

**BYLAWS
OF
UNITED CEREBRAL PALSY, INC.**

**ARTICLE I
NAME AND PURPOSE**

1.1 Name. The name of the Corporation is UNITED CEREBRAL PALSY, INC. (hereinafter “UCP” or “Corporation”), a District of Columbia non-profit corporation.

1.2 Purpose. The purpose of the Corporation shall be to promote the independence, productivity and full citizenship of people with disabilities through an affiliate network.

**ARTICLE II
MEMBERSHIP**

2.1 Members. The Members of the Corporation shall be the affiliated United Cerebral Palsy organizations which have committed to affiliate status in writing, and are in compliance with the standards for affiliate status at the time of the Annual Meeting of the Corporation. Members will designate a set number of geographic regions for organizational purposes, in accordance with criteria to be approved by the Members.

2.2 Criteria for Membership. The Trustees of the Corporation shall, from time to time, set forth the criteria for affiliate status and shall promulgate the rules and regulations whereby United Cerebral Palsy entities acquire and maintain affiliate status. The criteria require ratification by the Members. Such criteria, rules and regulations shall be publicly available and any subsequent changes thereto shall be made known to the membership in a timely manner and for a reasonable time before any changes are implemented or applied to affiliates.

2.3 Authority of Members. Except as may otherwise be set forth in the Articles of Incorporation, these Bylaws, and as provided by the relevant state and federal statutes, Members of the Corporation shall have the authority to vote for the election of Trustees, to vote for the election of the members of the Professional Council, to amend the Bylaws in accordance with the provision set forth below, and to conduct and act upon such other business as may come before the meetings of the Members.

2.4 Termination of Members. No Member may be suspended, terminated or expelled except pursuant to a procedure that is conducted in good faith and in accordance with applicable District of Columbia statutes and regulations. The Trustees shall establish a procedure to suspend, terminate and expel Members, and any subsequent changes thereto, and shall present these to the Members for ratification. Any procedures shall include, but not be limited to, written notice to the Member of the intended action and the reasons thereof, an opportunity for the Member to prepare and present an explanation or defense, and a written determination, all to be conducted in a timely manner. An appeal process shall be available in the event a Member wishes to challenge such a decision. A Member otherwise in good standing as an affiliate does not automatically lose its membership during this process.

ARTICLE III
MEMBERSHIP MEETINGS

3.1 Annual Meeting. The Annual Meeting of the Membership of the Corporation shall be for the election of the Trustees and Professional Council, and the transaction of such other business as may come before the Annual meeting. It shall be held at such date, time and place as shall be determined by the Trustees. The Trustees may designate such other regular meetings of the Membership as it deems appropriate in accordance with these provisions.

3.2 Reporting at Annual Meeting. At each Annual Meeting of the Members, the Trustees shall report in form and substance as may be required by law, these bylaws, the policies and procedures in effect, or requested by the Members, on the activities of the Corporation, which information shall be reflected in the minutes of the meeting and kept with the records of the Corporation.

3.3 Special Meetings. A Special Meeting of the Members, except as otherwise provided by law, may be called by a majority of the Trustees, or by the Chair of the Corporation, and shall be called upon the delivery to the Chair or Secretary of a written request of no less than ten (10%) percent of the Members of the Corporation, in good standing and eligible to vote at a meeting at the time, which request shall state the purpose(s) of the meeting. Such meeting shall be called and held within a reasonable time after receipt of such request, but not less than two (2) nor more than three (3) months from the date of the request.

3.4 Notice. Written notice of each meeting of the Members, stating the date, time and place of the meeting, and if a Special Meeting, identifying the person or body calling the Special Meeting and stating that the notice is being issued by or at the direction of that person or body and the specific purpose of the Special Meeting, shall be delivered at least ten (10) but not more than fifty (50) days before the meeting to the address of the Member listed with the Corporation. A written waiver of Notice signed by the Member entitled to Notice, whether before or after the meeting, shall be the equivalent of Notice. The attendance of a Member at a meeting, without protest of the lack of Notice, shall constitute a Waiver of Notice of such meeting.

