

## **BYLAWS OF SCHOOLS, HEALTH & LIBRARIES BROADBAND COALITION**

### **ARTICLE 1. PURPOSE**

1.1 As set forth in the Articles of Incorporation, the Schools, Health & Libraries Broadband Coalition (the "Corporation") is organized and operated exclusively to conduct charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated thereunder (the "Code").

### **ARTICLE 2. OFFICES**

2.1 Principal Office. The principal office of the Schools, Health & Libraries Broadband Coalition shall be located at such place as the Board of Directors (the "Board") may designate. The Corporation may have such other offices, either within or without the District of Columbia, as the Board may designate or as the affairs of the Corporation may require from time to time.

### **ARTICLE 3. BOARD OF DIRECTORS**

3.1 General Powers. The affairs of the Corporation shall be overseen by the Board of Directors subject to the provisions of governing law, the Corporation's Articles of Incorporation, these Bylaws, and according to the Board's resolutions and policies. Directors shall be guided by what is in the best interests of the Corporation, and as outlined in Director's job description in the Board Handbook. The Board of Directors may delegate to a committee any of the powers of the Board, *except* the power to (1) elect or remove directors or Board committee members; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or these Bylaws; or (4) decide such other matters as the Board may determine by vote of the directors.

3.2 Number and Tenure. The Board shall be composed of no fewer than five (5) Directors. The number of Directors may be changed from time to time. Directors need not be residents of the District of Columbia. A Director shall hold office for a term of three years, and they may serve two consecutive full terms (totaling six years) unless they die, resign, or are removed (as outlined in Sections 3.4 or 3.5 below). A Director who has left the Board is eligible to return to the Board (either by election or appointment) after a three-year hiatus after their last term ended. Terms of Directors may be staggered so that some of the Directors are chosen each year.

3.3 Composition of the Board. The Board shall consist of a diversity of members that reflects the organization's mission and stakeholders, and in adherence with the Board's diversity policies.

3.4 Resignation. Any Director may resign at any time by delivering written notice to the Executive Director of the Corporation (hereby known as the Executive Director).

3.5 Removal. The Board of Directors may remove any director, with or without cause, by the affirmative vote of a majority of all of the members of the Board of Directors then in office.

3.6 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless they die, resign, or are removed, a Director so appointed shall hold office until the vacant term expires. If appointed, the Director is eligible to serve a second term after the vacancy term is complete.

3.7 Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, for attendance at each Board or committee meeting. However, nothing herein shall be construed to preclude any Director from receiving compensation for professional services rendered to the Corporation within the guidelines of the Corporation's Conflict of Interest Policy. No loans shall be made by the Corporation to any of its Directors.

#### **Article 4. BOARD MEETINGS**

4.1 Regular Meetings. The Corporation shall hold an annual meeting of its Board of Directors for the election of directors and officers and the transaction of such other business as may properly come before the meeting.. The Corporation may hold other regular meetings at such times and places with advance notice. Meetings can be held in person, or virtually as outlined in Section 4.2. Advance written notice (defined by section 4.8) of regular Board meetings should be provided at least one month prior to the meeting date.

4.2 Meetings via Electronic Communications. Members of the Board may participate in a meeting by means of teleconference, videoconference, or similar electronic communications tools and equipment. The Corporation shall provide accommodations to ensure that all persons can participate fully in the meeting. Such participation shall constitute presence in the meeting.

4.3 Special Meetings. Special Board meetings may be called by or at the request of the Chairperson, the Treasurer, or any two (2) Directors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board meeting called by them. Special meetings may be held in person, or virtually, using electronic communications defined in Section 4.2.

4.4 Notice of Special Meetings. Written notice (defined by section 4.8) stating the place, day, and hour of each special Board meeting (including instructions on how to access and participate in the meeting if by electronic communications) shall be transmitted to each Director at least two days before the meeting. The purpose of any special meeting shall be specified in the notice of such meetings.

4.5 Quorum and Official Action. A majority of the total number of voting Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not reached, the present Directors shall adjourn the meeting. In the event that some Board positions are vacant, a quorum shall exist when a majority of the non-vacant Board members (the Board members "in office") are present for the meeting. Once a quorum is established, action may be taken by a majority of the Directors present at the meeting.

