

**BYLAWS
OF
DMAW EDUCATIONAL FOUNDATION, INC.**

Article I. Name and Address

- Section 1. The name of the Corporation is DMAW Educational Foundation, Inc.
- Section 2. The Seal of the Corporation shall be circular in form and shall bear on its outer edge the words "DMAW EDUCATIONAL FOUNDATION, INC." and, in the center, the words and figures, "Corporate Seal, 1986, District of Columbia"; and the Board of Directors may change the form of the Seal or the inscription thereon at pleasure.
- Section 3. The Board of Directors may from time to time designate addresses as the Registered Office and as the business offices of the Corporation.

Article II. Purposes

- Section 1. The purposes for which the Corporation is formed are:
- (A) To operate exclusively for charitable, educational, and scientific purposes as those terms are used in Section 501(c)(3) of the *Internal Revenue Code of 1954*, and in the *District of Columbia Non-Profit Corporation Act*.
 - (B) Pursuant to the aforementioned aim, to establish:
 - (i) A program of seminars to inform and educate scholars and students on matters pertaining to direct response and interactive marketing and communications;
 - (ii) A library of books, pamphlets, periodicals, photographs, films, tapes, records, and every other form of information useful to the public and to be open to it, subject to such reasonable control and regulations as the Officers hereof shall deem necessary to protect said holdings;
 - (iii) A series of course curricula to aid educators in planning either full courses in direct response and interactive marketing and communications, or in preparing lectures or presentations of shorter duration;
 - (iv) A number of scholarships to the aforementioned seminars to be granted on the basis of merit and need;
 - (v) A system of regular informational mailings to members of the academic community, keeping them apprised of developments in the fields of direct response and interactive marketing and communications; and

- (vi) A system of aiding academicians engaged in research in the fields of direct response and interactive marketing and communications.
- (C) To otherwise engage in charitable, educational, and scientific activities consistent with the aforementioned purposes and limitations.

Article III. Nonprofit Organization

- Section 1. No Officer, member of the Board of Directors, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof except reasonable compensation for services actually rendered to or on behalf of said Corporation.
- Section 2. In the event of the dissolution of this Corporation, all of its property after the payment of all debts shall be distributed to an organization or organizations having similar purposes so long as such organization or organizations are exempt from federal income tax as organizations described in Section 501(c)(3) of the *Internal Revenue Code of 1954* and corresponding provisions of future revenue acts.
- Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the *Internal Revenue Code of 1954* or corresponding provisions of any subsequent federal tax laws.
- Section 4. The Corporation shall not engage in any act of self-dealings as defined in Section 4941(d) of the *Internal Revenue Code of 1954* or corresponding provisions of any subsequent federal tax laws.
- Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the *Internal Revenue Code of 1954* or corresponding provisions of any subsequent federal tax laws.
- Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the *Internal Revenue Code of 1954* or corresponding provisions of any subsequent federal tax laws.
- Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the *Internal Revenue Code of 1954* or corresponding provisions of any subsequent federal tax laws.

Article IV. Membership

- Section 1. The Corporation shall have no Members.

Article V. Board of Directors

- Section 1. The business and property of the Corporation shall be managed and controlled by a Board of Directors.
- Section 2. The Board of Directors then serving at the time these Bylaws are adopted shall continue to hold office until the next Annual Meeting of the Board of Directors or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies.
- Section 3. The number of Directors shall be not less than twelve (12).
- Section 4. Directors shall take office immediately upon the adjournment of the meeting at which they are elected and shall serve terms of three (3) years or until their successors are elected and qualified, and Directors may succeed themselves in office; provided that, at the first Annual Meeting to be held after the adoption of these Bylaws, the Directors shall be divided into three (3) classes of as equal as possible a number, and the terms of the Directors shall be staggered by class so that the terms of one-third (1/3) of the Directors shall expire each year.
- Section 5. A Director may resign at any time by giving written notice of such resignation to the Board of Directors.
- Section 6. A Director may be removed with or without cause by a two-thirds (2/3) majority vote of the Board of Directors.
- Section 7. A Director who fails to attend at least two-thirds (2/3) of the meetings of the Board of Directors within any period of twelve (12) months, or who fails to attend three (3) consecutive meetings of the Board of Directors, shall be automatically removed.
- Section 8. If a Director is unable to complete his or her term for any reason, the Board of Directors may fill such vacancy by electing a new Director by majority vote to complete the term.
- Section 9. The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation and shall have full power, by a two-thirds (2/3) majority vote, to adopt rules and regulations governing the actions of the Board and to establish qualifications for Directors.

Article VI. Officers

- Section 1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer; and these Officers shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Corporation; and the Officers shall otherwise have such duties and exercise such power over the business and activities of the Corporation as the Board of Directors may authorize or assign to them and as may be inherent to their respective offices.
- Section 2. The President shall preside at all meetings of the Board of Directors; shall have the power to create and appoint Committees; shall be a member *ex-officio* of all Committees; shall have the authority to enter contracts on behalf of the Corporation; shall chair the Executive Committee; and shall otherwise have and exercise general charge and supervision of the affairs of the Corporation, subject to the control of the Board of Directors.
- Section 3. The Vice-President shall perform all the duties and possess and exercise all the powers of the President at the request of the President or in the event of the President's absence or disability; shall serve on the Executive Committee; and shall become President if that office becomes vacant.
- Section 4. The Secretary shall be responsible for keeping the minutes of meetings for the Board of Directors; shall give notice of all meetings of the Board of Directors; shall maintain the records and the Seal of the Corporation; and shall otherwise generally help to coordinate all the activities of the Corporation.
- Section 5. The Treasurer shall oversee the finances of the Corporation; shall make financial information available to Directors and the public; shall execute and file all corporate reports, tax returns, and other official documents; shall serve on the Executive Committee; shall serve on the Development Committee; and shall otherwise have and exercise general charge and supervision of the finances of the Corporation, subject to the control of the Board of Directors.
- Section 6. Officers shall be elected at the Annual meeting of the Board of Directors each year.
- Section 7. The President, Vice-President, and Treasurer shall be elected by a majority vote of the Board of Directors from among their number; but the Secretary shall be elected by a majority vote of the Board of Directors from among such persons as the Board of Directors may see fit.

