BY-LAWS

OF

ACE MENTOR PROGRAM OF \_\_\_\_\_\_\_

Revised August 6/2018

# **ARTICLE I**

## PURPOSES, MISSION AND OPERATIONS

#### Purposes. The ACE Mentor Program of \_\_\_\_ (hereinafter sometimes referred to as the “Corporation”) is organized and shall be operated exclusively for religious, charitable, educational, literary and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended (collectively, the “Code”), including without limitation for the purposes more particularly set forth below. More specifically, the purpose of the Corporation is to enlighten and motivate students toward architecture, construction, engineering, and related careers, and to provide mentoring and scholarship opportunities for future designers and constructors. Further, the Corporation shall not discriminate on any basis, including without limitation on the basis of race, gender, age, disability, creed, national origin, sexual orientation or ability to pay. The Corporation will solicit grants and donations and hold fundraising events for the purpose of developing programs and materials, effectuating its purposes and mission, and to do any and all lawful activities necessary for the carrying out of its purposes and mission; provided, however that notwithstanding any other provision of the Corporation’s Articles of Incorporation or these By-Laws, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt from federal income tax under Code section 501(c)(3) and by an organization contributions to which are deductible under Code sections 170, 2055(a)(2) and 2522(a)(2). In addition, nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees.

#### Mission. The mission of the ACE Mentor Program of \_\_\_\_\_\_ is

#### to engage, excite and enlighten high school students to careers in the architecture, construction, and engineering industries through mentoring and other efforts deemed appropriate by the Board; and provide a mechanism for their continued advancement in the industry through scholarships, apprenticeships, and grants.

#### Operations Consistent With Tax-Exempt Purposes. The following provisions shall govern the organization, operation and dissolution of the Corporation:

##### The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Code section 501(c)(3), or (b) cause it to lose such exempt status;

##### The Corporation shall not be operated for the purpose of carrying on a trade or business for profit;

##### No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation’s assets on dissolution of the Corporation;

##### No substantial part of the activities of the Corporation shall attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except to the extent approved by a majority vote of a quorum of the Board and provided that so doing is permitted to be conducted or carried on by an organization exempt from federal income tax under Code section 501(c)(3), or by an organization contributions to which are deductible under code sections 170, 2055(a)(2), and 2522(a)(2);

##### Notwithstanding any other provision of the Corporation’s Articles of Incorporation or these By-Laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code section 501(c)(3), or by an organization contributions to which are deductible under code sections 170, 2055(a)(2), and 2522(a)(2), nor shall the Corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified above in this Article I of these By-Laws;

##### During any period in which the Corporation may be classified as a private foundation within the meaning of Code section 509, the Corporation shall distribute its income at such times and in such manner as to avoid taxation under Code section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code section 4941(d)), shall not retain any excess business holdings (as defined in Code section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code section 4944, and shall not make any taxable expenditures (as defined in Code section 4945(d)); and

##### Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, educational or scientific organizations which then qualify under the provisions of the Code section 501(c)(3), as more particularly set forth in Article IX of these By-Laws.

## ARTICLE II

## MEMBERS

#### Members. Pursuant to the authorization of the provisions of the District of Columbia Non Profit Corporation Act, the Corporation shall have no members. It shall function, in all cases, through its Board of Directors (hereafter sometimes referred to as the “Board”, and the member of the Board of Directors are referred to herein as "Directors").

**ARTICLE III**

## BOARD OF DIRECTORS

#### Number, Election and Term of Office. The Board of Directors (referred to herein as the "Board" or "Board of Directors") shall consist of the Chairperson, the immediate past Chairperson and such number of elected Directors (each such elected Director is referred to herein as an “Elected Director”) as determined by resolution of the Board of Directors from time to time up to a maximum of twenty-five Elected Directors inclusive of the Chairperson. The terms of each of the initial Directors of the Corporation shall be deemed to have begun on the date of the Corporation’s incorporation. The ElectedDirectors shall serve for staggered terms of three years each. Initially, the Elected Directors will be divided randomly into three classes, as close to equal in number as possible, one class with terms of one year, one class with terms of two years and one class with terms of three years. For all subsequent terms, the Elected Directors will be elected to terms of three years each. The term of each Elected Director shall expire at the close of the annual meeting of the Corporation in the last year of such Elected Director’s term, provided, however, that an Elected Director shall remain in office, beyond the expiration of his or her term, until such time as a successor shall be duly elected and shall have assumed office.  An Elected Director shall leave office prior to the expiration of his or her term immediately upon death, incapacity, removal or resignation, or if he or she becomes ineligible to serve as Director and the Board of Directors shall, by majority vote of the Directors and upon the recommendation of the Nominating Committee, elect a replacement to serve the balance of term. Elected Directors shall be elected by a majority of Directors then in office upon recommendation from the Nominating Committee. No person may be elected to more than two consecutive terms as an Elected Director; provided, however that an initial term of one or two years used to establish the term-staggering system shall not be counted in connection with this term limitation and a Director then serving as legal counsel to the Corporation may serve for a longer term.

Nevertheless:

##### Vacancy of Previously-Occupied Director’s Position. The Board, at any time, may elect a person to succeed an ElectedDirector who ceases to be a member of the Board. If the predecessor’s term would have ended in less than 18 months, the successor may then be elected to two full consecutive terms. If the predecessor’s term would not have ended in 18 months, the successor shall serve until the end of the predecessor’s term and may then be re-elected for one additional full term.

##### Exception to Rotation Requirement. Notwithstanding any other provision herein, the Board, upon special recommendation of the Nominating Committee, may re-elect to a succeeding term an incumbent Elected Director or Officer who otherwise would be ineligible for re-election by reason of continuous prior service.

c) Exception for Chairperson and Executive Committee Members. The term on the Board of Directors of the Chairperson of the Board and those Directors serving on the Executive Committee shall be extended during the time that he or she is serving in such a capacity or as Past Chairperson.

A Chairperson, two (2) Vice Chairpersons (one of whom shall be designated the First Vice Chairperson and the other the Second Vice Chairperson), a Treasurer and a Secretary, all of whom shall be Elected Directors, shall be elected by majority vote of the Directors then serving, and the term “Elected Directors” shall be deemed to include all persons holding such positions, provided, however, that the Board may elect to have the position of Secretary held by the Affiliate Administrator, instead of a Director. The Chairperson shall have a two-year term and shall serve no more than two terms.

#### Resignations. Any Director may resign at any time, orally or in writing, by notifying the Chairperson. Any such resignation shall take effect at the time therein specified.

#### Compensation. Directors  shall not receive any compensation for serving as Directors. However, nothing herein shall be construed to prevent a Director from serving the Corporation in another capacity for which compensation is received, nor from receiving reimbursement of out-of-pocket expenses incurred in connection with Corporation service. Any such compensation shall be approved by the Board.

#### Power and Duties. The Board shall have general power to supervise and control the affairs and property of the Corporation.

##### Rules Governing Board Action. The Board shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board; and shall have full and complete authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; except that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation or these By-Laws, shall not thereby be amended or changed and except further that the Board shall not permit any part of the net earnings or capital to inure to the benefit of any members of the Board or private individual.

##### Affiliations. The Corporation shall have full authority to enter into affiliations with other entities for the purpose of expanding the ACE Mentor Program to additional regions and states. The Board shall have the authority to authorize and approve these affiliations, including the authority to enter into agreements with entities that desire to operate an ACE Mentor Program in accordance with policies and procedures established by the Corporation, and shall have the authority to delegate such approval authority to the Executive Committee from time to time by resolution adopted by the Board.

##### Staff. The Board shall have authority to retain an individual or individuals to  function as affiliate administrator of the Corporation (hereinafter referred to as "Affiliate Administrator”), responsible for operating in accordance with the policies, budgets and standards established by the Board. All other staff appointments shall be made by the President/CEO and shall not require the concurrence of the Board so long as the staff position to be filled is within the budget approved by the Board.

##### Honorary and Emeritus Directors Positions The Board may from time to time elect to establish positions as Honorary or Emeritus for persons who are especially worthy of recognition by reason of their achievements or service to the Corporation. The Board shall determine the duties, if any, that are to be performed by such Honorary or Emeritus individuals. All individuals offered Honorary or Emeritus positions shall not be deemed Elected Directors and shall serve in an *ex officio* capacity without voting authority, unless the Board determines otherwise.

# **ARTICLE IV**

## MEETINGS

#### Place of Meetings. The Board may hold their meetings at such place or places within the state of \_\_\_\_ as the Board may from time to time determine.

#### Regular Meetings; Notice. Regular meetings of the Board shall be held at such time and places as may be determined by the Board and one week’s notice of such regular meetings shall be given. The Chairperson may declare the meeting, or a portion of the meeting, to be an executive session of the Board, which may be attended only by Directorsand by such other persons as the Chairperson deems to be appropriate.

#### Special Meetings; Notice. Special meetings of the Board may be held at any time and place upon the call of the Chairperson or the Secretary. Notice of the time, place and purpose of every special meeting of the Board shall be given to each Director, at least 3 days before the meeting.

#### Quorum; Adjournments of Meetings. A quorum for the transaction of business shall be one-quarter of the Directors who are either in attendance in person or by conference telephone (or other similar communications equipment as described in Section 6 immediately below). Representatives of Directors shall not be counted towards a quorum. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting from time to time until a quorum is obtained and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

#### Voting; Electronic Balloting. The vote of a majority of the Directors present at or attending by conference telephone (or other similar communications equipment as described in Section 6 immediately below) any meeting at which a quorum is present shall constitute the act of the Board, except (i) where a majority vote of the entire Board is specifically required by these by-laws, or (ii) for the removal of an officer, which shall be by affirmative vote of a majority of all Directors. Representatives of Directors shall not vote. In special circumstances as determined by the Chairperson, electronic or other means of correspondence may be used and the Directors may vote using an electronic or fax ballot.

#### Directors’  Meetings by Conference Telephone. Any one of or more Directors of the Board or of any committee thereof may participate in a meeting of such Board  or committee by means of a conference telephone (or similar communications) equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### Action by Majority Written Consent. Any action required or permitted to be taken by the Board or any committee thereof pursuant to the Articles of Incorporation, these By-Laws, or any provision of law, may be taken without a meeting if the majority of the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board and the committee. Written consent as used herein may include electronic transmissions.

#### Removal for Non-Attendance. Any elected Director who has failed to attend  three or more consecutive regular meetings without excuse acceptable to the Executive Committee shall be deemed to have offered to resign from the Board.

# **ARTICLE V**

## COMMITTEES

#### Executive Committee and Other Standing Committees. There shall be the following standing committees of the Board. With the exception of the Executive Committee, all committees may include members who are not currently elected Directors of the Corporation.

##### a) Executive Committee. The Executive Committeeshall have all of the authority of the Board, except the authority (i) to amend these By-Laws, (ii) to remove persons from office or (iii) to fill vacancies of or add Elected Directors and committee members. The Executive Committee shall have the discretion to determine when it should take action, including action that may be binding upon the Corporation, or to defer such action and await a meeting of the Board or until it is ratified by the Board. In addition, the Executive Committee shall recommend standards for and the criteria for relationships between the Corporation and its affiliates. The Executive Committee shall consist of the Chairperson, the two (2) Vice Chairpersons, the Treasurer, the Secretary, and not less than two (2) other at large Elected Directors who shall be appointed to serve on the Executive Committee by majority vote of all Directors. The Executive Committee shall, in an *ex officio* capacity without voting authority unless the Board determines otherwise, also include the Chairperson Emeritus, the Affiliate Administrator and an Elected Director, if any, that may be serving as legal counsel to the Board. The two at large Elected Directors serving on the Executive Committee shall be selected from among the Elected Directors and nominated by the Nominating Committee for election by the Board to serve staggered three-year terms. No Elected Director may be elected to more than two consecutive terms as a member of the Executive Committee, unless otherwise permitted under Article III, Section 1 (b).

##### b) Nominating Committee. The Nominating Committee shall be composed of not less than three (3) Directors as appointed by the Chairperson, whose terms shall expire concurrently with the conclusion of the term of the Chairperson who appointed those Directors to the Nominating Committee (unless selected by the succeeding Chairperson) or at such earlier time as the Chairperson my determine; provided, however, that should the Chairperson not conclude his or her full term, the Nominating Committee shall serve until a new Chairperson is in place. The Nominating Committee shall annually analyze the composition of the existing Board and committees of the Board within the context of existing and anticipated leadership needs, and shall seek to secure and propose persons for election as Directors and committee members who meet outstanding or anticipated needs. The Nominating Committee shall also propose Officers and Advisory Council members to the Board from time-to-time. The Nominating Committee, in its discretion, may delegate some or all of the selection and proposal of nominees to the Chairperson. All members of committees, whether committees of the Board or otherwise, shall be selected by vote of the Board from the list of nominees provided by the Nominating Committee or the Chairperson in the event that the Nominating Committee has delegated that function to the Chairperson.

##### c) Finance and AuditCommittee. The Finance and Audit Committee shall propose to the Board the annual budget of the Corporation, review periodic financial reports against the annual budget, and supervise the investment of funds. The Finance and Audit Committee shall also act as the Board’s human resources advisor, reviewing salaries, benefits and working conditions withinthe context of similar non-profit institutions and recommending policies to the Board designed to recruit and retain able staff. The Finance and Audit Committee shall also be responsible for the annual audit and shall have access to all the Corporation’s records and personnel and shall at its discretion arrange for the performance of such audits necessary to inform and advise the Board of the Corporation’s finances, and compliance with its policies and procedures as well as conformance to applicable government regulations. If such an audit is performed, the Finance and Audit Committee shall receive and review it, and any management reports prepared by the independent auditor.

##### d) Strategic Planning Committee. The Strategic Planning Committee shall be responsible for the development, evaluation, and revision of the Corporation’s Strategic Plan. The Committee shall monitor industry trends, business factors, and external forces to determine their impact and/or relevancy to the Strategic Plan. The Strategic Planning Committee shall establish performance measures and report results to the Board when necessary.

#### Other Committees. The Board, by resolution adopted by a majority of the entire Board, may designate such other committees as it deems appropriate consisting of such number of members as it deems appropriate, who may or may not be Directors. Each such committee shall serve at the pleasure of the Board and shall have such powers as may be provided in the resolution establishing the committee. As designated by the Board, such committees may function as standing committees with ongoing activities, or may function as task specific, time-bounded committees.

#### Powers and Procedures of Committees. The committees of the Board shall have the powers conferred by these By-Laws and such additional powers as the Board may delegate, but no committee shall have the authority to remove any person from any position on the Board or a Committee. One-third of the voting members of any committee shall constitute a quorum for the conduct of business by that committee. The chairperson of all committees shall be appointed by the Chairperson or as the Chairperson may determine.

#### Meetings by Conference Call; Action by Unanimous Written Consent. As more particularly set forth in Article IV Section 6 of these By-Laws, any one or more committee members may participate in a committee meeting by means of a conference telephone or similar technology. As more particularly set forth in Article IV Section 7 of these By-Laws, any action required to be taken by a committee may be accomplished without a meeting by the majority vote of all committee members.

# **ARTICLE VI**

## OFFICERS

#### Number and Qualification. The Officers of the Corporation shall be a Chairperson, the two (2) Vice Chairpersons, the immediate past Chair, a Secretary, and a Treasurer. The Board may also elect such other Officers as from time to time, they deem to be appropriate such as the Affiliate Administrator. The Chairperson or the Affiliate Administrator may serve as the Secretary.

#### Election and Term of Office. The Officers of the Corporation shall be chosen annually by the Board and best efforts will be made by the Chairman to organize the selection of Officers at the same meeting at meeting in which the Nominating Committee proposes new Directors. All Officers shall hold office for 2 years, beginning upon their election and until their successors are elected, however, except as otherwise provided herein as to the Chairman, their terms may be extended without limitation. Any vacancy occurring in any office shall be filled by the Board.

#### Removal. Any Officer of the Corporation may be removed by a vote of the majority of the Board then in office.

#### Chairperson; Powers and Duties. The Chairperson shall effect, or monitor implementation of, decisions by the Board, preside at all meetings of the Board and the Executive Committee and serve as a voting *ex officio* member of all standing committees.

#### Vice Chairmen; Powers and Duties. The Vice Chairmen shall have such powers and duties as may be assigned by the Board. In the absence of the Chairperson, the First Vice Chairperson shall perform the duties of the Chairperson. Likewise, in the absence of the First Vice Chairperson, the Second Vice Chairperson shall perform the duties of the First Vice Chairperson.

#### Affiliate Administrator; Powers and Duties. Where an affiliate has retained an Affiliate Administrator in addition to a Chairperson, the Administrator shall manage ongoing activities of the Corporation, as well as implement decisions made by the Board of Directors and may or may not be a Director. In addition, the Affiliate Administrator is responsible for recruiting, supervising and directing all additional staff in performance of their duties.

#### Secretary; Powers and Duties. The Secretary, whose role may be filled by the Chairperson or Affiliate Administrator shall promote communication among Board committees and the Board via contact with committee chairpersons prior to each Board meeting and other actions deemed appropriate to support the full and active function of Board committees.

#### Treasurer; Powers and Duties. The Treasurer shall be the Chairperson of the Finance Committee, or at the Treasurer’s option may designate a Chairperson of the Committee, and shall be responsible for the custody and investment of all funds of the Corporation. The Treasurer may sign checks and execute and deliver instruments relating to the investments of the Corporation, which authority may be shared with one or more other Directors and the  Chairperson of the Corporation. The Treasurer shall cause to keep full and accurate accounts of receipts and disbursements of the Corporation and shall see that the Board receives financial statements at each meeting.

# **ARTICLE VII**

## INDEMNIFICATION

The Corporation shall indemnify and defend its Directors to the fullest extent permitted by Article V of the District of Columbia Non Profit Corporation Act, except to the extent that the conduct was the product of willful misconduct or recklessness.”

# **ARTICLE VIII**

## FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 until December 31. The fiscal year may be changed by resolution of the Board.

# **ARTICLE IX**

**DISSOLUTION**

In the event of a liquidation, dissolution, termination, or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Directors shall, after provision of all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government for a public purpose, as the Board of Directors  shall deem appropriate. Any such assets not so disposed of shall be disposed of by the appropriate Court of the District of Columbia, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

# **ARTICLE X**

## AMENDMENTS, ETC.

These By-Laws may be amended, added to or repealed by the Board, by majority vote of the Directors then in office, except that any amendment that changes the quorum of the vote of the Directors necessary for the transaction of business shall require the vote of two-thirds of all Directors.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 20\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name

Chairman of the Board, The ACE Mentor Program of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_