a true and correct copy of the Corporation's Bylaws, as adopted by the Board of Directors of the Corporation on March 20, 2025.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 20th day of March, 2025.

A handwritten signature in cursive script that reads "Lane Blumenfeld". The signature is written in black ink and is positioned above a horizontal line.

By: _____

Name: Lane Blumenfeld, Secretary