UNIVERSITY CLUB HISTORIC PRESERVATION FOUNDATION BYLAWS

ARTICLE I
NAME AND PURPOSE

Section 1.1 Name. The name of this corporation is the "University Club Historic Preservation Foundation" (hereinafter, the "Foundation").

Section 1.2 Purpose. The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and, more specifically: to preserve and memorialize the history and architecture of the District of Columbia with particular reference to the University Club of the City of Washington D.C. ("University Club") and the 16th Street NW area north of the White House; to research, restore and insure the preservation of buildings, land, homes, or other articles which may relate to the history and architecture of the District of Columbia with particular reference to the University Club and the 16th Street area north of the White House; to hold meetings and other activities for instruction and information on the various purposes enumerated in this Section 1.2; to accept donations of money, real property or other property for the above purposes; and to do any lawful act consistent with the purposes herein stated.

ARTICLE II
OFFICES

Section 2.1 Principal Office. The principal office of the Foundation and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.

Section 2.2 Registered Office. The Foundation shall continuously maintain within the District of Columbia a registered office and agent in compliance with the D.C. Nonprofit Corporation Act.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers and Duties. The management powers of the Foundation shall be vested in a Board of Directors which shall have charge, control and management of the property, affairs and funds of the Foundation; and shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws, the Foundation's Articles of Incorporation, the Code or the D.C. Nonprofit Corporation Act.

Section 3.2 Number. The number of Directors may be increased or decreased from time to time by vote of the Board of Directors, but under no circumstances shall the number of Directors be less than seven (7) nor more than eleven (11).

Section 3.3 Election and Term. The then-current General Manager of the University Club of Washington, D.C. ("University Club General Manager") shall be an *ex officio* voting member of the Board of Directors. In addition, the Board of Directors shall include one then-current member of the University Club Board of Governors, who shall be appointed by the Board of Governors of the University Club, and if such person ceases to be a member of the Board of Governors of the University Club at any time while serving on the University Club Board of Directors, such director shall be considered to have automatically resigned from the Foundation Board of Directors, and the University Club Board shall appoint a replacement board member from among its then-current board members. Other than the University Club General Manager, each Director shall serve for a term of three (3) years and may serve for a total of six years in the aggregate. Each Director shall continue to serve until the expiration of his or her term, resignation, death, or incapacity to serve hereunder. The terms of directors shall be staggered by dividing the total number of directors into three classes, and an effort shall be made to keep each class of directors of approximately equal size so that the terms of one-third of the Board members expire each year. The Board of Directors shall be self-perpetuating, electing Directors at its annual meeting. Other than the director appointed by the University Club Board of Governors, any vacancy on the Board of Directors shall be filled by majority vote of the remaining member or members of the Board of Directors. Directors appointed to fill a vacancy shall hold office for the remainder of the term of the Director being replaced.

Section 3.4 Resignation or Removal of Directors. A Director may resign at any time by giving written notice to the Secretary, stating a date when such resignation shall take effect. Such resignation shall take effect upon receipt by the Secretary or on the date specified in the notice. A director may be removed at any time with or without cause by the Board of Directors.

Section 3.5 Quorum and Voting. A quorum shall consist of a majority of Directors then serving on the Board. The affirmative vote of a majority of the Directors present at a Board of Directors meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board of Directors except insofar as the Board of Directors is permitted to take action without a meeting pursuant to Section 3.8 of these Bylaws, or as a larger vote may at any time be otherwise specifically required by the D.C. Nonprofit Corporation Act, the Foundation's Articles of Incorporation, or these Bylaws.

Section 3.6 Meetings. The Board of Directors may establish a regular meeting schedule as the Board of Directors deems advisable, but shall meet at least annually. Special meetings of the Board of Directors may be called at the discretion of the President or Vice President, or at the request of at least one-third of the Directors then serving on the Board, provided that notice of such special meeting shall be provided to each Director at least forty-eight (48) hours prior to the date fixed for such special meeting. Each such notice shall state the place, day, and hour at which such meeting is to be held, and in the case of any special meetings, the purpose or purposes thereof. A Director may waive the notice required under this Section 3.6 in accordance with Section 5.2 of these Bylaws.

Section 3.7 Conduct of Meetings. Meetings of the Board of Directors shall be presided

over by the President, or, in the absence of the President, by the Vice-President. If neither the President nor the Vice-President is present, such meetings shall be presided over by a chairman to be elected at the meeting.

Section 3.8 Action Without Meeting. Except as otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all Directors consent in writing, including by mail, fax, or e-mail, and set forth in the same writing the action or decision taken or made. Unanimous consent in writing shall have the same force and effect as a decision made by vote at a meeting, and may be described as such in any document executed by or on behalf of the Foundation.

Section 3.9 Attendance by Electronic Means. One or more Directors may participate in a meeting by means of a conference telephone, digital, or similar communications equipment through which all Directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 3.10 Committees. The Board of Directors may create committee(s) of the Board consisting of one or more Directors. These committee(s) shall have such authority to act in between meetings of the Board of Directors as the Board of Directors may by law and these Bylaws direct; provided that no such committee shall have or exercise the authority to: (1) fill vacancies on the Board of Directors or any of its committees; (2) amend the Foundation's Articles of Incorporation; (3) adopt, amend, or repeal the Bylaws; (4) elect or remove officers and directors; (5) approve the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or (4) approve the dissolution or merger of the Foundation.

