

Bylaws of RESULTS, Inc.

(Adopted December 13, 1985)

(Amended June 29, 1993)

(Amended July 12, 2006)

(Amended June 20, 2014)

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ARTICLE I

Purpose

The mission of RESULTS, Inc., hereinafter referred to as RESULTS, is to create the political will to end hunger and the worst aspects of poverty and to empower individuals to have breakthroughs in exercising their personal and political power.

RESULTS will do this by initiating, influencing, and evaluating public policy through grassroots citizen action.

ARTICLE II

Offices and Auxiliary Organizations

Section 1. Principal Office. The Board of Directors shall fix the location of the principal office of RESULTS at any place within or near the District of Columbia.

Section 2. Other Offices. The Board of Directors may establish at any time branch or subordinate offices at any place or places.

Section 3. Auxiliary Organizations. The board of Directors may, from time to time, authorize the formation of affiliated auxiliary or local programs, projects, or organizations within or without the District of Columbia for the purposes of forwarding the mission, disseminating information concerning the programs, or raising funds for RESULTS. The implementation of these programs, projects, or organizations shall be subject to the prior approval of the Board of Directors.

ARTICLE III

Fiscal Year

The Fiscal Year of RESULTS shall be fixed by resolution of the Board of Directors.

ARTICLE IV

Members

RESULTS members (also called the “grassroots members”) shall be the active volunteers of the organization, in good standing and reflected in the organization’s records of its “partners” or “activists.” Such members shall have the right to elect directors to fill a minimum of four seats on the Board of Directors. They shall have no other voting rights. Any other action, which would otherwise require approval by a majority of all members or approval by the members, shall require only approval of the Board of Directors. All other rights which would otherwise vest in the members shall vest in the Directors. No such member shall be personally liable to the creditors of this corporation for any indebtedness or liability of this corporation.

ARTICLE V

Board of Directors

Section 1. Powers. Except for those powers expressly granted to the Executive Committee by Article VI below, and thereby removed from the authority of the Board, the Board of Directors (“the Board”) is the policy-making body of RESULTS and may exercise all the powers and authority granted to RESULTS by law.

Section 2. At-large Directors and Grassroots Directors

a) Number of Directors. The authorized number of voting Directors shall be fixed by resolution of the Board of Directors from time to time, but shall in no event be less than nine (9) or more than nineteen (19). Upon any decrease in the authorized number of Directors pursuant to an amendment of these Bylaws, each Director then in office shall serve until his term expires, or until his resignation or removal as herein provided.

b) Staff as Board Members. The Executive Director shall serve on the Board, in a non-voting *ex officio* capacity. No other staff person shall serve on the Board.

c) Composition. There shall be no fewer than four (4) RESULTS grassroots members on the Board (the "Grassroots Directors"). The Grassroots Directors shall be elected by the grassroots members. At least one Grassroots Director will be a member of a local RESULTS group that focuses on domestic (United States) poverty issues and one will be a member of a local RESULTS group that focuses on global (outside the United States) poverty

issues. In any situation in which the outcome would mean a contravention of this balance, the person with the highest number of votes that preserves this balance shall win the election. Additionally, the nomination process will be constructed to assure this balance will be maintained. The remainder of the Board may, but are not required to be, active members. They shall be elected as set forth below and shall be referred to as “At-Large Directors.”

Section 3. Nomination & Election of At-Large & Grassroots Directors.

- a) Nomination and Election of At-Large Directors. A nominations committee shall select candidates for At-Large Director positions on the Board. The Nominations Committee will be appointed by the Board and may consist of members of the Board, grassroots members, and friends of RESULTS. If so designated by the Board, the Executive Committee may serve as the Nominations Committee. Candidates for at-large positions shall be elected by a majority vote of the Board at a meeting with at least a quorum present.
- b) Nominations and Election of Grassroots Directors. Grassroots Directors shall be nominated by at least one grassroots member and elected by e-mail, fax or mail vote of the grassroots members each year, with terms to begin immediately. Any additional requirements for the nominations and elections process shall be set through Board policy.

Section 4. Terms of Office. At-Large Directors may serve an unlimited number of three year terms provided they are re-nominated and re-elected by a majority of Directors at a meeting with at least a quorum present. Grassroots Directors shall serve a three-year term, but may serve one additional three-year term, if re-elected by the grassroots volunteers. Notwithstanding the foregoing, Terms of Grassroots Directors begin upon election.

