

**BY-LAWS**  
**OF**  
**THE OLD SOLDIERS HOME FOUNDATION, INC.**  
**A NOT-FOR-PROFIT CORPORATION**  
**INCORPORATED UNDER THE LAWS OF**  
**THE DISTRICT OF COLUMBIA**

**ADOPTED**  
**AUGUST 24, 2021**

**BY - LAWS**  
**of**  
**THE OLD SOLDIERS HOME FOUNDATION, INC.**

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Washington, District of Columbia.

The corporation may also have offices at such other places within or without the District as the board may from time to time determine or the business of the corporation may so require.

ARTICLE II - PURPOSES

The purpose for which the Old Soldier's Home Foundation, Inc., (hereinafter, "The Foundation") which was organized in compliance with District of Columbia law, is to exclusively provide for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to the Armed Forces Retirement Home or organizations that qualify as an exempt organization under the Internal Revenue Code. The Foundation's purpose, as outlined in these By-Laws, and in the Articles of Incorporation, may be amended as required.

The Old Soldiers Home Foundation, Inc.'s mission is to improve the quality of life for retired veterans and celebrating their service to the United States through the development, restoration, and preservation of property connected to the Armed Forces Retirement Home through its campuses in Washington, D.C. and Gulfport, Mississippi. The Foundation's vision is to build relationships between federal agencies, state and local communities, commercial enterprises, and nonprofit organizations committed to preserving the dignity, safety, memory and long term care of our retired veterans.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its, directors, officers, or employees, except that The Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of The Foundation shall be carrying on of lobbying, or otherwise attempting to influence legislation, and The Foundation shall not engage in any campaign for public office. Notwithstanding any other provision of these articles, The Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of The Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of The Foundation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE III - DIRECTORS

### 1. MANAGEMENT OF THE FOUNDATION.

The Foundation shall be managed by the board of directors which shall consist of at least three and not more than ten directors. Each director shall be at least eighteen years of age.

### 2. ELECTION AND TERM OF DIRECTORS.

A director shall be nominated by a director and elected by the vote of a majority of directors in office. The term of a director shall be two calendar years, however a director shall hold office until a successor has been elected or until the prior resignation or removal of the director.

### 3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a vote of a majority of the directors in office. No decrease in the number of directors shall shorten the term of any incumbent director.

### 4. VACANCIES.

A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the predecessor.

### 5. REMOVAL OF DIRECTORS.

Any director may be removed with or without cause by the vote of a majority of the directors in office, excepting the director concerned.

### 6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of The Foundation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### 7. QUORUM OF DIRECTORS.

Unless otherwise required by law, a majority of the directors in office shall constitute a quorum for the transaction of business or any specified item of business.

### 8. ACTIONS OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. A director voting electronically or by teleconference is considered to be present except as otherwise provided by law. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all the directors consent thereto in writing. Such consent shall be treated for all purposes as the act of the board.

### 9. MEETINGS OF THE BOARD.

The board may hold its meetings at the office of The Foundation, or at such other places as it may from time to time determine.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board through the use of, or by means of communication by which all directors participating may simultaneously hear each other during the meeting.

A director participating in a meeting by this means shall be considered to be present in person at the meeting.

Meetings of the board shall be called by the president, or by the secretary on written request of two directors, upon three days notice to each director either personally, by mail or electronically. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

#### 10. CHAIRPERSON.

At all meetings of the board a chairperson chosen by the board shall preside. The chairperson may vote on any matter, except as otherwise provided in these By-Laws or if such vote would cause a tie.

#### 11. EXECUTIVE AND OTHER COMMITTEES.

A majority of the directors in office may designate executive and other committees which shall serve at the pleasure of the board. Committees shall be composed of three or more persons who shall each be elected by action of the board to a term of one calendar year.

#### 12. COMPENSATION OF DIRECTORS.

The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

### ARTICLE IV - OFFICERS

#### 1. OFFICERS, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected to hold office for a term of one calendar year, however each officer shall continue to hold office until a successor has been elected.

#### 2. REMOVAL OR RESIGNATION.

Any officer may be removed with or without cause by action of the board. In the event of the death, resignation or removal of an officer, the board in its discretion may elect a successor to fill the unexpired term. Any two offices may be held by the same person.

