

BYLAWS OF THE NATIONAL SOCIETY OF THE WASHINGTON FAMILY DESCENDANTS, INC.

The National Society of Washington Family Descendants, Inc. (the “Corporation” or “NSWFD”), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 (the “Act”) of the Code of Virginia (the “Code”) hereby adopts the following Bylaws in accordance with Section 13.1-892 of the Code.

ARTICLE I

NAME

The name of this Corporation shall be The National Society of Washington Family Descendants, Inc., and its headquarters shall be at the following location in the City of Lovettsville, Virginia, or such other place as may be selected by the Board of Directors:

12995 Hoysville Road
Lovettsville, VA 20180

ARTICLE II

PURPOSES AND MISSION

A.Purpose. NSWFD is organized exclusively for charitable, civic, and educational purposes, and it is intended that NSWFD qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “IRC”). Without limiting the generality of the foregoing, among the principal purposes of the Corporation shall be:

- 1.to organize, operate, and maintain, without profit to the Corporation an operation that will study, research, promote, provide information about, and otherwise honor George Washington through the association of lineal descendants of the Washington family;
- 2.to collect and publish the history, traditions, and achievements of past and present members of the Washington family and kinsman;
- 3.to provide leadership in the collection and recording of data, documents, and materials relating to the Colonial and Federal periods of the Washington family;
- 4.to offer assistance in the counsel and education of younger members and to care about the well-being of elder members of the Society;
- 5.to receive contributions and pay them over to selected organizations that are described in Section 501(c)(3) of the IRC and exempt from taxation under Section 501(a); and
- 6.to otherwise be operated exclusively for charitable, civic, and educational purposes within the meaning of Section 501(c)(3) of the IRC.

B.Accomplishment of Corporation’s Purposes. These purposes may be accomplished by such mechanisms as the board of directors (the “Board of Directors”) may from time to time determine which are within the parameters required by law for NSWFD to become and remain qualified as a tax exempt entity under Section 501(c)(3) of the IRC, or corresponding

provisions of any subsequent federal law and which is not inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE III

MEMBERSHIP

- A.Membership Generally.** The Corporation shall have three classes of members, none of which shall carry voting rights. No member shall be entitled to vote on any matters pertaining to the Corporation or its operation by virtue of being a member. Consistent with § 13.1-837 of the Code, the Corporation need not issue certificates evidencing such membership and no membership in NSWFD shall be transferrable.
- B.Classes of Membership.** The Corporation shall have the following classes of membership with the following designations: (i) Active, (ii) Associate, and (iii) Junior. The rights and qualifications of the members of each class shall be as set out herein.
- C.Approval of Members.** The appointment and approval of members of all classes shall be determined by the Board of Directors, a membership (or other) committee that the Board of Directors may elect to establish, and/or officers or agents of the Corporation that are duly authorized by the Board of Directors (for purposes of Sections C through J, the foregoing parties are collectively referred to as the “Board”). The Board shall establish (and amend) such criteria, processes and procedures for the appointment and/or renewal of members as it may determine from time to time in its discretion.
- D.Active Members.** Initially until changed at the discretion of the Board, the basic eligibility criteria for admission to the Corporation as an Active member shall be:
- 1.Proof of lineal descent, by blood, from one of the following “Qualifying Ancestors”:
 - a.Ancestors of General George Washington who lived in Colonial America between 1607 and 1732:
 - i.Colonel John Washington;
 - ii.Lt. Col. Nathaniel Pope;
 - iii.Nicholas Martiau;
 - iv.George Reade;
 - v.Augustine Warner, I.;
 - vi.Colonel William Ball;
 - vii.Mary Johnson Ball Hewes; or
 - b.Descendants of Lawrence Washington, the brother of Colonel John Washington, the immigrant.
 - 2.Appropriateness of the proof and documentation of lineage, by blood, shall be determined by the Board.
 - 3.Payment of first year entry, certificate and dues, which is subject to change without notice but is currently \$200.00.
 - 4.Payment of the Active Membership annual dues, which are subject to change without notice but are currently \$50.00 per year.

5. To the extent not inconsistent with these Bylaws, the Board may waive, alter, amend, modify or restate these criteria for membership in whole or part and from time to time, if it determines the same to be in the best interests of the Corporation.
6. Although like other members, Active members shall have no voting rights, from time to time the Board may elect to poll or otherwise solicit feedback, input or information from Active members on one or more topics or issues, during a voluntary meeting, through mail or other electronic means, but the Board shall be free to act on or disregard the input, opinion and information received back from such Active members.

