

Edits/changes incorporated as of 5/12/15

The logo banner features a dark blue background with white text. The main title 'MUSEUM EDUCATION ROUNDTABLE' is in a large, bold, sans-serif font. Below it, the tagline 'Together - Realizing Connections on the Pathways to Best Practices' is in a smaller, regular sans-serif font. The banner is decorated with light blue horizontal stripes and abstract white shapes on the left and right sides.

MUSEUM EDUCATION ROUNDTABLE
Together - Realizing Connections on the Pathways to Best Practices

Museum Education Roundtable was incorporated in Washington, D. C., January 13, 1971

The Charter of the Corporation takes the place of a Constitution.

Bylaws

Museum Education Roundtable

Bylaws adopted by the Board of Directors on August 19, 2000, and approved by membership in November 2000. Revision approved by membership in February 2009.

Unless specifically addressed in the Bylaws, Parliamentary procedure shall follow Robert's Rules of Order.

ARTICLE 1

Name, Offices, and Purpose

Section 1.1 Name. The name of this organization is Museum Education Roundtable, Inc. (MER).

Section 1.2 Corporate Offices. The principal office of the organization shall be located within Washington, DC, incorporated under the laws of the District of Columbia and governed by an elected Board of Directors (hereinafter Board) who may establish other offices as the affairs of the organization may require. The Board shall elect a President and Treasurer to serve as Officers of the organization as required by District of Columbia law (Also see Article IV).

Section 1.3 Purpose.

MER is a nonprofit membership organization dedicated to promoting the role of museums and other cultural institutions as primary resources for lifelong learning. Our core purpose is to support a broad and diverse audience of museum practitioners and educators to make museums useful to the public and build the value of museums as educational resources. MER fulfills its mission by publishing the *Journal of Museum Education*; the premier peer reviewed publication exploring and reporting on theory, training and practice in the museum education field, and by other mission-related activities approved by the Board.

Section 1.4 Fiscal Operation. The fiscal year of the organization shall be October 1 through September 30 inclusive.

ARTICLE II

Members and Subscribers

Section 2.1 Members. The membership shall be open to all individuals and institutions regardless of affiliation or profession upon the payment of annual dues as determined by the Board of Directors.

Section 2.2 Entitlements. Members are entitled to nominate individuals, including themselves for Board service; to vote for a governing Board; to serve on the organization's Committees and Task Forces; to receive subscriptions and discounts on its publications; to attend programs free of charge or by reduced admissions; and to all other benefits established for the organization's members. Institutions may be members but, as they are not individuals, they cannot serve on boards and as officers.

Section 2.3 Annual Meeting. A members' meeting shall be conducted annually by the Board as required by the District of Columbia law.

Section 2.4 Termination or Suspension of Membership. Members may resign membership by notifying the Board or its designee, if any. In such cases, there is no refund of dues. Membership may be suspended upon failure to pay dues.

Section 2.5 Subscribers. Subscribers shall be those institutions who subscribe to publications of the organization as their exclusive entitlement for a fee fixed by the Board or its designees.

ARTICLE III

Board of Directors

Section 3.1 General Powers. The business and affairs of the organization shall be conducted under the direction of an elected Board of Directors (Board). The control and disposal of the organization's properties and assets shall be vested in the Board, except as otherwise provided in the District of Columbia's Nonprofit Organization Act, the organization's Articles of Incorporation, or these Bylaws. The Board shall elect a President and Treasurer to serve as Officers of the organization as required by the District of Columbia (Also see Article IV for additional officers). The Board shall fix categories of membership, dues, and fees.

Section 3.2 Number, Election and Term of Office. The organization shall have at least eleven (11) individual Directors, and no more than nineteen (19) Directors. Directors shall be elected by a majority of members who vote in an election that is open to all members. Directors are elected for a term of three (3) years commencing officially with voting privileges on October 1 in conjunction with the new fiscal year. In-coming Directors are expected to attend the Board's annual retreat held in the last quarter, prior to October 1, and begin provisional service until official duty commences. Directors shall be eligible to serve up to 6 years, the first term of 3 years and a second term of 1 to 3 years. In the first quarter of each fiscal year, all board members who will be completing a term at the end of

that fiscal year and are eligible for a subsequent term must indicate their commitment to the Nominations Task Force to a one (1), two (2) or three (3) year second Board term. Directors may be nominated again after an absence from the Board of one (1) year.