Section 8. Officers shall take office upon the adjournment of the meeting at which they were elected and shall each serve a term of one (1) year or until their successors are elected and qualified.

Section 9. An Officer may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 10. An Officer may be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors.

Section 11. A vacancy for any reason in any office except President may be filled by a majority vote of the Board of Directors.

Article VII. Committees

Section 1. The Corporation shall have such Committees as the Board of Directors may authorize, and members of any such Committees shall be appointed by the President, subject to the provisions of these Bylaws and any requirements or restrictions contained in this Article.

Section 2. The Committees shall conduct activities in furtherance of the Purposes of the Corporation in conformance with these Bylaws and subject at all times to the direction and control of the Board of Directors.

Section 3. The President, the Vice-President, and the Treasurer shall comprise the Executive Committee, which, except for the power to amend the Articles of Incorporation and the Bylaws, shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and which shall be subject to the direction and control of the full Board of Directors.

Section 4. A Development Committee, of which the Treasurer shall be a member, shall in addition be comprised of at least two other Directors, one of whom shall be Chairman of the committee; and said committee shall be responsible for developing and reviewing the performance of fundraising plans; for preparing the annual budget for the approval of the Board of Directors; and for submitting periodic financial reports to the Board of Directors showing actual income and expenditures and projected income and expenditures.

Section 5. A Nominating Committee, all of whose members shall be Directors, shall be responsible for identifying, recruiting, and nominating for election each year at the Annual Meeting a slate of prospective Directors representing the Corporation's diverse constituency and including individuals with a broad range of essential business, fundraising, communication, and

leadership skills; shall identify, recruit, and nominate for election each year a slate of prospective Officers; shall identify, recruit, and nominate prospective candidates to fill vacancies among the Directors or Officers as such vacancies may occur; and shall oversee the process for selecting the recipients of the various awards bestowed by the Corporation each year.

Section 6. An Academic Advisory Council shall be chaired by a Director, who shall be appointed by the President, and it shall be comprised of faculty members at colleges and universities in the mid-Atlantic region whose area of academic specialty includes direct response and interactive marketing and communications; and the purpose of the Academic Advisory Council shall be to serve as a liaison between the Corporation and its constituents in the academic community, in addition to such other activities as may be consistent with these Bylaws.

Section 7. A Board of Advisors, whose members shall each serve a term of one (1) year, shall be elected annually by the Board of Directors at the Annual Meeting; and the individual members of the Board of Advisors shall be available to provide informal advice, guidance, and general assistance to the Corporation at the request of any Officers or of the Board of Directors, but they shall not otherwise be required to meet or to fulfill any other duties.

Section 8. Except as otherwise provided in this Article, the President may appoint such persons as he or she sees fit to serve on any Committees authorized by the Board of Directors, and an effort shall be made to identify, recruit, and appoint as members of those Committees volunteers who are not currently Directors; provided, however, that all such Committees shall be chaired by a Director.

Article VIII. Meetings

Section 1. The Annual Meeting of the Board of Directors shall be held within the month of December each year, at a location within or without the District of Columbia and at a date and time to be determined by the Board of Directors, with notice to all Directors given no less than ten (10) nor more than sixty (60) days before the date of the meeting, except as otherwise provided by law.

Section 2. Special Meetings of the Board of Directors may be called by the President, or at the request of a majority of the Officers, or at the request of one-third (1/3) of the Directors, to be held at a time, date, and place to be determined by the party calling the Special Meeting, with notice to all Directors given no less than ten (10) nor more than sixty (60) days before the date of the meeting, except as otherwise provided by law.

- Section 3. At least four Regular Meetings of the Board of Directors shall be called by the President within each calendar year, with a proposed schedule of the dates, times, and locations of such Regular Meetings to be provided by the Secretary to all Directors within thirty (30) days following the first meeting of the Board of Directors after the Annual Meeting.
- Section 4. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 5. The Board of Directors shall act only by a majority vote at a meeting at which a quorum is present, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.
- Section 6. Directors may participate in any meeting of the Board of Directors by means of a telephonic conference whereby all persons participating in the meeting can simultaneously hear each other, and participation by such means shall constitute presence in person at such a meeting, provided that, when a meeting is conducted by such means, a written record shall be made of the action taken at such meeting.
- Section 7. The presence in person of a Director at any meeting shall constitute waiver of notice thereof unless such Director immediately objects to the conduct of business at that meeting on the grounds that proper notice was not given but does not otherwise participate in the meeting in any manner.
- Section 8. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- Section 9. Except as otherwise provided in these Bylaws, Committee meetings may be called by action of the Board of Directors and shall be conducted in accordance with procedures and rules developed by the Committees, subject to the approval of the Board of Directors.

Article IX. Parliamentary Authority

- Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the law, the Articles of Incorporation, or these Bylaws.

Article X. Amendment of Bylaws

Section 1. These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds majority vote, and any such amendments shall become effective immediately.

Adopted: January 6, 2009
Amended: January 13, 2010
Amended: December 15, 2011