ARTICLE IV
OFFICERS

Section 4.1 Appointment and Salaries. The Officers of the Foundation shall be elected by the Board of Directors and shall be a President, Vice President, Secretary, and Treasurer. The Officers shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Each Officer shall hold office for one year or until his or her successor is elected or appointed or until his or her earlier displacement from office by resignation, removal or otherwise. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

Section 4.2 Resignation or Removal of Officers. Any Officer may resign at any time by giving notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. An officer may be removed at any time with or without cause by the Board of Directors.

Section 4.3 Qualifications. A Director may, but need not, serve as an Officer, and a single person may, but need not, serve in more than one officer position at the same time. However, the office of President and Treasurer must be held by different persons.

Section 4.4 President. The President shall preside at all meetings of the directors and shall exercise general supervision over the affairs of the Corporation. He or she shall see to it that all

resolutions and orders of the Board are carried into effect, and, in connection therewith, he or she shall be authorized to delegate to the other officers of the Corporation such of his or her powers and duties as President at such times and in such manner as he or she may deem to be advisable.

Section 4.5 Vice President. The Vice President shall assist the President in the management of the business of the Corporation and the implementation of resolutions and orders of the Board at such times and in such manner as the President or the Board deem to be advisable. The Vice President shall in the absence or disability of the President exercise the powers and perform the duties of president, and he or she or they shall have such other powers and duties as the Board or the President may from time to time prescribe.

Section 4.6 Secretary. The Secretary of the Foundation shall be responsible for seeing that accurate records are kept of the proceedings of all meetings of the Board of Directors, and such other actions of the Foundation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of secretary.

Section 4.7 Treasurer. The Treasurer of the Foundation shall have oversight and responsibility for all funds and securities of the Foundation, and shall keep full and accurate accounts of receipts and disbursements in the books of the Foundation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Foundation in such depositories as shall be selected by the Board of Directors. The Treasurer shall also be responsible for rendering an account of the financial condition of the Foundation to the Board of Directors at its regular meetings or when the Board of Directors so requires.

Section 4.8 Inspections. Both the Secretary and the Treasurer shall permit any Director or his or her duly authorized attorney to inspect all books and records of the Foundation, for any proper purpose at any reasonable time.

ARTICLE V
NOTICE

Section 5.1 Form and Delivery. Any notice required or permitted to be given to any Director or Officer shall be given in writing, either personally, by mail, or by paid commercial courier in either case addressed to the recipient at his or her address, as it appears in the records of the Foundation. Personally delivered notices and those delivered by commercial courier shall be deemed to be given at the time they are delivered at the address of the named recipient as it appears in the records of the Foundation. Notice to a Director also may be given by email or facsimile sent to his or her email address or fax number as it appears on the records of the Foundation.

Section 5.2 Waiver of Notice Requirement. Whenever any notice is required to be given by law, the Foundation's Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice. In addition, any Director who attends a meeting of Directors or a committee thereof shall be deemed to have had timely and proper notice of the meeting, unless such Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VI
INDEMNIFICATION AND EXCULPATION

Section 6.1 Indemnification. The Foundation shall indemnify its Directors and Officers (collectively, the "Indemnitees" or individually, the "Indemnitee") pursuant to the D.C. Nonprofit Corporation Act, to the fullest extent permitted thereby. In each and every situation where the Foundation may do so under such law, the Foundation hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where the Foundation must investigate on a case-by-case basis prior to indemnification, the Foundation hereby obligates itself to do so.

Section 6.2 Exculpation. To the extent not prohibited by the D.C. Nonprofit Corporation Act or the Foundation's Articles of Incorporation, nor made taxable by Section 4941, 4945 or 4958 of the Code, or any corresponding provisions of any subsequent federal tax laws, the Indemnitees shall be free from liability to the Foundation. The Board of Directors may also authorize the purchase of insurance to cover either the Indemnitees or the Foundation for liability arising from actions taken by Indemnitees in their service of the Foundation.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Foundation shall be the calendar year beginning January 1 and ending December 31. The Board of Directors may change the fiscal year of the Foundation from time to time by adoption of a resolution to that effect.

ARTICLE VIII
AMENDMENTS

The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a vote of at least a majority of the Directors then serving on the Board, provided that at least ten (10) days prior written notice of the proposed alteration or amendment is given to all Directors then serving on the Board. A Director may waive the notice required under this Article VIII in accordance with Section 5.2 of these Bylaws. Any alterations or amendments shall become effective immediately unless otherwise provided.

CERTIFICATION OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the University Club Historic Preservation Foundation (hereinafter, the "Foundation"), and that the foregoing Bylaws constitute the Bylaws of the Foundation as duly adopted by the Board of Directors on July 23, 2024.

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Wayne Rusch, Secretary