3.5 Members Certification and Voting List. The Corporation shall maintain a list at all times of the Members in good standing, in accordance with the criteria established by the Corporation, and shall make available the list for inspection at all reasonable times. With the Notice of any Annual or Special meeting, a list of the Member Affiliates eligible to participate and vote at the meeting, as of a date certain set by the Trustees before the meeting, shall be attached to the Notice, or the method to obtain or access such list shall be included with the Notice. There shall be established by the Trustees a procedure for a Member to challenge its exclusion from the list, and a resolution of such challenges timely raised shall be achieved prior to the meeting.

3.6. Quorum. At any meeting of the Members of the Corporation, forty percent (40%) of the total number of Members entitled to vote at meetings of the Corporation provided such majority consists of Members present in person or by proxy, shall constitute a quorum for all purposes. In the absence of a quorum, a meeting may be adjourned from time to time by a majority of those present at the meeting. Each Member shall advise the Corporation's Secretary, in writing prior to the meeting, of the identity of the Member's representative who shall be the individual to be counted for the purposes of the quorum and voting.

3.7. Voting. Each Member entitled to vote shall be entitled to one (1) vote in person on all matters properly submitted at an Annual or Special meeting. Any Member may vote by and through a proxy granted in accord with District of Columbia law and such policies and procedures as may be determined by the Board of Trustees.

3.8 Action Without a Meeting. Whenever the Members are required or permitted to take any action by vote, such action may be taken without a meeting if (a) the corporation delivers a ballot to every Member entitled to vote on the matter; (b) the ballot is in the form of a record (which could include an electronic ballot or email) that sets forth each proposed action; the ballot provides an opportunity to vote for or withhold a vote for each candidate in the case of a Trustee election and provides an opportunity to vote for or against each other proposed action. All solicitations for votes by ballots must indicate the number of responses needed to meet the quorum, state the percentage of approvals necessary to approve each matter other than the election of Trustees, and specify the time by which a ballot must be received by the Corporation to be counted. Approval by ballot shall be valid only when the number of votes cast equals or exceeds the quorum required to be present at an Annual or Special Meeting, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at an Annual or Special Meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Such ballots received shall be filed with the Corporate minutes.

ARTICLE IV **BOARD OF TRUSTEES**

4.1 Number and Election. The business, property and powers of the Corporation, except as reserved to the Members or otherwise, shall be exercised by a Board of Trustees of not fewer than ten (10) nor more than twenty-five (25) Trustees, elected by not less than a plurality of the Members at the Annual meeting or a Special meeting. Each Member may vote for a number of Trustees equal to the open positions for Trustees; there shall be no cumulative voting. Within the foregoing limits, the number of Trustees may be fixed for the ensuing year by a vote of the Members at each Annual Meeting, subject to alteration, however, from time to time, by a vote of the Members at any Special Meeting, provided that no reduction in the number of Trustees shall affect any Trustee whose term of office shall not have expired. Any and all vacancies on the Board of Trustees, created by an increase determined by the Members in the number of Trustees, or caused by a Trustee's death, resignation or otherwise, may be filled by a vote of the Members at a Special Meeting in the same manner as at an Annual Meeting. In the interim any and all vacancies on the Board of Trustees may be filled by the affirmative vote of a majority of the then members of the Board of Trustees, though less than a quorum of the Board, and such individuals elected may serve to the date of the next Annual Meeting, unless replaced sooner by the Members. *Ex Officio*, *Emeritus*, and Honorary Trustees shall not be counted as part of the maximum of twenty-five Trustees. The Trustees eligible for election at the Annual or a Special Meeting shall be proposed by the Nominating Committee, except that nominations from the floor at the Annual or a Special Meeting may be made by the Members, with the support of no less than ten (10%) percent of the Members in good standing and who are present in person or by proxy at the meeting. Employees of the Corporation or its Members may only serve as *Ex Officio* Trustees.