Section 3.3 Ex-Officio Officers. At the conclusion of an elected term (first board meeting of the new fiscal year), Directors serving as Officers, Team Chairs, or Task Force or Board Liaisons shall serve as ex-officio members of the Board for three (3) months except for the President, who serves in an ex-officio member for one (1) year. Ex-officio members are able, but not required, to attend meetings and do not have voting rights. They shall be available for mentorship on matters relating to the execution of their previous MER Board duties.

Section 3.4 Authority. Directors shall be vested with the power of the organization itself, including the power to determine its policies, to prosecute its purposes, to appoint or hire and compensate employees and agents, to establish the budget, to disburse funds and assets in pursuit of its goals, and to adopt such rules and regulations for the conduct of its business, responsibility, and authority as shall be advisable, insofar as such regulations are not inconsistent with or repugnant to any applicable law or the Articles of Incorporation in their present form or as amended.

Section 3.5 Nomination of Directors. The Nominations Task Force, under the Leadership Team (established in Article V hereof) shall solicit nominations from the membership for new Directors. In the first quarter of each fiscal year, all board members who will be completing a term at the end of that fiscal year and are eligible for a subsequent term must indicate to the Nominations Task Force their commitment to a one (1), two (2) or three (3) -year second Board term. The Nominations Task Force will assess the vacancies for the following year and, if there are any, will solicit nominations to fill the positions. The Nominations Task Force shall, after considering the recommendations of the membership and the Board, or of any other persons, present a slate of nominees to the membership. Ballots shall be distributed to all eligible members and received by a date set by the Board, to be counted by an agent designated by the Board, before the end of the fourth quarter.

Section 3.6 Responsibilities. Directors shall take a leadership role in furthering MER's mission, visibility, and service to the field. Directors may serve as Officers of the organization or they shall serve as members or chairs of Board Teams and/or Task Forces. Directors shall actively recruit new members. All Directors must maintain an individual membership in the organization and are expected to contribute above and beyond membership at a level that is meaningful to them. Directors are expected to participate in regularly scheduled meetings of the Board. Directors – particularly those in Team or Officer Leadership positions – are expected to attend in person the last regularly scheduled (annual planning) Board meeting of the fiscal year.

Section 3.7 Vacancies, Resignation or Removal. Any Director may resign at any time by giving written notice to the President of the organization. Such resignation shall take effect at the time specified therein or, if not specified, upon receipt and acceptance of such resignation by the President. A Director may be removed from the Board by a two-thirds majority vote of the Board for a violation of the Bylaws, for engaging in conduct prejudicial to the interests of the organization, for failing to meet the responsibilities of an elected office or obligation, for failing to maintain individual membership in the organization, or for three consecutive absences from meetings of the Board. Such removal may

occur only if the Director involved is provided written notice and is permitted time and the means to reply. The Director involved shall be permitted to vote on that issue. The Nominations Task Force shall propose a Director's replacement to the President for consideration. Any vacancy occurring on the Board for any reason may either remain open until the annual Nominations process begins or be filled by a recommendation of the President and simple majority of the Board of Directors present. A Director appointed to fill a vacancy shall serve for the remaining term of his or her predecessor or begin a new three-year first term. Directors who resign or are removed from the Board may be nominated again after an absence from the Board of one (1) year.

Section 3.8 Meetings of the Board of Directors. The Board shall meet at least three times each year at a time and place determined by the Board for the purpose of the transaction of MER business. At least one meeting shall be held in person (the annual Board Planning Retreat). Directors who attend the "in person meeting" virtually are allowed to vote virtually. The Annual Budget shall be approved at the last regularly scheduled (annual planning) Board meeting of the fiscal year or the first meeting of a new fiscal year.

Section 3.9 Manner of Acting. The decision of a simple majority of the Directors at a meeting of the Board or in a specially called electronic vote shall be the act of the Board. Each Director shall be entitled to one (1) vote. Voting by proxy shall not be permitted. A simple majority of the Directors sitting in office must be present to constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a simple majority vote of the Directors at their next meeting, in conformance with quorum requirements. Any vote or decision required or permitted by the Board's Directors, Officers, Teams, or Task Forces may be taken without a meeting if the action to be taken is presented to the President for endorsement by a simple majority of the Directors or Committee members entitled to act in such regard. Such consent shall have the same force and effect as a majority vote of the Directors or Committee members. Specially called electronic votes must have a simple majority of the full board.