E. Associate Members. Initially, the basic eligibility criteria for admission to the Corporation as an Associate member shall be:

1. Marriage to an Active member, with membership automatically revoked without further action upon a divorce from the Active member; or
2. Adoption by or acquiring the status of a step-child of an Active Member.
3. Payment of the Associate Membership annual dues, which are subject to change without notice but are currently \$30.00 per year.
4. If the Active member spouse has passed away the payment of surviving spouse Associate member dues, which are subject to change without notice but are currently \$15.00 per year.
5. To the extent not inconsistent with these Bylaws, the Board may waive, alter, amend, modify or restate these criteria for membership in whole or part and from time to time, if it determines the same to be in the best interests of the Corporation.

F. Junior Members. Initially, the basic eligibility criteria for admission to the Corporation as a Junior member shall be:

1. The applicant must be under the age of eighteen years; provided, however, that upon attainment of age eighteen, a Junior member shall become automatically eligible to become an Active member once the then-current enrollment criteria are met to the Board's satisfaction.
2. Proof of lineal descent, by blood, of a Qualifying Ancestor.
3. Appropriateness of the proof of lineage, by blood, shall be determined by the Board.
4. Payment of first year entry, certificate and dues, which is subject to change without notice but is currently \$35.00.
5. To the extent not inconsistent with these Bylaws, the Board may waive, alter, amend, modify or restate these criteria for membership in whole or part and from time to time, if it determines the same to be in the best interests of the Corporation.

G. Lifetime Membership. Only Active and Associate Members are eligible for lifetime membership. The current fees for lifetime membership, which are subject to change without notice, are:

1. For Active Members between nineteen (19) and sixty (60) years of age, the fee shall be \$750.00.
2. For Active Members over sixty (60) years of age, the fee shall be \$450.00.
3. For Associate Members between nineteen (19) and sixty (60) years of age, the fee shall be \$150.00.

4. For Associate Members over sixty (60) years of age the fee shall be \$50.00.

5. For surviving Spouse Associate, the fee shall be \$20.00.

H. Addition of New Classes. To the extent not inconsistent with these Bylaws, the Board may create a new class of membership and set criteria for such membership from time to time, if it determines the same to be in the best interests of the Corporation.

I. Membership Criteria. To the extent not inconsistent with these Bylaws, the Board may set, waive, alter, amend, modify, or restate criteria for membership from time to time, if it determines the same to be in the best interests of the Corporation.

J. Resignation & Termination of Membership.

1. Resignation of Members. A member may resign at any time by delivering notice to the Board or any duly authorized officer of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Notwithstanding the foregoing and unless the Board determines otherwise, the resignation of a member shall not relieve it from responsibility for paying dues, assessments or other charges which are declared prior to the effective date of the resignation nor shall it be relieved from the payment of any existing arrearage by virtue of its resignation.

2. Disciplinary Action of Members. Except as otherwise provided for in these Bylaws, all disciplinary actions of members shall be by the Board which may, by majority vote of those disinterested Board members present, censure, reprimand, suspend, or expel a member.

3. Reasons for Disciplinary Action. A member may be disciplined for the following reasons:

- a. Failure to comply with the requirements contained in the Articles of Incorporation or Bylaws of the Corporation.
- b. Failure to pay dues, assessments and fees after due notification by the Corporation.
- c. Such other reasons as the Board may, from time to time, determine.

ARTICLE IV

MEETINGS OF MEMBERS

A. Place of Meeting. Meetings of the members shall be held at the principal place of business of the Corporation, unless some other place, within or without of this Commonwealth, is stated in the notice of the meeting.

B. Annual Meetings. The Annual Meetings of the members of the Corporation shall be held annually on such date as the Chairman of the Board of Directors (or his/her designee(s)) may determine.

C. Special Meetings. Special meetings of the members may be called at any time by the Chairman of the Board, the Board, or the Corporation's President.

D. Notice of Meetings. Notice of the date, time and place of every meeting of the members shall be sent by the Corporation not less than ten (10) nor more than sixty (60) days previous thereto to each member of record as of the record date who shall have furnished a written address to the Corporation, except that notice of a meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of substantially all of the assets of the Corporation or a dissolution of the Corporation shall be given not less than twenty-five (25)

nor more than sixty (60) days before the meeting. Such further notice shall be given as may be required by law. Notice of Annual Meetings need not state the purposes for which the meeting is called, but notice of a special meeting shall state such purposes. By becoming a member of NSWFD, each member consents to receiving notice of any and all meetings by electronic mail (e-mail) to the greatest extent allowed by law.

E.Voting. No member shall have the right to vote on any matters related to NSWFD.

F.Record Date; RSVP. The Board of Directors shall determine the record date for identifying the members entitled to notice of all meetings. A record date shall not be more than sixty (60) days before the meeting. A record date shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date which it shall do if the adjournment lasts for more than 120 days from the date fixed for the original meeting.

G.Members' List. The Secretary shall have charge of the record of members of the Corporation and shall make the list available for inspection by members at the Corporation's registered offices, its principal business office or at any other suitable location during regular business hours and shall produce the list at the time and place of all meetings. The list shall include the name and address of all members in alphabetical order, by class.

H.Meeting Limitations and Procedures. To encourage the spontaneity of discussion, only the following guests will be admitted to meetings of the members, unless the Board of Directors from time to time determines otherwise:

- 1.Co-authors of papers presented at the meeting;
- 2.Members of the staff of the host institution;
- 3.Special guests invited by the Board to participate in the meetings; and
- 4.**All members of all classes.**

I.Meeting Guests. All guests are liable for such registration fees as may be established by the Board of Directors, unless specifically excused by the Board of Directors. Members desiring to bring guests must apply sixty (60) days before the meeting and these applications must be approved by the Secretary. If a guest does not pay the fee, the sponsoring member is liable for the registration fee of his/her guest.

ARTICLE V

DEFINITION OF TERMS

Unless otherwise stated by these Bylaws, all of the terms used in these Bylaws shall be deemed to have the meaning set forth in the Act.

ARTICLE VI

ADOPTION

In accordance with Section 13.1-892 of the Code, these Bylaws shall become effective upon approval by the Board of Directors and shall replace and supersede all previous Bylaws.

ARTICLE VII

CORPORATE POWERS

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including, without limitation, those powers enumerated in Section 13.1-826 of the Code. In the event of an emergency the Board of Directors shall have those emergency powers enumerated in Section 13.1-827 of the Code.

ARTICLE VIII

BOARD OF DIRECTORS

- A. Power of the Board of Directors.** The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, and, except as otherwise expressly provided by law or by the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be exercised by or under the authority of said Board of Directors and their designees.
- B. Annual Meetings.** Regular meetings of the Board of Directors shall be held at least annually at such places and at times as the Chairman of the Board of Directors shall designate.
- C. Special Meetings.** Special meetings may be held at the call of the Chairman of the Board of Directors. Notice of the time and purpose of the meeting shall be given to each member.
- D. Election and Term of Office.** Directors shall serve annual terms and the Directors shall elect or appoint their successors. At the annual meeting, the Directors shall nominate and approve the Chairman of the board by vote, who shall preside over and conduct all meetings of the Board of Directors. In the event that the election or appointment of any party as Director would cause the Corporation to lose its qualification to be a 501(c)(3) tax exempt organization, then such party shall not be eligible to serve as a Director.
- E. Number of Directors.** The number of Directors shall be not less than one (1) and not more than (15) unless a greater number is fixed by resolution of the Board of Directors. The Board of Directors may change their number from time to time within this variable range. Directors need not be residents of the Commonwealth of Virginia. No individual may be named or elected as a Director without his/ her prior consent.
- F. Removal and Resignation.** A Director may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this Commonwealth. The Board of Directors may remove one or more Director with or without cause. A Director may be removed if the number of votes cast to remove him/her constitutes a majority of the votes entitled to be cast at an election of Directors.
- G. Vacancies.** Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the remaining portion of the term to be served by the vacating Director may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the board.

H. Annual Meeting Agenda. The agenda of the annual meeting of the Board of Directors shall include the election of officers, the designation of committees, and election of Directors.

I. Special Meeting Notice. Special meetings of the Board of Directors may be held with notice provided no later than twentyfour (24) hours in advance of the time for the meeting, upon call of the president or secretary of the Corporation, or at least two (2) Directors. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing before or after the meeting.