4.2 Term. Trustees shall serve for a term of two years beginning October 1, if elected at the Annual Meeting of the Members. Trustees shall serve for a term beginning on the date of election and expiring on September 30 following the next Annual Meeting, if elected in the interim. Trustees

may serve a maximum of three consecutive two-year terms, after which there must be a break of at least one year before the individual may be reelected as a Trustee. A Trustee whose term expires while he or she is serving as an Officer may, at the Board's discretion, have the term extended one year to complete service as an Officer pursuant to Section 6.1. The Trustees and the Nominating Committee shall take appropriate steps as may be necessary from time to time, including nominating individual Trustees for one year terms, to maintain staggered terms for Trustees.

4.3 Powers. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the property and powers of the Corporation shall be exercised by the Board of Trustees, including but not limited to, fulfillment of fiduciary obligations, oversight of general resources, and governance of the Board and its operations.

4.4 Resignation. Any Trustee may resign at any time by delivering a written resignation to the Chair or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt, and acceptance of such resignation shall not be necessary to make such resignation effective.

4.5 Removal. Any of the Trustees may be removed by the Members, with or without cause, at any Annual or Special Meeting, in accordance with applicable laws or regulations. Removal of a Trustee by the Members shall require a two-thirds vote of all eligible Members present in person or by proxy. The Board of Trustees may suspend a Trustee, without cause, by a vote of three-quarters of the total number of all Trustees, and recommend removal to the Members. The Board of Trustees may remove a Trustee with cause by a vote of three-quarters of the total of all the Trustees.

4.6 Emeritus Trustees. Upon recommendation by the Nominating Committee, the Trustees may elect one or more *Emeritus* Trustees, with the right to attend all meetings of the Board. *Emeritus* Trustees may attend Board meetings, but shall not have the authority to make or second motions, vote, or serve as an Officer, and shall not be counted as part of a quorum. The term for an *Emeritus* Trustee shall be two years. There may be no more than three (3) *Emeritus* Trustees serving at any one time. *Emeritus* Trustees shall be indemnified pursuant to Section 9.7 of these Bylaws.

4.7 Ex Officio Trustees. There shall be two *Ex Officio* Trustees, the President/Chief Executive Officer and the Chair of the Professional Council, who shall be full members of the Board of Trustees. A person shall serve as an *Ex Officio* Trustee only so long as the period of time the person holds the position of President/Chief Executive Officer or Chair of the Professional Council. Each *Ex Officio* Trustees shall have the right to vote, to attend and participate in all meetings, to make or second a motion, to be counted as part of a quorum, and, if so appointed or elected, to serve on Committees. *Ex Officio* Trustees shall be indemnified pursuant to Section 9.7 of these Bylaws.

4.8 Honorary Trustees. In recognition of outstanding contribution to the community and commitment to the organization, or in recognition of an individual's special talent that might be drawn on from time to time, the Board of Trustees may elect individuals to serve as Honorary Trustees. Honorary Trustees may attend Board meetings, but shall not have the authority to make or second motions, vote, or serve as an Officer, and shall not be counted as part of a quorum. Honorary Trustees shall be indemnified pursuant to Section 9.7 of these Bylaws.

ARTICLE V
MEETINGS OF THE BOARD OF TRUSTEES

5.1 Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as may be determined by the Board of Trustees, but no fewer than three times each year, no less than two of which shall be in person. An annual meeting schedule for the Board of Trustees will be published and distributed no less than 30 days prior to the first scheduled meeting of the fiscal year. Special meetings may be called at any time upon the call of the Chair of the Board of Trustees, the Vice-Chair, or any three Trustees. Any such regular or special meetings may be held at any place within or without the District of Columbia. The Secretary shall give notice of each Special Meeting by mailing the same, or orally, or by electronic or telephonic transmission of the same, not later than seven days before the meeting for notice by mail, or three days before the meeting for oral, electronic, telephonic or other notice, to each Trustee. No notice need be given of any scheduled regular meeting.