Section 3.10 Special Meetings of the Board and Notice. The Board shall meet when called by the Leadership Team upon reasonable notice, which need not be written; when requested by four or more Directors; or when demanded for any purpose by a simple majority of the voting membership. The President shall designate the place and time for holding any special meeting. Notice stating purpose, place, day and hour of the meeting shall be given to each Director at his or her last known business or home address in a timely fashion prior thereto by personal delivery, mail, e-mail, telephone, fax, or by other electronic means. The method of notice need not be the same to each Director. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid. If sent by electronic means, such notice shall be deemed given when the electronic message prints or acknowledges that the transmission was successfully executed. In all cases the means by which notice was given shall be stated in the minutes of the meeting and the evidence of notice shall be preserved for a reasonable time by the Secretary.

ARTICLE IV

Officers and Agents

Section 4.1 Election, Number, and Term of Office. The Board shall elect a President and Treasurer to serve as Officers of the organization as required by the District of Columbia. The Board shall also elect a Secretary. The Nominations Task Force Chair shall solicit and review nominations for Officers from the Board, as part of their annual nominations process. The Nominations Task Force will present Officers for election by the Directors at the third quarter Board meeting. The highest-ranking official who is not being considered for election to an office shall chair the elections proceedings. The incoming President shall appoint one (1) or two (2) Vice Presidents and a DC Liaison, to be approved by the board as additional officers at the fourth quarter meeting (annual planning retreat). The Board shall elect any other Officers the Board deems appropriate or desirable by themselves or the laws of the District of Columbia. The Officers shall serve at the pleasure of the Board, and shall be elected, removed, or replaced by a simple majority of votes cast at any meeting of the Board. The Officers terms of office will coincide with the organization's fiscal year. During the period of time from the annual retreat to October 1, newly elected Officers may begin assuming their new responsibilities as Officer-elects under the mentorship of previous or ex-officio Officers.

Section 4.2 General Powers and Authority. The Officers of the organization shall have the authority and shall exercise the powers and perform the duties specified by the Board or these Bylaws, or as required by applicable laws or subsidiary obligations.

Section 4.2.1 President of the Board. The President shall have all powers and perform all duties commonly incident to and vested in the office of the president, including the following duties and responsibilities:

- Serve as Chair of the Leadership Team.
- Appoint one or two Vice Presidents, with the approval of the Board.
- Appoint Team/Committee Chairs, Task Forces, or other designees necessary to fulfill the purposes of the organization and for the transaction of business assigned to it.
- Preside at all regular and special meetings of the Board.
- Oversee the work of Teams/Committees, Task Forces, and Chairs.
- Supervise all organization staff—employees and volunteers.
- Report to the membership on the activities of the organization during the preceding year, and generally perform all other duties incident to the office, required by the Bylaws or as assigned by the Board.
- Serve as an ex-officio member of all Teams/Committees.

Section 4.2.2 Vice President. The President shall appoint one (1) or two (2) Vice Presidents with the approval of the Board, from among current or incoming Directors. The Vice President shall have all powers and perform all duties commonly incident to and vested in the office of the vice president of the organization, including the duties and responsibilities listed below. When two (2) Vice Presidents are in operation, one (1) VP will oversee organizational governance and strategic planning and one (1) will help manage special Task Forces and Board Teams, or be otherwise assigned as needed by the President.

- Assist the President as may be required to successfully meet the responsibilities of executive leadership.

- Oversee the governance work of the organization and related Task Forces such as the Nominations Task Force, maintenance of organizational Bylaws, review of policies and procedures.
- Assemble quarterly reports from the Board Teams for the Board meetings.
- Manage strategic planning efforts for the organization, including helping the President prepare the annual retreat and conducting the annual board member reflections/evaluations.
- Participate in the orientation of new MER Board members.
- Exercise the powers and perform the duties incumbent upon the President during his or her absence or disability.

Section 4.2.3 Treasurer. The Treasurer shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of the organization, including the following duties and responsibilities:

- Serve as an ex-officio member of the Revenue and Resources Team.
- Prepare semi-annual "Financial State of the Organization" reports, to be presented at the first meeting of the fiscal year and midway through the fiscal year. Such "Financial State of the Organization", and other appropriate financial documents, shall be uploaded to the organization's on-line shared site for archival purposes and submitted to the Leadership Team as appropriate.
- Draft the Annual Budget for the Leadership Team review and produce the final Annual Budget for submission to the Board for approval at the last regularly scheduled (annual planning) Board meeting of the fiscal year or first Board meeting of a new fiscal year.
- Develop, review, and oversee the fiscal policies and procedures of the organization.
- Ensure that income, interest, and accruals are deposited in such financial institutions as are approved by the Board, and that authorized disbursements are made.
- Render financial reports of the organization, showing all receipts and expenditures for the current year, at each meeting of the Board, or whenever requested by the President, accountants, or funders.
- Ensure that the organization complies with local and federal incorporation and tax obligations and filings, including nonprofit status renewal.
- Post deposits, pay bills, and maintain financial records, balance sheets, budgets, and related reports.
- Supervise the organization's employee(s) in carrying out financial responsibilities.

