

BYLAWS OF PARTNERS/METRO-D.C.

ARTICLE I OFFICE

Section 1. Principal Office.

The principal office of Partners-Metro D.C. (hereafter the “Corporation”) shall be located at ~~1313 D Rhode Island Avenue, N.W., Washington, D.C. 20005,~~ 522 U St NW, Washington, DC 20001, or at such other address as may be determined by the Board of Directors. The mailing address of the Corporation is P. O. Box 57233, Washington, DC 20037-0233. The Corporation may from time to time have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require. *[As amended by resolution of the Board of Directors 18 April 2001].*

Section 2. Registered Office.

The Corporation shall have and continuously maintain in the District of Columbia, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the Corporation. The address of the registered office may from time to time be changed by the Board of Directors.

ARTICLE II MEMBERS

Section 1. Membership.

The Corporation shall have a single class of members. The qualifications for membership shall be (1) agreement with the purposes of the Corporation, as set forth in its Articles of Incorporation, (2) payment of the membership fee set by the Board of Directors from time to time, and (3) such other qualifications as may be set by the Board of Directors from time to time as are not inconsistent with these Bylaws and the laws of the District of Columbia. Without limiting the foregoing, the Board of Directors shall have the right to remove any existing member by vote of two-thirds (2/3) of all directors. Members in good standing shall have the right to vote in annual and special meetings of members of the Corporation and in other membership elections of the corporation conducted by mail, shall be extended such other membership privileges as may be established by the Board of Directors from time to time, and shall have such other rights as are specifically granted to members by these Bylaws or the laws of the District of Columbia.

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Section 2. Annual Meetings.

An annual meeting of members shall be held at such date, time, and place, either within or without the District of Columbia, as may be designated by resolution of the Board of Directors from time to time. The election of the officers of the Corporation shall be conducted at such meeting or in a membership election conducted by mail prior to such meeting. Any other proper business may be transacted at the annual meeting.

Section 3. Special Meetings.

Special meetings of members for any purpose or purposes may be called at any time by the President, or by the Secretary at the request of a majority of the members of the Board of Directors.

Section 4. Mail Elections.

Any action required or permitted to be taken at any annual or special meeting of the members may be taken without a meeting in an election held by mail, if members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which a minimum quorum of members was present and voted complete and sign a written election ballot approved by the Board of Directors, setting forth the action taken, and the ballots are delivered to the Corporation at such address as is designated in the ballot by the Board of Directors on or before the deadline fixed for receipt of such ballots by the Board of Directors.

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Section 5. Notice of Meetings; Ballots for Mail Elections.

(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than fifty days before the date of the meeting to each member entitled to vote at the meeting. If mailed, notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the member at his or her address as it appears on the records of the Corporation.

(b) Whenever the Board of Directors determines to authorize an election by mail, a written ballot shall be provided which shall state the matters to be voted upon in such election. The ballot shall be provided not less than ten nor more than fifty days before the deadline set by the Board of Directors for receipt of completed ballots to each member entitled to vote in the election. If mailed, a ballot shall be deemed provided when deposited in the mail, postage prepaid, directed to the member at his or her address as it appears on the records of the Corporation.

Section 6. Adjournments.

Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if its time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which it could transact at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

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Section 7. Quorum.

At each meeting of members, except where otherwise provided by law or the articles of incorporation or these Bylaws, the members representing twenty percent (20%) of the total number of members of the Corporation and entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum. In the absence of a quorum, the members present may, by majority vote, adjourn the meeting as provided by Section 5 of this Article II of these Bylaws, until a quorum is present.

Section 8. Organization.

Meetings of members shall be presided over by the President, if any, or in his or her absence by the Secretary or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 9. Voting Power; Proxies.

Each member entitled to vote at any meeting of members shall be entitled to one vote upon the matter in question. Each member entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date of execution, unless the proxy provides for a longer period. A member may revoke any proxy by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at any meeting of members need not be by written ballot and need not be conducted by inspectors unless a majority of members entitled to vote and present in person or by proxy shall so determine. The vote of the holders of a majority of the members entitled to vote thereon present in person or by proxy at the meeting shall prevail, provided that (except as otherwise required by law) the Board of Directors may require a larger vote upon any election or question.