Any action required or permitted to be taken by the Board of Trustees, or any Committee thereof established pursuant to these Bylaws, may be taken without a meeting if all members of the Board of Trustees or of such Committee, as the case may be, consent unanimously in writing to the adoption of a resolution authorizing such action. Such resolution and the written consents thereto shall be filed with the minutes of the Board of Trustees or of such Committee, as the case may be.

Any one or more members of the Board of Trustees, or any Committee thereof established pursuant to these Bylaws, may participate in a meeting of the Board of Trustees or of such Committee, as the case may be, by means of conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

5.2 Quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, forty percent (40%) of the Board of Trustees shall constitute a quorum for the transaction of business. If there shall be less than a quorum at any meeting of the Board of Trustees, the majority of those present (or if only one be present then that one) may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice. *Ex Officio* and *Emeritus* Trustees shall not be counted as part of the quorum, except as otherwise provided in Section 4.7.

5.3 Voting. Except as otherwise provided by law, the Articles of Incorporation, or the Bylaws, the affirmative vote of at least a majority of the Trustees with voting rights present at any meeting with a quorum shall be required for the transaction of any and all business as may come before the Board of Trustees.

Each Trustee, including the *Ex Officio* President/Chief Executive Officer and the *Ex Officio* Chair of the Professional Council (but not including *Emeritus* or Honorary Trustees) shall have one vote. Any Trustee with a right to vote present at a meeting of the Board at which action on a corporate matter is taken, shall be deemed to have assented to the action taken unless that Trustee has entered his or her dissent in the minutes of the meeting prior to the adjournment of the meeting.

ARTICLE VI

OFFICERS

6.1 Officers. The Officers of the Corporation shall be a Chair, a Vice-Chair, a President/CEO, a Secretary and a Treasurer. The Chair, Vice Chair, Secretary and Treasurer shall be elected from among the eligible Trustees. Any two elected offices may be held by the same person, except that the Chair may not also serve as the Treasurer or Secretary during his or her term as Chair. The President/Chief Executive Officer, who shall be an employee of the Corporation, shall serve as an *Ex Officio* Officer of the Corporation, but may not also serve as Chair, Vice Chair, Secretary or Treasurer.

Officers, except the President/CEO, shall be elected by the Trustees to serve a term of two (2) years; Officers, except the President/CEO, may serve two (2) consecutive terms only in such position, and shall serve until their successors have been elected and qualify, unless sooner removed as herein provided. An Officer whose term as a Trustee expires during a two (2) year period of service as an Officer may remain a Trustee, at the discretion of the Board, until the completion of that two (2) year term as Officer, unless removed sooner. An Officer who is an employee of the Corporation may receive such salary or compensation as may be authorized by the affirmative vote of the Trustees for his or her services as an employee. No Trustee may receive compensation for his or her services as a Trustee; however, Trustees may be reimbursed for their reasonable expenses incurred in carrying out their duties as Trustees including, but not limited to, travel and other related expenses.

The Board of Trustees, at any time and from time to time, may appoint such other Assistant Officers or agents, who may be paid staff of the Corporation, as may be deemed necessary or desirable, may prescribe the powers and duties of each, and may fill temporarily any vacancy which may occur of any Officer except the Chair. Any Assistant Officers or agents who are not already members of the Board of Trustees shall not become members of the Board by virtue of their appointment as an Assistant Officer or agent. Any temporary appointment of an Officer shall expire no later than the next meeting of the Board at which officers are generally elected.

6.2 Chair. The Chair shall preside at all meetings of the Board of Trustees and the Members of the Corporation, and shall perform such other functions as the Members or Board of Trustees may from time to time direct. Unless he or she may be a regular member thereof, he or she shall be an *Ex Officio* (without vote) member of all Committees.