Section 4.2.4 Secretary. The Secretary shall have all powers and perform all duties commonly incident to and vested in the office of the secretary of the organization, including the following duties and responsibilities:

- Attend all meetings of the Board and Leadership Team, and be responsible for taking minutes, maintaining and keeping electronic records, and distributing proceedings of all such meetings.
- Submit minutes of the proceedings of the Board to the Leadership Team for review.
- Upload all board and Leadership Team minutes and other appropriate documents to the organization's shared on-line site in a timely fashion, for business and archival purposes.
- Update the MER Board contact list as needed, update Action Team and Task Force lists as needed, and post updated lists with automatic access to entire Board.
- Assist MER President with any Board procedures as needed.

- Appoint a substitute for the purpose of taking minutes for any meeting he or she cannot attend, or for other purposes, as needed.

Section 4.2.5 DC Liaison. The President shall appoint a DC Liaison with the approval of the Board, from among current or incoming Directors. The DC Liaison position acknowledges our organization's roots in Washington, DC, and shall have and perform the following duties and responsibilities:

- Serve on the Leadership Team participating in scheduled meetings and other Team/Committee meetings as determined.
- Assist with planning and implementing a D.C. MER Forum on years when Board meetings are held in Washington DC.
- Assist with meeting logistics for Board meetings that are held in Washington, DC.

Section 4.3 Ex-Officio (non-Voting) Members and Terms of Office. The outgoing President of the Board will become an ex-officio member of the Board for a period of one (1) year upon the expiration of his/her term on the board. All other exiting Board members serve in ex-officio positions for three months following their terms and attend the first Board meeting of the new fiscal year. The Editor-in-Chief(s) of the *Journal of Museum Education* shall serve as an ex-officio member of the Board and is expected to attend the last regularly scheduled (annual planning) Board meeting of the fiscal year and all other board meetings as possible via conference call.

The President, with Board approval, may appoint up to three (3) individuals to serve as national or international associates to the Board. Such non-voting members of the Board will serve a term of one year, renewable at the discretion of the President, with the approval of a simple voting majority of the Board.

Section 4.4 Removal. An Officer may be removed from office by a two-thirds majority vote of the Board whenever, in its judgment, the best interest of the organization shall be served thereby. The Board shall take such action without prejudice as to the contract rights and on the basis of reasonable and consistent criteria. Election or appointment of an Officer or agent shall not in itself create contract rights. (See 3.6 re removal from the Board.)

ARTICLE V

Board Teams

Section 5.1 Teams. The Board Teams – Leadership, Resources and Revenue, Reader Engagement and Editorial - execute the business of the organization. At the Board's annual retreat in the last quarter of the fiscal year, the Board sets the goals and objectives of the Teams. Accordingly, each Team may exercise the authority granted to it by the Board's enabling resolution. During the period of time from the annual retreat to October 1, Board Teams begin meeting with the team members selected for the coming year, including newly elected Directors who are serving in a provisional capacity. New Team Chairs begin their leadership during this time, with predecessors (current and ex-officio board members) providing mentorship. A Team shall report and communicate as determined by the Board. A Team shall fix and establish its own rules of procedure and shall meet as provided by such rules.

Team Chairs shall upload minutes of the proceedings of their Team(s), and other related documents to the organization's on-line shared site in a timely fashion, for business and archival purposes.