Section 5. Removal of Directors. An At-Large or Grassroots Director may be removed with or without cause by a two-thirds vote of the Board at a meeting with at least a quorum present.

Section 6. Founder. The Founder of RESULTS shall hold a voting position on the Board of Directors with no term limits. The Founder may be elected to serve as an officer of RESULTS or as an At-Large member of the Executive Committee subject to the term limitations of all At-Large Directors.

Section 7. Vacancies. Vacancies in the Board or Executive Committee, whether they are At-Large or Grassroots Directors may be filled for the unexpired portion of the term by majority vote of the Board at a meeting with at least a quorum present.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

Any Director may resign effective upon giving written notice to the Chair or Executive Director unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 8. Place of Meeting. Meetings of the Board shall be held at any place within or without the District of Columbia as designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of RESULTS.

Section 9. Telephone Meetings. Any one or more directors may participate in a meeting of the Board of Directors by means of a telephone conference call or similar telecommunications device, which allows all persons participating in the meeting to hear all the others. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 10. Board Meeting. The Board shall hold two face-to-face meetings annually. Meetings of the Board shall be held with notice on a date and at a time designated by the Board.

Section 11. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair, the Secretary or any one Director. Special meetings of the Board shall be held with at least ten (10) days' notice given personally or by telephone, e-mail, telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of RESULTS or as may have been given to RESULTS by the Director for the purpose of notice.

Section 12. Notice of Meetings. Notice of meetings may be made by mail, email, telephone, or orally. Notice shall be deemed to have been given at the time it is communicated. If notice is made by e-mail, notice shall be deemed to have been given it enters an information processing system that the recipient has designated for the purposes of receiving electronic records. The notice shall state the time and location of the meeting.

Section 13. Quorum. A majority of the sitting Directors constitutes a quorum of the Board for the transaction of business, except to adjourn or fill vacant Director positions as provided in this Article. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles, or by these Bylaws, except as

provided in the next sentences. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors.

Section 14. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The waiver of notice or consent need not specify the purpose of the meeting.

Section 15. Adjournment. A majority of the Directors in attendance, whether or not a quorum is present, may adjourn any Director's meeting to another time and/or place so that a quorum may be achieved. If the meeting is adjourned for more than twenty-four hours (24) hours, notice of the time and place for reconvening an adjourned meeting shall be given within reasonable time to the Directors, whether they had been present or absent at the time of adjournment.

Section 16. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually consent in writing to taking such action without a meeting current to the action itself. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the board.

Section 17. Audit Committee. The Board shall establish an Audit Committee as a standing committee of the Board,

Section 18. Fees and Compensation. Directors and members of committees shall receive no compensation for their services, but may be reimbursed travel, mileage, accommodations, ~~and~~ meal costs, and other appropriate expenses for attending Board meetings.

ARTICLE VI

Executive Committee.

Section 1. Powers. The Executive Committee shall ensure appropriate governance of the organization, set overall direction of the organization, and serve as the authority to whom the Executive Director reports. The Executive Committee shall establish and set the membership of advisory committees except as provided in Article V, Section 17. The Executive Committee shall approve the budget of the organization, review the financial statements at least quarterly, review specific aspects of the finances of the organization periodically as needed, and

generally have responsibility for organizational finances. The Executive Committee shall approve annually the advocacy campaigns to be undertaken by the organization.

Section 2. Compositions and Terms. The Executive Committee shall be composed of no fewer than seven (7) and no greater than nine (9) voting members of the Board of Directors, including four (4) Grassroots Directors, the Chairperson, the Secretary, the Treasurer, any additional officers as allowed under Article V, Section 1, and one or more At-Large Directors. The Executive Director shall serve on the Executive Committee *ex officio*, without vote. Officers are elected for three-year terms, unless filling a vacancy or unless the officer's board term expires before the end of the officer term. Terms of Grassroots Directors are three years. Grassroots Directors may serve a second three-year term, if elected. At-Large Directors shall serve no more than three consecutive three-year terms as Executive Committee members after which they may serve the organization in another capacity including remaining a member of the full Board, if re-nominated and re-elected, or serving on a Board committee.

Section 3. Nomination. The Nominations Committee shall select candidates for at-large positions on the Executive Committee. Candidates shall be approved by either majority vote of the Board at a meeting with at least a quorum present or by a two-thirds (2/3) vote of the Executive Committee.