The Chair shall have the powers and duties exercised by and incident to the office of the Chair, and shall have such other powers and duties as from time to time may be assigned or directed by the Members or the Board of Trustees. In the absence or inability of the Chair, the Vice-Chair has the duty to call and preside over meetings of the Board of Trustees and the Members of the Corporation.

6.3 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or inability of the Chair, and whatever other powers and duties are designated by the Chair, the Trustees, or the Members.

6.4 Secretary. The Secretary shall keep a full and correct record of the proceedings of the Members of the Corporation and of the Board of Trustees, shall issue notices for meetings of the

Members of the Corporation and of the Board of Trustees, shall keep in his or her custody the seal of the Corporation and its archives and correspondence, and shall affix the seal when authorized by the Members or the Board of Trustees. The Secretary shall generally perform the entire duties incident to the office of Secretary and such other duties as from time to time may be assigned or directed by the Members or the Board of Trustees. The Board of Trustees may appoint one or more Assistant Secretaries, who are not required to be Trustees, to assist with the duties.

6.5 Treasurer. The Treasurer shall have charge of and be responsible for the funds, properties, receipts and disbursements of the Corporation, and cause to be rendered to the Members, the Board of Trustees, and the Chair, regular statements of the financial condition of the Corporation. He or she shall have such other powers and duties as from time to time may be assigned or directed by the Members or the Board of Trustees. The Board of Trustees may appoint one or more Assistant Treasurers, who are not required to be Trustees, to assist with the duties.

6.6 President and Chief Executive Officer. The Trustees shall, with consideration of any recommendation of the Professional Council, confirm the appointment of a President/Chief Executive Officer for UCP who shall be responsible for the daily operations of the Corporation and its programs. He or she shall be an *Ex Officio* member of the Board (with vote), the Professional Council (without vote), and all Committees (without vote). He or she shall also serve as an Officer of the Corporation. The President/Chief Executive Officer shall take direction from, and shall report to, the Board of Trustees. Except as may otherwise be provided by law, the President/Chief Executive Officer may be removed, with or without cause, by the affirmative vote of the majority of Trustees, considering any recommendation of the Professional Council. The compensation for the President/Chief Executive Officer shall be approved by the Trustees.

6.7 Resignation. Any Officer may resign at any time by delivering a written resignation to the Chair or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt, and no acceptance of the resignation shall be required.

6.8 Removal. Subject to applicable laws and regulations, any Officer shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of the Trustees.

ARTICLE VII

PROFESSIONAL COUNCIL

7.1 Professional Council. There shall be a five-person Professional Council, serving as a representative group of the affiliates, consisting of one Executive Officer of an affiliate in good standing elected from each of the four geographic regions of affiliates as designated by the Members, and an at-large affiliate Executive Officer. The names of the representatives from the geographic regions shall be transmitted by each region to the Nominating Committee for inclusion in the slate of nominees for the Professional Council; the Nominating Committee shall propose the at-large nominee. In the event the Members fail to designate geographic regions of Affiliates, all five nominees shall be at-large, and proposed by the Nominating Committee. The Professional Council members shall designate a Chair. A Trustee (except for the *Ex Officio* Professional Council Chair and President/Chief Executive Officer) may not be a member of the Professional Council. The President/Chief Executive Officer shall be an *Ex Officio* member of the Professional Council, with no vote.

7.2 Nomination and Election. The Members, who are present and certified to vote, at the Annual Meeting shall elect the at-large member and ratify the regional elections of the other four members of the Professional Council from the nominees proposed by the Nominating Committee, in accordance with Section 1 of this Article. The Chair of the Professional Council shall be an *Ex Officio* member of the Board of Trustees. The Trustees may fill a vacancy on the Professional Council with another affiliate Executive Officer until the next Annual or Special Meeting of the Members.

7.3 Term. Members of the Professional Council shall serve a two (2) year term. Members may be reelected but may only serve a maximum of two (2) consecutive two-year terms.