4.6 Action by Board Without A Meeting. Any action that could be taken at a meeting of the Board may be taken without a meeting if the Directors provide unanimous written consent agreeing to take action outside a meeting. Proper written notice (defined in Section 4.8) must be given to Directors in order to take action. After such consent is reached, each voting Director shall cast a written vote with approval, denial, or abstention of the proposed action. The written record of both consent to action without a meeting, and the formal vote recording the participation of each voting Director, shall be inserted in the minute book as an official Board meeting.

4.7 Presumption of Assent. Any Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless they file written dissent to such

action with the person acting as the Chairperson of the Board before the adjournment thereof, or unless they forward such dissent by registered mail or by electronic mail to the Executive Director of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

4.8 Written Notice. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or governing federal/state/local laws, the notice shall be given in writing via the means identified by the Corporation as the best communication method(s) based on Board member responses to the annual board survey. Notice shall be effective upon delivery at such identified preferred method of communication.

4.9 Waiver of Notice. Whenever a notice under this Article is provided in less than the required time, and a director objects to the meeting in advance of the meeting, a written waiver of notice signed by the person or persons entitled to such notice, shall be deemed equivalent to the notice requirement. In the event the meeting is convened prior to an objection to the notice being raised, a majority of members present may vote to waive the notice in which case the waiver shall be recorded in the minutes. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. Additionally, the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 5. OFFICERS**

5.1 Number. The officers of the SHLB Coalition shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer, each of whom shall be elected by a majority of the Board Directors in office. Other Officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. A person may not concurrently hold more than one of the offices of Chairperson, Vice Chairperson, or Treasurer.

5.2 Election and Term of Office. The term of office for any officer position is two years. Officers may stand for election for one subsequent two-year term. The Board will vote every two years, in the first meeting of the new year, for new officers needed to fill empty positions. The exception is for the Board Chairperson position, which will be assumed by the standing Vice Chairperson. In the absence of a Vice Chairperson, the Board Chairperson's position will be subject to election by the Board.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the Chairperson, the Treasurer, or the Board.

5.4 Removal. Any officer elected or appointed by the Board may be removed, with or without cause, by a vote of a majority of the Board Directors in office.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by a majority of the quorum present during the vote for the unexpired portion of the term.

5.6 Chairperson. The Chairperson shall be an officer of the SHLB Coalition, shall oversee all of the assets, business and affairs of the SHLB Coalition. The Chairperson shall set the agenda of Board meetings and shall preside over all Board meetings unless they designate another Board member to

preside. The Chairperson shall supervise the process of selecting and reviewing the performance of the Executive Director by the Board.

5.7 Vice-Chairperson. The Vice-Chairperson will be an officer of the Corporation, assisting the Chairperson in the leadership of the organization, and performing such other duties as from time to time may be assigned by the Chair or by the Board. The Vice Chairperson will assume the role of Chairperson when the Chairperson is unavailable or if the Chairperson's term is completed.

5.8 Secretary. The Secretary will be an officer of the SHLB Coalition, and shall oversee the production of minutes, the maintenance of the By-Laws and policies and such other duties as from time to time may be assigned by the Chair or by the Board.

5.9 Treasurer. The Treasurer shall be an officer of the SHLB Coalition, shall oversee the financial operations of the SHLB Coalition and shall oversee the staff's administration of such financial operations. If required by the Board, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. They shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Chair or by the Board.

5.10 Salary and Expenses. The Officers shall not receive any compensation for their services as Officers. The Board may authorize the advancement or reimbursement to an Officer of actual reasonable expenses incurred in carrying out their duties as an Officer. No loans shall be made by the SHLB Coalition to its Officers.

## **ARTICLE 6. MEMBERS**

6.1 Any entity that endorses the Mission of the Corporation is eligible to become a member of the Corporation, subject to the approval of the Board. The Board shall have full authority and discretion to admit or reject any entity that has applied for membership, and shall also have authority and discretion to remove any member. The Board may choose to delegate membership decisions to the Executive Committee and Executive Director.