Section 5.1.1 Leadership Team

The Leadership Team comprised of the Officers elected by the Board, those appointed by the President with the approval of the Board (the Vice President and DC Liaison), and Team Chairs, shall assist the Board in overseeing the management of the organization and the progress of all MER teams, and Task Forces. The Team shall:

- Take action in emergency situations.
- Draft and forward policy recommendations regarding the Board's responsibilities.
- Develop meeting agendas consistent with the Board's annual goals, objectives, and work plans.
- Meet on a monthly basis or on a regular basis as the President determines.
- Spend up to a total of 5% of the approved Annual Budget on an "as needed" basis without prior specific approval of the full Board.
- Make recommendations to the Board regarding the Board's structure and annual work plans.
- Plan Board education, including new Director orientation and retreats.
- Oversee the nomination and election of the organization's governing Board and Officers through oversight of the Nominations Task Force.
- Evaluate Board and individual Board of Director performance and forward recommendations to the Board regarding term renewal.
- Monitor implementation of the organization's strategic framework, making recommendations to the Board regarding the extent to which a framework is aligned with Board-formulated goals, objectives, and vision for the organization. As needed, present a strategic framework to the Board - - with recommendations - - for review, revision, approval, or rejection.

Section 5.1.2 Resources and Revenue Team

The Resources and Revenue Team, acting in the manner of a finance committee shall assist the Board in maintaining and improving the financial integrity of the organization. It shall draft and forward policy recommendations regarding the Board's responsibility to ensure the organization's financial health and recommend corrective actions when necessary to maintain compliance with the budget, funding of its services, and solvency for its stated purposes. The Resource and Revenue Team will assist the Board in carrying out its membership/recruitment responsibilities. The Treasurer shall serve as an ex officio member of the Revenue and Resource Team.

The Team shall:

- Lead projects related to MER membership including recruitment and retaining current members and collaborate with other Teams to promote membership and the development of revenue-generating projects/products.
- Pursue external sources of funding, and direct grant writing and development functions of the Board as deemed appropriate.

- Allocate and monitor the spending of Teams and Task Forces against approved budgets and recommend an Annual Budget (to the Treasurer) for Board review at last regularly scheduled (annual planning) Board meeting of the fiscal year.
- Report as requested to the Board on the organization's financial status.
- Develop and monitor financial performance indicators and associated standards for regular review, presenting analyses when such indicators meet or exceed established thresholds or otherwise warrant attention and action by the Board.
- Direct and review the organization's long-range financial plan.
- Analyze, recommend and, if approved, oversee capital expenditures of the organization and its subsidiaries.
- Facilitate a periodic financial review by an independent party a schedule determined by the Board.
- Ensure that maintenance of website hosting, regular, on-line technology fees, and other organizational expenses are tied to the organization's credit card, bank account, or other organizational forms of payment, not an individual Board members.
- Serve as a supporting body for the Nominations Task Force.

Section 5.1.3 Reader Engagement.

The Reader Engagement Team shall assist the Board in carrying out its responsibilities to obtain and serve MER members and JME subscribers by providing and marketing opportunities for learning and networking with peers and in so doing, build member loyalty.

The Team shall:

- Oversee the work of the American Association of Museums (AAM) Annual Meeting Task Force.
- Plan and implement additional programs as recommended by the Board; evaluate program(s) success and make recommendations to the Board.
- Maintain an understanding of the interests and profile of JME readership.
- Collaborate with other Board Teams to promote membership and develop revenue-generating projects/products.
- Promote a national presence for MER, MER membership and reader engagement through a variety of marketing and communication technologies, venues and programming opportunities
- Account for spending and report to the Resources and Revenue Team.
- Work closely with MER's Membership and Marketing Manager and Resources and Revenue Team on communication projects (i.e. updating membership materials annually).
- Ensure that social media sites are hosted or administered by MER staff or current MER Board members.

Section 5.1.4 Editorial Team

The Editorial Team shall assist the Board in carrying out its publishing/communications responsibilities. The Team shall:

- Collaborate with other Board Teams to develop and promote membership-related activities/programs that extend the learning and reach of the JME.
- Oversee the publication of anthologies as determined by the Board.
- Support the work of the Editors in Chief of the Journal of Museum Education (i.e. review and approve guest editing proposals, provide peer-review of articles and/or assist in obtaining reviewers, promote article submission and guest editing, suggest themes and content for future issues).
- Help to maintain clarity of roles and responsibilities as outlined in the MER Journal of Museum Editors Contract.
- Communicate with the publisher of the Journal of Museum Education as needed.
- Account for spending and report to the Resources and Revenue Team.
- Evaluate the publications(s)' success and make recommendations to the Board.

Section 5.2 Team Chairs. The President, with the approval of the Board, shall appoint a Chair or Co-Chairs of Teams for the ensuing year at, or within a reasonable time after, the organizing annual meeting or retreat of the Board. Chairs shall be appointed from among members of the Board. During the period of time from the annual retreat to October 1, new Team Chairs may begin their executing their new duties with predecessors (current and ex-officio board members) providing mentorship.