7.4 Powers and Purposes of the Professional Council. The Professional Council shall report to the Board of Trustees and shall have and may exercise such functions and responsibilities as assigned by the Trustees when it is not in session, except such powers, if any, as the Articles of Incorporation or law reserve to the Members or the Board of Trustees, or as the Members or the Board of Trustees may specifically reserve to itself, or as may be specifically assigned to any other Committee or any Officer of the Corporation. Any action sought to be taken by the Professional Council will require ratification by the Trustees.

The Professional Council may make and adopt such rules and regulations as it deems desirable for its own activities and the conduct of its business, and may appoint such ad hoc Committees and task forces as it may deem necessary. A majority of all members of the Professional Council, but not less than three, shall be a quorum thereof.

The purposes of the Professional Council shall be to provide Affiliates with a voice in UCP, to be a barometer of best practices for the organizations, and to foster a strategic vision of UCP and the affiliates. In addition to whatever other duties may be delegated to it by the Trustees, it may provide guidance with policies, review budgets, assess and monitor the annual business plan, review and evaluate organizational outcomes, and facilitate the activities of the resource committees.

ARTICLE VIII **COMMITTEES**

8.1 Standing Committees. There shall be standing committees, including but not limited to, the Nominating Committee, the Finance Committee, the Audit Committee, the Affiliate Services Committee, and the Public Policy Committee. Except as may otherwise be provided in these Bylaws, the Trustees shall designate annually the Chair and members of each Committee, which shall include no fewer than two Trustees. A member of the Professional Council shall serve *Ex Officio* with full voting rights on each Standing Committee. Each Committee may be assigned, as *Ex Officio*, non-voting members, staff from UCP or from an affiliate. The Trustees shall set forth, from time to time, the duties of each Committee. The Committee will keep minutes of its actions and deliberations, and shall report in writing regularly to the Board of Trustees and the Professional Council. Recommendations of the Committees for action require ratification by the Board of Trustees unless there is a specific written delegation of authority from the Trustees to the Committee. Bylaws provisions for the Board of Trustees, setting forth requirements for quorum, voting, resignation and removal, shall apply to all Committees. The Board of Trustees, in its discretion, may establish other ad hoc or special Committees pursuant to Section 8.7.

8.2 Finance Committee. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall be responsible for oversight of assets, investments, and budgets. The Finance Committee's responsibilities shall include, but not be limited to, preparation and recommendation of the budget, periodic review and oversight of the Corporation's finances and financial statements, investments and investment policies, grants and loans to affiliates, the review of required federal and state government financial filings, and such other duties assigned by the Board. The Chief Financial Officer (without a vote if an employee of the Corporation) shall be an *Ex-Officio* member of the Committee.

8.3 Audit Committee. The Treasurer may serve on but not be Chair of the Audit Committee. No more than a minority of the Audit Committee members duly appointed by the Board may also serve on the Finance Committee. The Audit Committee's responsibilities shall include, but not be limited to, review and selection of independent auditors, review and recommendation to the Board of the audit, oversight of recommendations from the auditors, and such other duties as assigned by the Board which do not conflict with the Committee's other responsibilities.

8.4 Nominating Committee. The Nominating Committee shall be composed of no fewer than five (5) individuals appointed by the Trustees. No member of the Committee is eligible to be nominated for a Trustee position during or immediately following his or her service on the Committee. No member of the Nominating Committee, except an *Ex Officio* Professional Council member, shall be eligible to be elected to any other elected body of the Corporation. The Nominating Committee shall propose to the members a slate of candidates for election to the Board of Trustees pursuant to Section 4.1 of these bylaws. In addition, the Nominating Committee shall be responsible for assessing the activities and operation of the Board of Trustees, for establishing criteria for Trustee eligibility, for overseeing the individual assessments of Trustees and elected Officers, and such other duties as assigned by the Board.