Section 4. Vacancies. Vacancies in the Executive Committee, whether they are At-Large or Grassroots Directors, shall be elected by a two-thirds (2/3) vote of the then-remaining members of the Executive Committee. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

Section 5. Executive Committee Quorum. Two-thirds of the sitting Executive Committee constitutes a quorum for the transaction of business, except to adjourn. Every act or decision made by a majority of the Directors present at an Executive Committee meeting duly held at which a quorum is present shall be regarded as the act of the Committee, unless a greater number is required by law, by the Articles, or by these Bylaws, except as provided in the next sentences. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of committee members as long as any decision(s) made at that time is subsequently ratified by committee action at a meeting in which a quorum of the committee is participating.

Section 6. Meetings. At least four meetings of the Executive Committee shall be held throughout the year, The Executive Committee will normally have two face-to-face meetings a year.

Section 7. Telephone Meetings. Any member of the Executive Committee may participate in a meeting of the Executive Committee by means of a telephone conference call or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting

for purposes of determining if a quorum is present. Meetings shall be held with notice on such dates and at such times as may be fixed by the Executive Committee.

ARTICLE VII

Advisory Members

The Board of Directors may elect persons from among those who have distinguished themselves in service to the cause of ending hunger or poverty for designation as advisory members to the Board. The Board may also establish a standing or special committee to select and recruit such advisory members. Persons designated as advisory members may attend meetings of and strategize with the Board of Directors and may be designated by the Executive Committee to serve as non-voting members of standing committees, other than the Executive Committee. However, such persons shall not otherwise have any of the rights, privileges or powers of members of the Board as set forth in the Articles of Incorporation, these Bylaws, or law.

ARTICLE VIII

Officers

Section 1. Officers. The officers of RESULTS shall be members of the board and shall be a Chairperson, a Treasurer, and a Secretary. RESULTS may also have, at the discretion of the Board, one or more Vice Chairpersons, one or more Assistant Secretaries, one or more Assistant Treasurers. Any number of offices may be held by the same person, except as provided in the Articles of Incorporation or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chairperson.

Section 2. Election and Terms. The officers of RESULTS, except such officers who fill vacancies as may be elected or appointed in accordance with the provisions of this Article, shall be chosen by a majority vote at a meeting with at least a quorum present for three-year terms and serve at the pleasure of the Board, and shall hold their respective offices for the length of their term or until their re-election, resignation, removal or other disqualification from service, or until their respective successors shall have been duly elected and qualified.

Section 3. Removal and Resignation. Any officer may be removed from office by the affirmative two-thirds vote of the Board with at least a quorum present at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of RESULTS, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or email of the

meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Any officer may resign at any time by giving written notice to RESULTS. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. In case an office becomes vacant because of sickness, death, resignation, removal, disqualification or any other cause, a majority vote of the Directors at a meeting with a quorum present may elect an officer to fill such vacancy, and the officer so elected shall hold office until his resignation, removal or other disqualification from service, or until his successor shall have been duly elected and qualified.

Section 5. Chairperson of the Board. The Board shall elect a Chairperson from among their number. The Chairperson will be someone who has been closely involved with the organization for at least two years prior to becoming Chairperson of the Board. The Chairperson of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. The Chairperson shall serve as President for all purposes for which the Corporation is required to have a President.

Section 6. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, and notice thereof given, the names of those present at the Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the District of Columbia the original or a copy of RESULTS' Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall update or cause to be updated the Bylaws with any changes voted by the Board and shall provide a revised updated copy to each member of the Board no later than the next regular meeting of the Board. The Secretary shall maintain records as required by District of Columbia Code.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law. The Secretary shall take or cause to be taken the minutes of all meetings, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 7. Treasurer. The Treasurer of RESULTS shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business

transactions of RESULTS. The books of _____ account shall be available at reasonable times and with reasonable notice for inspection by any Director.

In the case of death, resignation or removal of the Treasurer, all books, papers, vouchers, money and other property of every kind in his possession or under his control, shall be immediately returned to RESULTS. If required by the Board of Directors, the Treasurer shall give RESULTS a bond in the amount and with the surety and sureties specified by the Board for faithful performance of the duties of his office and for restoration to of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

Section 8. Fees and Compensation. Officers shall receive no compensation for their services related to their Board membership, but may be reimbursed travel, mileage, accommodations and meal costs for attending Board meetings.

