

BY-LAWS OF Congressional Progressive Caucus Center

ARTICLE ONE NAME AND PURPOSE

1.1 Name

The name of the corporation is Congressional Progressive Caucus Center. (the "Corporation"). It has been formed as a non-profit corporation under the District of Columbia Non-Profit Corporation Act (the "Act").

1.2 Principal Office

The principal office of the Corporation shall be located at such place as the President and Board of Directors of the Corporation (the "Board of Directors," "Board" or "Directors") may determine to be in the best interest of the Corporation. The Corporation may have, in addition to its principal office, have offices at such places, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

1.3 Purposes

The Corporation is organized and shall be operated exclusively for educational and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). In particular, and without limiting the foregoing, the objects and purposes to be transacted, promoted, and carried on by the Corporation are as follows:

- (1) To build commitment for diversity in all forms – race, ethnicity, religion, gender - within the Progressive movement through programs, fellowships, leadership development and policy;
- (2) To study and conduct educational activities related to social and economic justice, civil rights and civil liberties;
- (3) To convene allies to discuss the issues of the day to build support towards common policy goals;
- (4) To research and conduct educational activities to promote global peace and security, respect for fundamental human rights, worker rights, and environmental sustainability as critical components of both domestic and foreign policy;
- (5) To develop leadership programs via Fellowships and Internships in support of the Corporation's educational and research goals, and
- (6) To raise funds to further the Corporation's purposes and to pursue any other purposes which a non-profit corporation organized under the Act described in

Section 501(c)(3) of the Code is legally entitled to pursue.

The Corporation shall be operated exclusively for such purposes. No part of its net earnings shall inure to the benefit or, or be distributable to, any director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its charitable and educational purposes. No substantial part of the activities of the Corporation shall be used to carry out propaganda, or otherwise attempt to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements) in any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE TWO BOARD OF DIRECTORS

2.1 General Powers and Responsibilities

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board of Directors constituting of two groups: Group A, consisting of Members of Congress and Group B, consisting of non-congressional members.

The Board shall establish policies and directives governing business and programs of the corporation and shall delegate the management to the President and Corporation staff, subject to the provisions of these By-laws and the authority and responsibility to carry out all of the day-to-day operations of the business of the Corporation under the ultimate direction of the Board. The Board may make appropriate delegations of authority to the officers of the Corporation, and may authorize one (1) or more committees to act on its behalf.

2.2 Number & Qualifications

The Board of Directors shall be composed of an odd number of Directors – up to seventeen (17), of which Congressional members may comprise no more than one-third (1/3) of the voting members of the total membership of the board. The total number of board members shall never be less than three (3) – comprised of two non-congressional members and one Member of Congress. The board of directors shall reflect and include the demographic diversity of America as one of its key qualifying factors.

2.3 Group A Members:

- (a) **Qualifications and Election.** Members of Congress who identify with the progressive mission of the Corporation may apply for membership to Progressive Congress. Members of Congress may be nominated by a majority vote of the Group A Members of the Board of Directors at the special elections meeting of the Board, and elected at a meeting of the full Board.
- (b) **Number.** Group A Members may comprise no more than one-third (1/3) or five (5) members of the voting Members of the total membership of the Board of Directors.
- (c) **Tenure.** Group A Members shall be elected to a two (2) year term and may be re-elected to a consecutive term for a total of four (4) years. Thereafter, Group A Members are eligible to rotate back for re-election

after a period of two (2) years on the Board of Directors subject to the same Board term limits of two (2) consecutive, two (2) year terms.

- (d) **Special Responsibilities of Group A Members.** In addition to the General Powers and Duties described in Article 2, Section 1 above, Group A Members shall have the following responsibilities:
 - i To support the Corporation's fundraising goals as determined annually by the Board;
 - ii To attend personally the meetings of the Board and participate actively in the governance of the Corporation; and
 - iii To otherwise support the mission of the Corporation through participation in its programs and activities.

- (f) **Special Rules.** Group A Members shall abide by the rules and regulations of the U.S. House of Representatives Committee on Standards of Official Conduct or Senate Ethics Committee, as applicable.

- (g) **Removal.** Group A Members shall have the right to remove Group A Members of the Board by a majority vote of Group A Members at a duly noticed special meeting of the Board for the following causes:
 - i a finding by the House Committee on Standards of Official Conduct (or similar Senate Committee in the case of a Senator) of a serious breach of ethics;
 - ii any other conduct that may have a material adverse effect on the image, goodwill or reputation of the Corporation.