8.5 Affiliate Services Committee. The Affiliate Services Committee shall be responsible for (a) enforcing policies and procedures that affect affiliates and their operations as governed by the affiliation agreement, (b) offering assistance and guidance to member affiliates, (c) strengthening the UCP network by identifying and evaluating potential members and making recommendations to the Board of Trustees, and (d) performing such other duties as assigned by the Board.

8.6 Public Policy Committee. The Public Policy Committee shall be responsible for (a) affecting social, governmental and political issues and concerns relevant to the member affiliates, people with disabilities, and their families, (b) determining how UCP can anticipate and adjust to public policy trends in order to more effectively achieve its goals and fulfill its mission; (c) recommending the formulation and adoption of basic policies, positions and advocacy activities concerning broad public policy issues; (d) engaging, as appropriate, in legal advocacy; and (e) such other duties as assigned by the Board.

8.7 Other Committees. There may be such other Committees of a Special or ad hoc nature as may from time to time be determined by the Board of Trustees, each of which shall consist of at least two Trustees, including a Chair, designated by the Board of Trustees, and one (1) member of the Professional Council. The Chair of each such Committee generally shall be a Trustee, and shall serve as Chair at the pleasure of the Board of Trustees. Committees shall have such powers, duties and functions as may be, and only for so long as they are, conferred upon them by resolution of the Board of Trustees.

8.8 Rules and Regulations. Any Committee may adopt rules and regulations consistent with these bylaws for the conduct of its business, subject to the review of the Board of Trustees.

ARTICLE IX

MISCELLANEOUS PROVISIONS

9.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation in a circle and the year of its incorporation in the center.

9.2 Contracts. No contracts may be entered into on behalf of the Corporation unless and except as authorized by the Board of Trustees, acting through the President/Chief Executive Officer; any such authorization may be general or confined to specific instances.

9.3 Financial Instruments. All checks, drafts, endorsements, notes and other evidences of indebtedness of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation, and in such manner, as the Board of Trustees from time to time may determine.

9.4 Loans to Officers and Trustees. No loans shall be made by the Corporation to its Trustees or Officers.

9.5 Asset Management. The funds of the Corporation may be retained in whole or in part in cash, or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Trustees in its uncontrolled discretion may deem desirable, provided that such is consistent with the Articles of Incorporation and applicable federal and state law. All funds of the Corporation not otherwise invested shall be deposited in such banks or other depositories as the Board of Trustees may from time to time determine.

9.6 Amendment. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, at any Annual or Special meeting of the Members of the Corporation. The Board of Trustees shall have the power to recommend that the Bylaws be altered, amended or repealed, or that the Members adopt new Bylaws, provided any such recommendation with respect to any Bylaw is by a majority vote of the total number of Trustees authorized to be in office for that year, and further, that such action is ratified by the Members at the next Annual meeting or at a Special Meeting called for the purpose. Any proposed amendment(s) shall be provided to the Members with the Notice of Meeting, in written form.

9.7 Conflicts of Interest. The Trustees shall adopt a policy prohibiting transactions which create conflicts of interest on the part of Trustees, Officers, Professional Council members, Committee Members and professional staff, with the interests of UCP and the fiduciary and corporate responsibilities of Trustees, Officers, Committee Members and professional staff. The policy shall be reviewed on a regular basis and, from time to time, updated to reflect evolving practices and law in the area. The policy documents shall be made widely available, including to prospective and newly elected Trustees, Officers, Committee Members and professional staff. The conflict of interest policy shall be acknowledged annually in writing by Trustees, Officers, Committee Members and professional staff to establish that he or she has knowledge of the policy and is prepared to comply therewith. A conflict of interest may exist when the interest or activities of any Trustee, Officer, Committee Member or professional staff member may be seen as competing with the

interests and activities of the Corporation, including when the Trustee, Officer, Committee Member or professional staff member may derive a financial or other material gain as a result of a direct or indirect relationship. The policy shall provide that any potential or actual conflict of interest must be disclosed promptly to the Chair or the President/Chief Executive Officer or their designees, and a record of the disclosure shall be made. When a conflict of interest exists or may exist, the individual who may have the conflict shall, in addition to prompt and full disclosure, refrain from any acts (including participation in discussions or a vote on the matter) which may be part of the final deliberations or decision regarding a matter under consideration. The minutes or record of any deliberation or decision shall set forth the disclosure of the conflict and recusal by the party with the conflict.