ARTICLE IX

Executive Director

Section 1. Hire and Fire. The Board of Directors shall hire, upon recommendation of the Executive Committee, an Executive Director to manage the organization. The Executive Committee shall supervise and evaluate the Executive Director. The Executive Committee may suspend the Executive Director with or without cause at any time by a two-thirds vote with at least a quorum present. The Board of Directors may fire with or without cause the Executive Director by a two-thirds vote with at least a quorum present. If circumstances allow, this action should ordinarily follow a recommendation of the Executive Committee.

Section 2. Power and Duties. The Executive Director shall serve as an *ex-officio* member of the Board of Directors and the Executive Committee of RESULTS, Inc. without voting power. The Executive Director shall serve as the Chief Executive Officer of RESULTS and, as such, shall hire, supervise, and fire all senior staff, supervisors, and project managers of RESULTS who, in turn, will hire, supervise, and fire all other staff persons with the approval of the Executive Director. The Executive Director, in cooperation with the Treasurer, shall be responsible for the finances of RESULTS to include ensuring that corporate assets are safeguarded, that internal controls are in place, that financial risks are managed, and that there is full compliance with financial regulations, donor and grant requirements, and tax laws. The Executive Director shall report, or cause to be reported, information about the financial condition of RESULTS at each regular meeting of the Board. The Executive Director shall keep the Board informed about program operations, as appropriate. Also, the Executive Director, in consultation with staff, volunteers, and other advisors, shall develop policy and structural change recommendations for the Board.

Section 3. Relationship to Executive Committee. The Executive Director shall inform and seek the guidance of the Executive Committee prior to making any major commitment on behalf of the organization that has the potential to change or expand the mission of the organization such as to an alliance or foundation.

ARTICLE X

Indemnification

Section 1. Indemnification. Any person who was or is a director or officer of RESULTS or who, while a director or officer of RESULTS, is or was serving at the RESULTS request as a director, officer, partner, trustee, employee, or agent of another entity, shall be indemnified by RESULTS against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to D.C. Code Title 29, Chapter 4, Subchapter VI, Part E.

Section 2. Contractual Rights of other persons. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than directors and officers of RESULTS, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 3. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of RESULTS against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not RESULTS would have the power to indemnify the agent against that liability under the provisions of this Article X; provided, however, that RESULTS shall not have the power to purchase and maintain such insurance to indemnify any agent of RESULTS where such indemnification would be prohibited by law. RESULTS shall at all times maintain insurance coverage in form and amount sufficient to meet the triggering requirements of D.C. Code whether or not ted civil action, arbrevised.

ARTICLE XI

Other Legal Provisions

Section 1. Endorsement of Documents and Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between RESULTS and any other person, when signed by the Chair of the Board or any two other officers of RESULTS shall be valid and binding on RESULTS in the absence of actual

knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons in such manner as from time to time shall be determined by the Board.

Section 2. **Conflict of Interest Policy**. The Board shall by resolution adopt a conflict of interest policy applicable to officers, Directors, members of committees of the Board, and employees that shall (i) define conflicts of interest (including competing financial interests or fiduciary duties); (ii) require that conflicts be disclosed; and (iii) require that the conflicted person be recused from any decision-making with regard to the matter. This policy shall be attached as an exhibit to these Bylaws and shall be annually distributed to all officers, Directors, and members of committees of the Board.

Section 3. Annual Distribution, Acknowledgment And Disclosure: This conflict of interest policy shall be distributed annually to all directors, officers, members of board committees, **[and staff]**. All covered individuals shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms.

Section 3. Disclosure. Directors and staff shall disclose in writing to the Board of Directors any person to whom they are closely related or organizations with which they are affiliated who or which presently transacts business with RESULTS or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An affiliation with an organization will be considered to exist when a Director, staff member or a member of his or her immediate family or close relative is an officer, Director, member, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 5. Investments. RESULTS 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 to the Board.

ARTICLE XII

Amendments

Bylaws may be amended or repealed or new Bylaws may be adopted by a two-thirds vote of the Directors at a meeting with at least a quorum present. Revisions to the Bylaws may be suggested by the Executive Committee but must be submitted in writing to the Board of Directors before any regular or special meeting.