## **ARTICLE 7. EXECUTIVE DIRECTOR**

7.1 The Board of Directors, by majority vote of the Directors in office, shall have the authority to engage, oversee, and discharge the Executive Director.

7.1.1 Ex-Officio. The Executive Director is an Ex-Officio non-voting member of the Executive Committee and the Board of Directors.

7.2 The Executive Director of the Corporation may receive compensation in reasonable amounts for services rendered to the Corporation, as set by the Board during its annual performance review of the Executive Director.

7.3 The Executive Director shall have such authority and perform such duties as may be required to carry out the operations of the Corporation, subject to the oversight of the Board. The Executive Director shall also work closely with the members and the Board to develop, carry out, and implement the strategy, mission, and objectives of the Corporation. The Executive Director may, on behalf of the Corporation, develop policy positions, authorize cash disbursements, and enter into any contract or execute and deliver on any contract as necessary to implement the budget, the mission and the strategic plan of the Corporation.

7.4 The Executive Director shall have the authority to hire, direct, and discharge all other contractors, agents and employees, and the Executive Director has the authority to remove any contractor, employee or agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## **ARTICLE 8. BOOKS AND RECORDS**

8.1 The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Chairperson, Treasurer, or Executive Director of the Corporation.

## **ARTICLE 9. FISCAL YEAR**

9.1 The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

## **ARTICLE 10. EXECUTIVE COMMITTEE**

10.1 Number, Tenure, and Qualifications. The Chairperson, Treasurer, the immediate past Chairperson and any other elected officers shall serve as the Executive Committee, which will assist the Executive Director in preparing and implementing Corporate policies and programs and on issues that require immediate action. The number of members of the Executive Committee shall not be fewer than three (3).

10.2 Powers. The Board may delegate to the Executive Committee the authority to direct and oversee the implementation by the Executive Director of policies, initiatives and programs adopted by the Board; and to guide the organization through a transition period outlined in Corporation policies and procedures in the absence of an Executive Director. The Executive Committee may also be given the authority to oversee the budget and contracts of the Corporation according to the organization's financial policies and procedures. The Executive Committee (and any additional designees) is responsible for conducting the annual performance review of the Executive Director, making compensation recommendations to the Board for the Executive Director's salary, making decisions on membership issues under Section 6.1, and completing other duties as assigned in the board handbook, resolutions, and policies. The Executive Committee shall have power to transact business of an urgent nature if necessary between the meetings of the Directors, provided action on this matter has already been delegated to the committee and shall not conflict with the Corporation and Board's policies. If any urgent business is transacted between meetings, the Executive Committee shall report on it to the full board no later than the next scheduled board meeting.

## **ARTICLE 11. OTHER COMMITTEES**

11.1 Standing Committees. The Corporation will establish and maintain standing committees chaired by Board members—the Finance and Audit Committee, the Executive Committee, and the Governance Committee. The Board may create additional committees as needed. The Board, working with the Executive Director and Chief Operating Officer, will determine the membership of

each standing committee (except for the Executive Committee, whose membership is determined according to Section 10.1 above).

11.2 Advisory Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more advisory committees, on a standing or temporary basis, to assist in preparing and implementing Corporation policies and programs and advise and aid the Board, officers, Executive Director and employees of the Corporation in any and all matters designated by the Board of Directors. Membership on an Advisory Committee is open to any member or qualified non-member, and is not restricted to Board members. Unlike the Executive Committee, an Advisory Committee only has the authority to advise and may not be given the authority to carry out any responsibilities of the Board or the Executive Director.

## **ARTICLE 12. INDEMNIFICATION**

12.1 To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that they are or were a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the General Corporation Law of the District of Columbia. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

## **ARTICLE 13. AMENDMENTS**

13.1 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors in office at any regular or special meeting of the Board, provided written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote.

These updated Bylaws were reviewed and approved by the SHLB Board on 12/13/2023. They were reviewed by legal counsel from the DC Bar Pro Bono Center on 7/1/24. The finalized bylaws were presented to the full board and unanimously approved on 12/11/24.

Witnessed by:



John Windhausen  
Executive Director



Kristen Engebretsen  
Chief Operating Officer



Cindy Aden  
Board Chair