2.4 Group B Members:

(a) Tenure

The members of the Board of Directors shall serve until his or her successor shall have been appointed, unless he or she is sooner removed or resigns pursuant to these Bylaws.

Group B Members shall be elected to a three (3) year term and may be re-elected to a consecutive term for a total of six (6) years. Thereafter, Group B Members are eligible to rotate back for re-election after a period of three (3) years on the Board of Directors subject to the same Board term limits of three (3) consecutive, three (3) year terms.

(b) Nominations, Election, Vacancies

Directors can be nominated at any time by the board of Directors in conjunction with the president, and elected for three (3) year terms, staggered so 1/3 are elected each year, and at such other time(s) as necessary under these Bylaws to fill vacancies in such positions.

A vacancy shall be declared in any seat on the Board upon the death, resignation or

removal of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating or unwilling to participate in the management and affairs of the Corporation.

No reduction in the authorized number of Directors shall have the effect of removing any incumbent Director before that Director's term of office expires.

(c) Resignation of Directors

Each Director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(d) Removal of Directors

The board may remove a Director from the Board at any time when such removal is determined by the Board to be in the best interest of the Corporation.

2.5 Annual and Regular Meetings

Two (2) meetings of the Board of Directors shall be held in each year, as arranged by the Secretary-Treasurer of the Corporation, at the principal office of the Corporation, or at such other place as may be designated in the notice of the meeting, for the transaction of such business as may lawfully come before the meeting. Other meetings of the Board of Directors shall be held at such place and such time as shall be approved by resolution of the Board of Directors.

(a) Place and Manner of Meetings

Meetings of the Board of Directors may be called by the Chair of the Board, the President of the Corporation or any three (3) Directors, and shall be held at the principal office of the Corporation, unless some other place is designated in the notice of the meeting. Board members shall be given at least 10 working-days notice in advance of the meeting.

(b) Meetings by Telephone

Any or all Members may participate in a special or special elections meeting of the Board, or a Committee of the Board, through telephone conference calls or similar means of communication by which all persons participating in the meeting are able to hear one another.

(C) Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chair of the Board, the President of the Cooperation or any three (3) directors. In the case of a special meeting called by Directors. The notice shall be sufficient if it specifies the date, the place and time of the meeting, that it is Special Meeting of the Board of Directors and the agenda for the meeting. Matters other than notice agenda items may not be

considered and acted upon at a special meeting. A minimum notice of at seven (7) days shall be required for a special meeting whether called by the Chair, the President or by three (3) Directors.

Accurate minutes of any special Directors present in person shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws.

(d) Quorum for Meetings

A majority or fifty percent plus one (50 percent +1) of the incumbent Directors present in person shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws.

(e) Voting

The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law or these Bylaws.

(f) Proxies

Proxies or surrogates may not be used at any meeting of the Board for the purpose of determining whether a quorum is present at such meeting nor to vote on any matter at a meeting of the Board.

(g) Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing, setting for the action to be taken, is signed by: (a) all of the Directors, or (b) a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted.

(h) Compensation

Directors shall not be entitled to any compensation for their services in that capacity but by resolution of the Board, expenses of attendance, if any, may be allowed in certain circumstances for attendance at any meeting of the Board.

ARTICLE THREE—COMMITTEES

Committees

The Board of Directors may create one (1) or more committees (that may be advisory in nature or authorized to carry out one or more functions of the Board) as are necessary and that are not in conflict with other provisions of these Bylaws.

ARTICLE FOUR—OFFICERS

4.1 Number and Election

The officers of the Corporation shall be a Chair of the Board, Vice-Chair, a President, a Secretary and a Treasurer or a Secretary/Treasurer and may include such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The Chair in conjunction with the President can call for a special election to add members to the board with board approval at a time outside the regularly scheduled annual Meeting. Each officer shall take office and shall hold such office until the earlier of the date of the next annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed. Officer may serve successive terms, if so appointed.

(a) Action by Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if written consent to such action is approved by all members of the Executive Committee and such written consent is filed with the minutes of the proceedings of the Board of Directors. Such consent may be provided via e-mail, mail or overnight mail.

4.2 Attendance at Meetings

The Chair of the Board, and in his or her absence, the President of the Corporation, shall call meetings of the Board to order, and shall act as chair of such meetings. The Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the Chair or acting Chair of the Board may appoint any person present to act as secretary of the meeting.

- (a) **Voting by Proxy.** Voting by proxy is NOT permitted by nonprofit Corporations residing in the District of Columbia.
- (b) **Board Attendance.** Any board member who fails to attend 3 consecutive board meetings will have their board position terminated.

4.3 Duties

The principal duties of the several officers are as follows:

- A. **Chair of the Board.** The Chairperson shall preside over the meetings of the Board of Directors
- B. **Vice-Chair.** The Vice-Chair shall be custodian of the seal of the Corporation and in proper cases shall affix the seal to instruments. The Vice-Chair shall perform all duties incident to the office of Vice-Chair and such other duties as the Board of Directors may from time to time assign to the Vice-Chair. Assistant Vice-Chairs may be appointed from time to time to assist the Vice-Chair in discharging the duties of the office.
- C. **Secretary-Treasurer.** The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as the Board of Directors may from time to time assign to the Secretary-Treasurer. The Secretary-Treasurer shall record all votes and the minutes of all meetings in a book to be kept for such purpose.
- D. **President.** The President shall be the chief executive officer of the Corporation, and, subject to the direction and supervision of the Board of Directors, the President shall have general charge of the affairs and property of the

Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have power and authority to perform all other duties usually incident to such office. The President will be an Ex-Officio, non-voting member of the Board.

4.4 Resignation

Any officer may resign at any time by giving written notice thereof to the President or Secretary-Treasurer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

4.5 Removal

Any officer may be removed, either with or without cause, by the Board at any meeting of the Board at which a quorum is present.

4.6 Vacancies

Whenever a vacancy shall occur in any office of the Corporation, such vacancy shall be filled by the chair of the Board subject to ratification by the Board at its next meeting subsequent to such appointment. Such new officer shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

ARTICLE FIVE—INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification

The corporation may indemnify its present and former Directors and officers and committee members to the full extent permitted by and under the circumstances set forth in the law. The Corporation may, but shall not be required to, indemnify representatives, agents and other person acting on behalf of the Corporation may pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by law and subject to the conditions thereof. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons as permitted by law.

ARTICLE SIX—AMENDMENTS

Any provision of the Articles of Incorporation of the Corporation and these Bylaws may be altered, amended or repealed, and new and other provisions may be made and adopted upon a vote of approval of two-thirds of the members of the Board of Directors.

ARTICLE SEVEN—CONFLICT OF INTEREST

Any officer, key employee, or committee member having an interest in a contract, other transaction or program or whose spouse or significant other has such an interest presented to or discussed by the Board of Committee for authorization, approval or ratification, shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such a disclosure shall include relevant

and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Corporation's interest. The body to which such disclosure is made shall there upon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can be reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be presented for deliberations on such contract or transaction, except to present factual information or to respond to questions as deemed necessary by the Board or Board Committee. A person shall be deemed to have "interest" in a contract or other transaction if her or she or his or her spouse or significant other is the party (or one of the parties) contract or dealing with Corporation, or is the director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

ARTICLE EIGHT—GENERAL PROVISIONS

8.1 Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution and approval of the Board; provided, that if such a fiscal year is not fixed by the Board, it shall run from January 1st until December 31st.

8.2 Seal

The Board may, but shall not be required to, adopt a corporate seal to be in such form and to be used in such manner as the Board shall direct.

8.3 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board of Directors and committees.

8.4 Permanent Incapacity

Any member of the Board who shall be incapable of participating in the management and affairs of the Corporation for a continuous six (6) months shall be deemed to be "permanently incapacitated" within the meaning of the term as used in these Bylaws.

8.5 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.6 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks trust companies, or other depositories as the President may from time to time select with the approval of the Board of Directors.

8.7 Prohibition Against Loans

The Corporation is prohibited from making any loan to any Director or Officer of the Corporation.

Robert L. Borosage

Robert L. Borosage

CERTIFICATE

I, Robert Borosage, Chairman of the Board of Congressional Progressive Caucus Center a District of Columbia non-profit corporation, do hereby certify that the foregoing Bylaws were duly adopted as the bylaws of the Corporation on 19th day of September, 2017, by affirmative vote of the Directors of the Corporation then in office.