#### 3. PRESIDENT.

The president shall be the chief executive officer of The Foundation, responsible for the general management of the affairs of The Foundation including ensuring that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENT(S).

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such duties as the board shall prescribe.

5. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of The Foundation in such bank or trust company as the directors may elect; shall sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors; shall at all reasonable times exhibit The Foundation's books and accounts to any director; at the end of each corporate year shall have an audit of the accounts of The Foundation made by an independent accountant or auditor appointed by the board, the report of such audit to be presented at a meeting of the board; shall regularly present to the board reports setting forth in full the financial conditions of The Foundation; and shall perform all the duties incidental to the office.

6. SECRETARY.

The secretary shall keep the books and records of The Foundation and the minutes and acts of the board of directors; shall attend to the giving and serving of all notices of The Foundation; shall have charge of such books and records as the board may direct; shall attend to such correspondence as may be assigned; and shall perform all the duties incidental to the office.

7. COMPENSATION OF OFFICERS, AGENTS AND EMPLOYEES.

The Corporation may pay reasonable compensation or reimburse reasonable expenses to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors.

The Corporation may pay reasonable compensation to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

ARTICLE V - RECORDS

The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board on behalf of the Corporation.

The Corporation shall maintain appropriate accounting records.

The Corporation shall maintain its records in written form or in any other form of a record.

The Corporation shall keep a copy of the following records at its principal office: (1) its Articles of Incorporation or Restated Articles of Incorporation and all amendments to them currently in effect; (2) its Bylaws or Restated Bylaws and all amendments to them currently in effect; (3) the minutes and records of all meetings of the Board of Directors, records of all actions taken by the Board without a meeting, and records of all actions taken by a committee of the Board on behalf of the Corporation for the past three (3) years; (4) a list of the names and business addresses of its current directors and officers; and (5) its most recent biennial report delivered to the Mayor of the District of Columbia.

The Corporation shall comply with the director inspection record requirements of §§29-413.02 to 29-413.05 of the District of Columbia Nonprofit Corporation Act of 2010.

ARTICLE VI - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VII - AMENDMENTS

The certificate of incorporation and by-laws may be adopted, amended or repealed by a majority of the directors in office.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of all board members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE VIII - CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, The Foundation expects all of its officers, directors, and employees to maintain the highest of ethical standards. The board shall adopt a conflict of interest policy consistent with these beliefs.

ARTICLE IX – GOVERNANCE AND DONATIONS

The Foundation shall be governed in accordance with the laws of the District of Columbia and it is intended that The Foundation shall be a tax – exempt organization, qualified to receive tax – exempt, tax-deductible donations.

ARTICLE X- INDEMNITY

The Foundation shall, to the extent permitted under the laws of the District of Columbia, indemnify its directors, officers, employees, and agents against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee, or agent of The Foundation or is or was serving at the request of The Foundation as a director, officer, employee, or agent of The Foundation, whether or not he is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is determined by the board of directors to be malfeasant, careless, or negligent in the performance of his duties. The Foundation shall provide any person who is an officer, director, employee, or agent of The Foundation or was serving at the request of a director, officer, employee, or agent of The Foundation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

The indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the rights of an indemnified director, officer, employee, or agent under this Article shall apply to such director, officer, employee, or agent with respect to those acts or omissions which incurred at any time prior to such amendment or repeal.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses

to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article or the District of Columbia Nonprofit Corporation Act of 2010.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with §4958 of the Code or any other provision of the Code applicable to corporations described in §501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### ADOPTION

The foregoing By-Laws were adopted by the directors of The Old Soldiers Home Foundation, Inc. on the 24<sup>th</sup> day of August, 2021.

SANDRA ALVEY, Chair  
ROB PALMER, Vice-Chair  
TRAVIS SMITH, Treasurer  
PATRICK MACAREVEY, Director  
NANCY CRISMAN, Director  
WILLIAM TROY, Director  
REYNOLD HOOVER, Director  
PAUL ARMBRUSTER, Director  
MICHAEL HOTH, Director