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Section 10. Fixing Date for Determination of Members of Record.

(a) In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing it is adopted by the Board of Directors, and which shall not be more than fifty nor less than ten days before the date of the meeting. If no such record date is fixed by the Board of Directors, it shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the members entitled to vote in an election held by mail, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing it is adopted by the Board of Directors, and which shall not be more than fifty nor less than ten days before the deadline fixed by the Board of Directors for receipt of completed ballots. If no such record date has been fixed by the Board of Directors, it shall be at the close of business on the day next preceding the day on which ballots are provided.

ARTICLE III DIRECTORS

Section 1. Powers of the Board.

The affairs of the Corporation shall be managed by its Board of Directors. All powers of the Corporation may be exercised by or under the authority of the Board of Directors. The directors shall act only as a Board of Directors, or as a committee thereof; individual directors shall have no power as such.

Section 2. Qualifications.

Members of the Board of Directors of the Corporation need not be citizens of the United States, nor residents of the District of Columbia, but shall be members in good standing of the Corporation.

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Section 3. Number.

The initial number of directors of the Corporation shall be as provided in the Articles of Incorporation of the Corporation, as they may be amended from time to time (the “Articles”). Thereafter, the number of directors may be increased or decreased from time to time by the Board of Directors in accordance with the following provisions; provided, however, that no decrease shall have the effect of shortening the term of any incumbent director, and that there shall be no less than three (3), and no more than twenty-five (25), directors at any time.

Section 4. Election.

Prior to giving notice to the members of each annual meeting of members (or mailing the ballots for a mail election held prior to such annual meeting), the current Board of Directors shall elect new directors to replace those directors whose terms then expire. To the extent deemed practicable by the current Board, it shall endeavor to elect as directors all members who meet the following guidelines, provided that in no event shall the total number of directors exceed twenty-five (25). First, each new director shall have attended at least fifty percent (50%) of all Board meetings open to the members during the immediately preceding twelve months. Second, each new director shall have been an active member of at least one (1) Board committee for the immediately preceding twelve (12) months, as certified to the Board by the relevant committee chair(s).

Section 5. Term.

Each director shall serve for a term extending until the annual meeting of members for the succeeding calendar year and until his or her successor is elected and qualified, or until his or her earlier resignation or death.

Section 6. Resignations.

Any director may resign at any time by notifying the Board of Directors of the Corporation in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of the Corporation of such resignation shall not be necessary to make it effective.

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Section 7. Vacancies.

Vacancies in the Board of Directors shall be deemed to exist in the event of the resignation, removal, or death of a director, if the number of remaining directors is less than three (3). Any such vacancy shall be filled by a majority of the remaining members of the Board of Directors, even though that number may be less than a quorum. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor or, in the case of an increase in the number of directors, until the next annual meeting of members.

MEETINGS OF THE BOARD OF DIRECTORS

Section 8. Location of Meetings.

Meetings of the Board of Directors may be held within or without the District of Columbia and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 9. Regular Meetings.

A regular meeting of the Board of Directors shall be held promptly after the adjournment of the annual meeting of members. Other regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined from time to time by the Board of Director. There shall be a total of at least ten (10) regular Board meetings in each calendar year. The Board shall endeavor to give the members reasonable notice of the time and location of regular Board meetings that are open to the members.

Section 10. Call of Special Meetings

The President of the Corporation may call, or upon the request of a majority of the members of the Board of Directors, the Secretary shall call, a special meeting of the Board of Directors.

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Section 11. Notice of Special Meetings.

Notice of special meetings of the Board of Directors shall be in writing, signed by the President or the Secretary, and shall be served personally or sent to each director by mail or telegram addressed to his or her last known address at least ten (10) days before the time designated for such meeting. Notice of special meetings shall state the time and place of the meeting. The purpose or purposes of such meetings need not be specified, unless otherwise required in the Articles or these Bylaws. The President or Secretary, as applicable, also shall endeavor to give the members reasonable notice of the time and location of special Board meetings that are open to the members.

Section 12. Waiver of Notice.

Whenever notice is required to be given to any director under the provisions of the District of Columbia Nonprofit Corporation Act, as amended (the "Act"), the Articles, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting. A director's attendance at any meeting also shall constitute waiver of notice of such meeting, excepting attendance for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 13. Quorum.

Twenty percent (20%) of the directors then in office shall constitute a quorum for the transaction of business at any meetings of the Board of Directors, unless otherwise required by the Act, the Articles, or these Bylaws. However, if a quorum is not present at any meeting of the Board of Directors, those directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 14. Open Meetings.

Each meeting of the Board of Directors shall be open to attendance by all members in good standing; provided, however, that the Board may close any meeting scheduled or in progress to attendance by persons other than directors, by vote of a majority of the directors present at a meeting at which a quorum is present.

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Section 15. Action by Majority Vote.

Except as otherwise required by the Act, the Articles, or these Bylaws, any action by a majority of the directors present at a meeting at which a quorum is present shall be deemed the action of the Board of Directors

Section 16. Action by Written Consent.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

COMMITTEES

Section 17. Designation.

The Board of Directors may from time to time designate not less than two (2) directors to serve on such committee or committees as deemed advisable by the Board, which committees shall, to the extent provided in the Board's authorizing resolution, have and exercise the authority of the Board of Directors in the management of the Corporation. The Board of Directors also may from time to time designate one or more members of the Corporation, who may or may not be directors, to serve on such committee or on such other committees as deemed advisable by the Board, which committees shall not have or exercise the authority of the Board of Directors. The Board of Directors shall have the power at any time to: (i) designate a member of a committee as its chairman; (ii) fill vacancies on any committee; (iii) change the membership of any committee, including the removal of any committee member with or without cause; or (iv) discharge a committee.

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Section 18. Powers.

Each committee shall have, and may exercise, such powers not inconsistent with the Act, the Articles, or these Bylaws (including the foregoing Article III, Section 17), as authorized by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. The members of a committee shall act only as a committee.

Section 19. Term.

Members of a committee shall serve for a term of one (1) year, until the next annual meeting of the Board of Directors and until their earlier resignation, removal with or without cause, or death, or until the committee shall sooner be discharged.

Section 20. Committee Governance.

(a) Absent appointment of a committee chair by the Board of Directors, each committee designated by the Board shall designate a chair from among its members. who will be responsible for attending (or using his or her best efforts to ensure that a designee from among the other members of the committee shall attend) all open meetings of the Board rectors to report on the activities of the committee.

(b) Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to these Bylaws. Notwithstanding the foregoing, when a committee having and exercising the authority of the Board of Directors has only two (2) members, then any action by such committee must be by unanimous consent.

Section 21. Committee Records and Reports.

Each committee shall keep records of its actions, and report such actions to the Board of Directors and the President.

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ARTICLE IV OFFICERS

Section 1. Designation.

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, and may include one (1) or more vice presidents, and such other officers, assistant officers, and agents as may be deemed necessary, each to have such duties and authority as are provided in these Bylaws, or as the Board of Directors may from time to time determine. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Each officer shall be a member of the Board of Directors.

Section 2. Election.

Prior to each annual meeting of members (or mail election prior to such meeting), and after electing the Board of Directors for the upcoming year, the Board of Directors shall make nominations for the officers of the Corporation from among the members of the new Board of Directors. The officers shall be elected by the members at the annual meeting of members or in a mail election held prior to such meeting.

Section 3. Term.

Officers shall serve for a term of one (1) year, until the next annual meeting of members and until their successors are elected and qualified, or until their earlier resignation, removal, or death.

Section 4. Resignations.

Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 5. Removal.

Any officer may be removed from office at any time, with or without cause, upon a majority vote of the members at any regular annual or special meeting of the members.

Section 6. Vacancies.

A vacancy in any office caused by resignation, removal or death may be filled for the unexpired term of the predecessor in office by the Board of Directors at any regular or special meeting.

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Section 7. President.

The President shall have general supervision over the affairs of the Corporation, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the Board of Directors.

Section 8. Vice President.

The Vice President, if any, or if there is more than one (1), the Vice Presidents in the order so determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 9. Secretary.

The Secretary shall: (i) act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; (ii) keep the minutes thereof in the proper book or books; (iii) see that the reports, statements, and other documents required by law are properly kept and filed; and, (iv) in general, perform all the duties incident to the office of Secretary and such related duties incident to the office of Secretary as may from time to time be assigned by the Board of Directors or the President. The books, records, and papers, in the hands of the secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the President. At the expiration of his or her term of office, the Secretary shall turn over to his or her successor in office all books, records, papers, and other properties of the Corporation.

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Section 10. Treasurer.

The Treasurer shall: (i) collect and keep an account of all moneys received and expended for the use of the Corporation; (ii) deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; (iii) present reports of the finances of the Corporation at each annual meeting and when called upon by the President; and, (iv) perform such related duties as shall be directed by the Board of Directors or the President. The funds, books, and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the President. At the expiration of his or her term of in office, the Treasurer shall turn over to his or her successor in office all books, records, monies, and other properties of the Corporation.

Section 11. Other Officers.

Other officers elected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the President.

ARTICLE V COMPENSATION OF DIRECTORS AND OFFICERS

Section 1. Reimbursement of Expenses.

The Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation. However, no officer or director of the Corporation may receive compensation for his or her services.

ARTICLE VI LIABILITY AND INDEMNIFICATION

Section 1. Liability.

The members, officers, directors and other volunteers of the Corporation shall not be personally liable for its debts, obligations, or liabilities. Such members, officers, directors and volunteers shall be immune or exempt from civil liability for their respective acts and omissions to the full extent provided in the Act.

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Section 2. Indemnification.

The corporation shall indemnify any director or officer, or former director or officer, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such director or officer, to the full extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors or members, or otherwise.

ARTICLE VII GENERAL PROVISIONS

Section 1. Execution of Contracts.

The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agents or agents, in the name, and on behalf, of the Corporation, to enter into any contract, or execute and delivery any instruments as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances.

Section 2. Loans.

The Board of Directors may authorize the President or any other officer or agent of the Corporation to: (a) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual, or other institution; (b) make, execute, and deliver promissory notes, bonds, or other evidence of indebtedness of the Corporation; and, (c) pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by the Corporation to any director or officer thereof.

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Section 3. Investments.

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors.

Section 4. Books and Records.

There shall be kept at the principal office of the Corporation, correct books of accounts of all the business and transactions of the Corporation.

Section 5. Depositories.

The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by any one (1) or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 6. Signatories.

All checks, drafts, and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such a manner as shall from time to time be determined by the Board of Directors. ~~In the absence of such determination by the Board of such instruments shall be signed by the Treasurer and, if in excess of One Hundred Dollars (\$100.00), countersigned by the President of the Corporation.~~ All checks, drafts, and other orders for the payment of money from the funds of the Corporation shall be signed by the Treasurer of the Corporation and initialed by the President and if in excess of Fifty Dollars (\$50.00), countersigned by the President of the Corporation. [As amended by resolution of the Board of Directors 26 January 2002].

Section 7. Annual Audit.

The Board of Directors may require an annual audit be made of the books and accounting records of the Corporation.

Section 8. Fiscal Year.

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

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Section 9. Corporate Seal.

The Corporation shall have a corporation seal with its name, year of incorporation, and the words “Corporate Seal, District of Columbia” inscribed thereon. The seal shall be in the custody of the secretary and used by him or her, or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced otherwise on any instrument or documents as may be required by law, these Bylaws, the Board of Directors, or any officer of the Corporation. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

ARTICLE VIII AMENDMENT

These Bylaws, the Articles of Incorporation, or any one or more of the provisions hereof or thereof, may be altered, amended, or repealed, and new Bylaws or Articles of Amendment adopted, by a majority vote of the directors then in office at a meeting of the Board of Directors expressly called for that purpose. Notice of the intent to alter, amend, or repeal any Bylaws or any provision of the Articles of Incorporation, or to adopt new Bylaws or Articles of Amendment shall be given in accordance with Article III, Section 11 hereof.

ARTICLE IX EFFECT OF PROVISIONS OF LAW AND ARTICLES OF INCORPORATION

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Act or the Articles which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws as amended from time to time.

HISTORY OF AMENDMENTS

Article I, Section 1: Amended by resolution of the Board of Directors 18 April 2001.

Article VII, Section 6: Amended by resolution of the Board of Directors 26 January 2002.