9.8 Indemnification. The Corporation shall, to the fullest extent authorized by law, indemnify any present or former Officer, Trustee, *Ex Officio* Trustee, *Emeritus* Trustee, Honorary Trustee or Committee member of the Corporation or the personal representative thereof, made or threatened to be made a party in any civil or criminal action, suit or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a Trustee or Officer of the Corporation, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Corporation or as part of their duties, against reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of the successful defense of such action, suit or proceeding or any appeal therein. The Corporation shall, to the fullest extent authorized by law, indemnify any present or former Officer, Trustee, *Ex Officio* Trustee, *Emeritus* Trustee, Honorary Trustee or Committee member of the Corporation or the personal representative thereof, made or threatened to be made a party in any civil or criminal action, suit or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a Trustee or Officer of the Corporation, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Corporation or as part of their duties, against judgments, fines, excise taxes, amounts paid in settlement and reasonable expenses, including attorney's fees, with respect to a particular proceeding if he or she (i) acted in good faith, (ii) reasonably believed that the conduct was in the best interests of the Corporation, and (iii) in a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. In any event, the Corporation may not indemnify a director or officer without a prior formal determination and authorization (by a majority vote of the disinterested Trustees), made on a case-by-case basis, that the present or former Officer, Trustee, *Ex Officio* Trustee, *Emeritus* Trustee, Honorary Trustee or Committee member of the Corporation or the personal representative thereof has complied with applicable standards of conduct making such indemnification permissible.

The foregoing right of indemnification shall not be deemed exclusive of any and all other rights to which any such person may be entitled apart from this provision. The Board of Trustees is authorized to adopt resolutions and to approve agreements, not inconsistent with law, to expand any indemnifications provided herein.

The Corporation shall maintain liability insurance with limits of coverage no less than would allow any present or former Officer, Trustee, *Ex Officio* Trustee, *Emeritus* Trustee, Honorary Trustee, Committee member, or other volunteer who performs services for the corporation and who does not receive compensation other than reimbursement of expenses for those services of the Corporation to qualify for immunity from civil liability pursuant to District of Columbia law.

The indemnification provided herein may be expanded by resolution of the Trustees in the event the law, now or in the future, permits more liberal indemnification. In the event the law or the indemnity provisions of these Bylaws, now or in the future, are rescinded, adversely modified or diminished, in whole or in part, the indemnification provided hereunder as to matters that have therefore accrued shall remain at the level applicable hereunder at the time the action or event giving rise to the right of indemnification hereunder has occurred, irrespective of the applicable provisions at the time indemnification is actually requested.

9.9 Procedure. Meetings of Members and Trustees may be guided by Roberts Rules of Order when procedural issues arise.

9.10 Authority to Amend. The Board of Trustees shall have the authority to amend the Bylaws between meetings of the Members as the Board may determine to be necessary, subject to ratification of the Members at the next meeting of the Members.

9.11 Effective Date and Terms of Transition. The implementation of the Bylaws shall be effected in accord with such resolutions as may be adopted by the Members or the Board of Trustees. Otherwise, the Bylaws shall be effective upon adoption.

**THE FOREGOING DOCUMENT IS A TRUE AND
ACCURATE COPY OF THE BYLAWS OF UNITED
CEREBRAL PALSY, INC., DULY ADOPTED BY
THE MEMBERS ON APRIL 28, 2012.**

By: _____

Gloria Johnson-Cusack
Secretary