Section 5.3 Team Meetings. Meetings of Teams may be called by the Chairs of the Teams thereof, or by any two (2) members of the Team. At all meetings of any Team, a simple majority of the members of the Team shall constitute a quorum for the transaction of business. The act of a simple majority of members present at any meeting thereof at which there is a quorum shall be the act of the Team, except as may be otherwise specifically provided for by these Bylaws.

Team Chairs shall post schedule meetings in the shared site as well as upload to the organization's on-line shared site all minutes and other related documents in a timely fashion, for archival purposes.

ARTICLE VI

Task Forces

The President shall establish, with the approval of the Board, Task Forces to accomplish short-term, finite goals. These Task Forces will exercise the authority granted to them by the Leadership Team. The President shall appoint an individual to serve as a Task Force Chair. Unless renewed by the Board, a Task Force shall cease to exist at the end of the fiscal year or upon the successful attainment of objectives. The President will monitor activities and progress of each Task Force. Each Task Force Chair shall update the President on the group's activities, seek guidance of Board Officers or designees, collaborate with Teams and other Task Forces as appropriate, and account for spending toward its objectives. A Task Force shall:

- Consist of a team of individuals headed by a Chair or Liaison.
- Define objectives to reach the goals defined by the Board.
- Plan and implement activities as designated by the Board.
- Monitor progress and report as determined by the President.
- Account for spending and report to the Resource and Revenue Team.

- Evaluate success and make recommendations to the Board.
- Establish a chain of command to ensure the Task Force is acting with the appropriate authority and communicating with the appropriate parties.

ARTICLE VII

Board Liaisons

The President shall appoint individuals to assist the Board in executing specific objectives of the organization as determined by the Board. These individual Board members will exercise the authority granted to them by the Board's Leadership Team. These Board members may be appointed to accomplish a task with or without a Task Force or serve as MER liaisons to other organizations, such as the EdCom and Council of Affiliates Liaisons. Unless renewed by the Board, assignments will cease at the end of the fiscal year or upon the successful attainment of objectives. Individuals shall update the President on activities, seek guidance of Board Officers or designees, collaborate with Teams or Task Forces as appropriate, and account for spending toward objectives. A Project Leader shall:

- Define objectives to reach the goals defined by the Board.
- Plan and implement activities as designated by the Board.
- Monitor progress and report as determined by the President.
- Account for spending and report to the Resource and Revenue Team.
- Evaluate success and make recommendations to the Board.

ARTICLE VIII

Indemnification

Museum Education Roundtable shall indemnify each of its Directors and Officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein imposed upon or asserted against him or her by reason of being or having been such a Director or Officer and acting within the scope of his or her official duties, but only when the determination shall have been made that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of MER and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if MER shall be advised by its Board of Director's action (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that or, (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel, that the Director or Officer has not met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

Every reference herein to a member of the Board or Officer of the organization shall include every Director and Officer thereof and every former Director and Officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Director or Officer of MER might otherwise be entitled and

provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX

Miscellaneous

Section 9.1 Books and Minutes. The organization shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and Teams. Any Director or his or her accredited agent, an attorney for any proper purpose, and members with voting rights may inspect all books and records of the organization at any reasonable time upon request.

Section 9.2 Fiscal Year and Financial Review. The fiscal year of the organization shall be October 1 through September 30 inclusive. An independent party appointed by the Board on a schedule determined by the Board shall review the financial transactions of the organization.

Section 9.3 Designated Contributions. The Leadership Team or Treasurer, with approval of the Board, may accept on its behalf, in accordance with policies and procedures set by the Board, any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes, as set forth in the organization's Articles of Incorporation.

Section 9.4 Adoption of Bylaws. A majority of votes cast by the Board shall be required to adopt the Bylaws. Notice of proposed changes shall be made to members thirty (30) days prior to any action by the Board. Members will be invited to provide feedback for consideration by the Board in the final vote.

Section 9.5 Alteration or additions. Any member of the organization may propose an alteration or addition to the Bylaws at any time. Such amendments or alterations shall be reviewed by the Board and submitted for review by the membership in accordance with Section 9.4 of these Bylaws.

Section 9.6 Dissolution. On dissolution of the organization, all of its net assets shall be paid over or transferred to one or more exempt organization(s) of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the Board. Any assets not so disposed of shall be disposed of by the District of Columbia exclusively for one or more exempt purposes within the meaning of the Internal Revenue Code Section 501(c)(3), or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 9.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions thereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted