

FRIENDS OF GUATEMALA

March 30, 2021

To: Corporate Division
The Department of Consumer and Regulatory Affairs
Government of the District of Columbia
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as officers of Friends of Guatemala, submit the attached Bylaws, amending Friends of Guatemala Bylaws dated May 30, 1989, and attest that these amendments were approved by a majority of members submitting ballots by January 30, 2021.

BYLAWS OF FRIENDS OF GUATEMALA

(A Non-Profit Corporation Organized Under the Laws of the District of Columbia)

ARTICLE 1 OFFICES

The registered office of the Friends of Guatemala (hereinafter referred to as "the Corporation") shall be in the City of Washington, District of Columbia. The Corporation may also have offices at such other places both inside and outside the District of Columbia as the Board of Directors may from time to time determine.

ARTICLE 2 MEMBERS

Section 2.1 Definition: The corporation shall have as members each person who, during a membership year, pays dues, makes a financial contribution to the corporation in an amount equal to or greater than the membership dues for that membership year, or requests free membership for their first year after Peace Corps service.

Section 2.2 Rights and Limitations: Each such person shall have one vote in all elections and votes taken of the membership during the membership year. Elections and votes shall be by mail or e-mail ballot. No member of the Corporation shall act in the name of the Corporation without the prior written consent of the Board.

ARTICLE 3 BOARD, COMMITTEES

Section 3.1 Board of Directors: The business and affairs of the Corporation shall be under the control, supervision and direction of the Board of Directors of the Corporation (hereinafter referred to as "the Board" or "Board of Directors") who shall exercise or direct the exercise of all Corporation powers and do all such lawful acts and things that are not by statute or by the Articles of Incorporation or these Bylaws directed or required to be exercised and done by the members. The property of members of the Corporation, members of the Board of Directors, officers, employees, an executive director, agents, or volunteers shall not be liable for the debts

of the Corporation.

Section 3.2 Number, election, and term of office of Directors: There shall be seven members of the Board (hereinafter referred to as "members of the Board," "Board members," or "Directors").

Nominations to the Board shall be solicited by mail to all members of the Corporation. If a sufficient number of candidates are not in this way nominated, the Board shall appoint a nominating committee to solicit additional candidates.

All elections and all votes of members of the corporation shall be by mail ballot mailed to each current member of the corporation or by e-mail ballot. The seven candidates receiving the most votes shall be elected to the Board. There shall be no minimum response rate of written ballots from members of the corporation required for an election or a vote of members of the corporation to be valid.

Five members shall volunteer to serve as the initial Board until the completion of the first annual election to the Board. Subsequent elections shall be conducted every three years. Each newly elected Board member shall take office by June 1, or as soon as practicable after completion of the election process.

Section 3.3 Vacancies: Any vacancy on the Board of Directors shall be filled by a vote of a majority of the remaining Directors, though the remaining Directors constitute less than a quorum of the Board of Directors.

Section 3.4 Place of Meetings: Meetings of the Board of Directors, regular or special, may be held within the District of Columbia or elsewhere, and may be held via video or telephone conference, as the Board shall decide.

Section 3.5 Number of Meetings: The Board shall meet at least four times a year. A meeting shall be at the call of the President or any two members of the Board.

Section 3.6 Open Meetings: One Board meeting annually shall be open to all current members of the Corporation, except that part of a meeting held as an executive session to consider matters of an internal, administrative or confidential nature. A reasonable effort shall be made to notify all current members of the Corporation of the time and place of open meetings. A notice in a newsletter or an e-mail or social media post to members of the Corporation shall satisfy this requirement provided that the notice states that members of the Corporation may attend Board meetings and participate in the discussion, but that they may not make motions, second motions, or vote.

Section 3.7 Notice of Board Meetings: Board meetings shall be announced by e-mail or phone call to each member of the Board at least seven days before the Board meeting. In exceptional circumstances, meetings may be announced by a telephone call to each Director. Presence at a meeting shall constitute a waiver of notice by that Director.

Section 3.8 Quorum: Four Directors shall constitute a quorum for the transaction of business at

any meeting, and the act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. If a quorum is not present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting or may proceed with business under the rules given herein for Executive committee actions.

Section 3.9 Minutes: Minutes shall be kept of all meetings of the Board of Directors. Such minutes, after approval by the Board, shall become the official record of acts of the Board of Directors.

Section 3.10 Actions and Decisions: Actions and decisions in a meeting of the Board or any committee shall be in the form of a motion that is made by a member of the Board or committee, seconded by another member of the Board or committee and passed by a majority vote of members of the Board or Committee who are present and voting while a quorum is present. The minutes shall indicate who voted for and against each motion. No discussion or resolution shall be an act or decision of the Board of Directors or of a committee unless adopted in this manner and unless the minutes indicate who voted for and against the motion.

Section 3.11 Action without meeting: Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting via video or telephone conference if a consent via e-mail, setting forth the action to be taken, shall be agreed to by a majority of the Directors entitled to vote with respect to the subject matter thereof. Such interim actions shall become part of the minutes of the next Board meeting.

Section 3.12 Executive Committee: The Board of Directors, by resolution adopted by a majority of the Board, may designate three or more members of the corporation to constitute an executive committee. Such committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation. Actions and decisions by an executive or other committee shall be in the same manner as provided in section 3.10 of these Bylaws. The establishment and operation of an executive committee or other committee shall not relieve the Board of Directors or any member thereof, of any responsibility imposed by law or these Bylaws.

Section 3.13 Executive Committee proceedings: The executive committee shall keep regular minutes of its proceedings and report the same to the Board upon request. These minutes shall become part of the minutes of the corporation.

Section 3.14 Committees other than executive committee: The Board may select committees in addition to an executive committee. Such committees, if any, shall keep minutes of their activities and regularly report to the Board. Such minutes shall become part of the minutes of the Corporation. Such committees may not perform any function except those specifically delegated to it by the Board of Directors in writing. Such committee may be requested to study issues and questions and to report and make recommendations to the Board of Directors but such committee shall not make policies for the Board or carry out actions that properly are the

responsibility reserved for the Board itself.

Section 3.15 Expenses: No Director or member of the executive committee or other committee may be paid or reimbursed for travel expense to attend any meetings of the Corporation or for any other expense, unless such expense is approved in advance by a vote of the Board of Directors. Directors and others working on behalf of the Corporation may be reimbursed actual printing, postage, telephone and similar expenses, for actions approved in advance by the Board. No one will be paid a wage or salary unless such authority is first granted by a majority vote of the members of the Corporation and the work or objective is approved by the Board before the work is performed.

Section 3.16 Conflict of Interest: Directors, members of the executive committee and other committees must recuse themselves from any actions and financial or other decisions of the Corporation that may benefit them personally, their immediate family or organizations other than FOG with which they are affiliated.

Section 3.17 Confidentiality: Directors, members of the executive committee and other committees must not share any personal information of members or donors with any person or organization without express written permission from the member or donor, except for information required by the IRS.

ARTICLE 4 OFFICERS

Section 4.1 Number: The officers of the Corporation shall consist of a president, who shall also be chairman of the Board of Directors, a vice president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Each officer of the Corporation must be a current member of the Board of Directors.

Section 4.2 Selection: The Board of Directors, at its first meeting after an annual election, or by written ballot without holding a Board meeting, shall select a president, a vice president, a secretary and a treasurer.

Section 4.3 Other officers: The Board of Directors may select other officers and agents, such as a newsletter editor or an executive director, as it deems necessary who shall hold their offices for such terms and shall have authority and perform duties as shall be determined from time to time by the Board except that the term of office of these other officers shall not exceed the term of office of the Board that appoints them, unless renewed by a new Board.

Section 4.4 Compensation: No wages or salaries shall be paid to these other officers and agents unless the amount or rate of such compensation is approved by a vote of the Board before the work is commenced.

Section 4.5 Removal, vacancies: Any officer or agent of the Corporation (other than a member of the Board or the office of the president, vice president, secretary or treasurer of the Corporation) may be removed by the Board of Directors, with or without cause, upon a 30-day

written notice. Any member of the Board of Directors may be removed by the Board of Directors from office and/or the Board of Directors with adequate cause. Any vacancy occurring in the office of the president, vice president, secretary or treasurer of the Corporation by death, resignation, removal or otherwise shall be filled by a majority vote of the remaining members of the Board of Directors even though they constitute less than a quorum.

Section 4.6 President: The president shall be the chief executive officer of the Corporation, shall preside at all meetings of the members of the Corporation and of the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the members of the Corporation and of the Board of Directors are carried into effect. He or she shall execute bonds and other contracts which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 4.7 Vice president: In the absence, disability, or refusal to act by the president, the vice president shall perform the duties and exercise the powers of the president, and when acting shall have all the powers of and be subject to all the restrictions of the president. The vice president may perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.8 Secretary: The secretary shall keep minutes of the meetings of the members of the Corporation and of the Board of Directors, send a copy of all minutes to each member of the Board within two weeks after such meeting, and maintain electronic or paper files of all minutes; be custodian of the corporate records; keep a register of members; and in general performs all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 4.9 Treasurer: The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all money and other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors.

The treasurer shall disburse the funds of the Corporation as may be requested by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the president or Board of Directors so request, an account of all his or her transactions as treasurer.

The Board of Directors may obtain a bond, or alternatively, Director and Officer's Insurance, or both, covering the financial operations of the Corporation.

Each year the treasurer shall post or otherwise make public a report summarizing the financial transactions and status of the Corporation for the previous fiscal year.

Expenditures in excess of \$500 shall be approved by the Board of Directors and these decisions shall be recorded in minutes of the Corporation.

ARTICLE 5 FUNDS

Section 5.1 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in banks, trust companies or other depositories selected by the Board of Directors.

Section 5.2 Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Such gifts shall be promptly recorded in the records of the Corporation and deposited as provided in section 5.1 of these Bylaws.

Section 5.3 Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority must be confined to specific instances.

ARTICLE 6 FINANCIAL RECORDS, MINUTES, AUDIT

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of members of the Corporation, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office or at the residence or office of the secretary a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, and by the general public, for any proper purpose at any reasonable time and after receipt of a written request stating the purpose of the inspection. Every 3 years or when a majority of the Board changes, the books of account shall be audited by an independent certified public accountant or CPA firm obtained and paid by the Corporation. A copy of such audit report shall be furnished to all members of the Board of Directors immediately upon receipt by the Corporation.

ARTICLE 7 FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE 8 BUDGET AND FINANCIAL OPERATION

The financial operation of the Corporation shall be conducted in accordance with a budget submitted by the president and approved by the Board of Directors.

ARTICLE 9 ANNUAL MEETING

The president shall be responsible for conducting the annual meeting of members of the Corporation as specified in Section 3.6 of these Bylaws. The president may appoint others to help in various capacities associated with the annual meeting. The Board of Directors shall be kept informed of plans and arrangements for the annual meeting and the Board shall approve the budget and any expenses for the annual meeting.

ARTICLE 10 INDEMNIFICATION, INSURANCE

Section 10.1 Indemnification for actions other than actions by or in the right of the Corporation:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, officer, employee, agent or volunteer of a corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by his or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 10.2 Indemnification for actions by or in the right of the Corporation:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 10.3 Expenses and attorneys' fees: To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 10.1 and 10.2 of the Bylaws, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 10.4 Determination of right to indemnification: Any indemnification under sections 10.1

and 10.2 of these Bylaws, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in section 10.1 and 10.2 of these Bylaws. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 10.5 Indemnification prior to final disposition of an action: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in section 10.4 of these Bylaws upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it is determined that he or she is not entitled to be indemnified by the Corporation as authorized in article 10 of these Bylaws.

Section 10.6 Indemnification not exclusive: The indemnification provided by article 10 of these Bylaws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested directors or others, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10.7 Insurance: The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this article 10 of the Bylaws. The Corporation shall obtain such other Insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of the Corporation as prudent to the Board in the circumstances.

ARTICLE 11 AMENDMENTS TO THESE BYLAWS

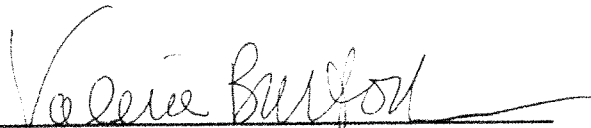
These Bylaws may be amended by a majority affirmative written vote of those members of the Corporation who return the written vote or ballot.

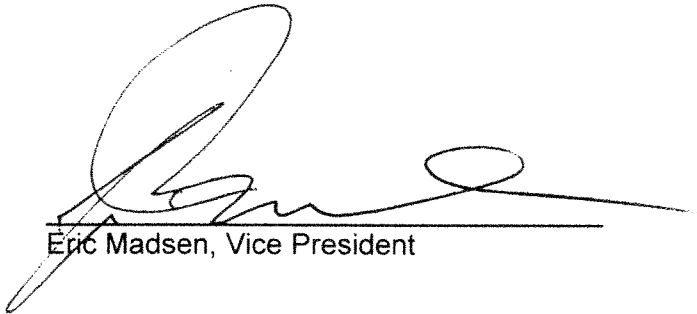
ARTICLE 12 DISSOLUTION OF THE CORPORATION


Upon dissolution of the Corporation, Board members must make every reasonable effort to distribute assets according to established guidelines and in accordance with prior expressed wishes of donors. No Board member may benefit from distributed assets. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, to organizations primarily benefiting education in Guatemala.

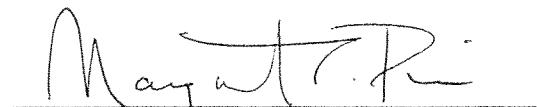
CERTIFICATION OF AMENDMENTS

The undersigned officers of Friends of Guatemala hereby certify that the original Bylaws, dated May 30, 1989, have been amended, as reflected in this document, by a vote of the membership concluded January 30, 2021. Certified this 31 day of March, 2021.


Valerie Burton, President


Eric Madsen, Vice President


Hannah Gdalan, Secretary


Margaret Rice, Treasurer