J. Meeting Location. Meetings of the Board of Directors may be held either within or without the Commonwealth of Virginia. **K. Board of Directors Action and Quorum.** Action may be taken on a matter of the Board of Directors only at a meeting at which a quorum shall be present. A quorum of the Board of Directors shall consist of not less than one-third (1/3) of the number of Directors on the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. Each Director shall be entitled to one vote on all matters. In the event of a deadlock where on any vote where there is an even number of Directors, the vote of the Chairman of the Board of Directors shall break such deadlock and determine the action to be taken/result of the vote. **L. Officer Presence at Director Meetings.** The president shall preside over all meetings of the Board of Directors. If he or she is not present, the vice president or, if there be none, the secretary shall preside. If none of such officers are present, a chairman shall be elected by the Directors present at the meeting. The secretary of the Corporation shall act as secretary of all the meetings if he or she is present. If he or she is not present, the officers presiding over the meeting shall appoint a secretary of the meeting. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct a meeting through the use of, any means or communication by which all Directors participating may simultaneously hear each other during the meeting. **M. When Board Meeting is not Required.** Any action required or permitted to be taken at Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. A consent signed under this Section shall have the same effect as a vote taken at a meeting of the Board of Directors and may be described as such in any document.

ARTICLE IX

COMMITTEES

A. Committees of Directors. The Board of Directors shall have the authority in its discretion to establish, appoint and empower an Executive Committee and other Committees which shall have authority to act for the Board of Directors. All Committees of Directors shall be appointed by majority vote of all of the Directors, shall be comprised of at least two Directors and shall be governed by the provisions of Section 13.1-869 of the Code of Virginia, as amended.

B. Executive Committee. The Board of Directors may establish an Executive Committee which shall consist of between two (2) and eleven (11) members, all of whom shall be Directors. If established, the Executive Committee shall administer the business of the Corporation and exercise the full authority of the Board of Directors.

- C. Other Committees.** The Board of Directors may establish such other committees or advisory boards as they deem desirable to advise the Board of Directors and/or officers of the Corporation. These other committees or advisory boards shall not be authorized to act for the Corporation, except as approved by the Board of Directors, and may be comprised of persons who are not Directors or officers. Individuals serving on such committees that may be established by the Board of Directors shall act in an advisory capacity only. No Director shall have any liability for disregarding the advice of any advisory board or committee.
- D. Subcommittees.** Each committee may designate one or more subcommittees to perform specified functions. Subcommittees may include members who are not members of the Board of Directors. At least one Board member will serve on a subcommittee.
- E. Committee Term.** All standing committees shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees may be reappointed annually. There shall be no limit to the number of annual terms to which a member of a committee, or board may be appointed.
- F. Meetings and Actions of Committees.** Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE XI

OFFICERS

- A. Designation of Officers.** The officers of the Corporation shall be a president, a secretary, and a treasurer. The Corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.
- B. Qualifications.** Any person having attained majority age may serve as officer of this Corporation.
- C. Election and Term of Office.** Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- D. Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

E.Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

F.Duties of President. The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

G.Duties of Secretary. The secretary shall:

- 1.certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- 2.keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- 3.ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent;
- 4.see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 5.be custodian of the records
- 6.keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;
- 7.exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation; and
- 8.in general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

H. Duties of Treasurer. The treasurer shall:

1. have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
2. collect the dues of members and all subscription donations and allocations of money to the organization, keep an account of the same, and make a report thereof at the annual meeting and whenever required by the Board of Directors;
3. receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
4. disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
5. keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
6. exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor;
7. render to the president and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation;
8. prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
9. in general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

I. Compensation of Officers and Directors. The salaries of the employees of the Corporation, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by employees of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All employee salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article VIII of these Bylaws. Neither Directors nor officers shall receive compensation from the Corporation or any other party for serving in the capacity of an officer or Director of the Corporation.

ARTICLE XII

NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of registered bonds or other securities owned by the Corporation, shall be signed by such officers as the board may from time to time direct. The Board of Directors may authorize any one of its officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The Board of Directors may

accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE XII

CONFLICT OF INTEREST & COMPENSATION APPROVAL POLICIES

A. Purpose of Conflict of Interest Policy. The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the IRC and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the IRC and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Certain Definitions.

- 1. Interested Person.** Any Director, officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the IRC and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- 2. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- 3.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under these Bylaws, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Conflict of Interest Avoidance Procedures.

- 1. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors (or if applicable, members of committees with governing powers delegated by the Board of Directors) considering the proposed transaction or arrangement.
- 2. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4.Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D.Records of Board and Board Committee Proceedings. The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- 1.The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- 2.The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E.Compensation Approval Policies.

1.Board Member Voting on Compensation. A member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2.Committee Member Voting on Compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3.No Prohibition on Compensated Voting Member. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

4.Additional Requirements. When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- a.the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;
- b.all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the IRC and as amplified by Section 53.4958-3 of the IRS Regulations):
 - i.is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - ii.is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - iii.does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - iv.has no material financial interest affected by the compensation arrangement; and
 - v.does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c.the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - i.compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
 - ii.the availability of similar services in the geographic area of this organization;
 - iii.current compensation surveys compiled by independent firms; and
 - iv.actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

5.Reliance on Comparable Compensation Measures. As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

6. Recordation of Terms of Compensation. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

- a. the terms of the compensation arrangement and the date it was approved;
- b. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
- c. the comparability data obtained and relied upon and how the data was obtained;
- d. if the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
- e. if the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting; and
- f. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. Minutes Approval. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the Board or committee.

F. Annual Statements. Each Director, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy; and (d) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

H. Use of Outside Experts. When conducting the periodic reviews as provided for in Section G, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

A. Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the IRC), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

B. Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

C. Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth.

D. Private Foundation Requirements and Restrictions. In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the IRC, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the IRC; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the IRC; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the IRC; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the IRC.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

A. Fiscal Year. The fiscal year of the Corporation shall end on October 31 of each year.

B.Amendment of Bylaws. Subject to the Articles of Incorporation and applicable Virginia law, these Bylaws may be amended, altered, or repealed by the Board of Directors at any meeting by a favorable vote of a majority of all Directors.

C.Voting of Stock Held. Unless otherwise provided by resolution of the Directors, the President may from time to time appoint an attorney as agent of the Corporation to cast in the name of the Corporation and in accordance with such instructions as the President may determine, the votes which the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation.

D.Disposition of Collections. The organization or its Board of Directors shall make provision for the custody and housing of all material of historic value received by the society. No artifact that has been received as the result of a donation or by purchase maybe disposed of or returned to the donor or their heirs unless provision is made to assure that there is compliance with all rule and regulations of the IRC Section 170, as it relates to charitable contributions.

E.Indemnification. Subject to applicable laws, the Corporation shall indemnify and hold harmless any and all persons who may serve or have served at any time as Directors or officers or committee members of the Corporation, or who at the request of the Board of Directors may serve or at any time have served as Directors or officers or committee members of another corporation, and their respective heirs, administrators, successors and assigns, against any and all expenses, (including but not limited to amounts paid upon judgments, counsel fees and amounts paid in settlement, before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any complaint, action, suit or proceeding in which they, or any of them, are made parties or a party or which may be asserted against them or any of them by reason of their being or having been a Director, officer or committee member of the Corporation, or of such other corporation, except in relation to matters as to which any such present or former Director or officer or committee member or person shall be adjudged in any action, suit or proceeding to be liable for his own intentional misconduct or omission or gross negligence in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of Board of Directors or otherwise. Notwithstanding the foregoing, the Corporation shall not be required to indemnify hereunder for any portion of such expenses for which payment is received by or on behalf of the party to be indemnified pursuant to any policy of insurance. The Corporation may purchase and maintain at its sole expense such insurance as its Board of Directors may deem reasonable against all liabilities or losses it may sustain as consequence of the indemnification provided for herein. The Board of Directors may agree to indemnify employees and agents of the Corporation to the same extent provided for herein. The Board of Directors may, at any time, expand this Section and indemnify such persons to the full extent provided by the laws of Virginia.

[Signature Page to these Bylaws Follows]

ADOPTION OF BYLAWS

I, the undersigned initial Director of this Corporation, consent to and hereby adopt the foregoing as the initial Bylaws of the Corporation.

Dated: Effective as of November __, 2014

Richard Weaver, as President of
The National Society of Washington Family Descendants, Inc.