

**BYLAWS OF
THE NATIONAL JUNETEENTH OBSERVANCE FOUNDATION**

ARTICLE I

OFFICES

The Principal office of the Corporation shall be located in the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II

NAME, PURPOSE AND LIMITATIONS

SECTION 1. NAME

The name of the corporation is **THE NATIONAL JUNETEENTH OBSERVANCE FOUNDATION, INC.**

SECTION 2. PURPOSE

The purposes of The National Juneteenth Observance Foundation shall be:

- A. The Purposes for which The National Juneteenth Observance Foundation is organized are exclusively, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

B. The Corporation shall be operated as a public service educational and cultural programme designed to encourage the awareness of Americans of all colors, creeds, cultures, and countries-of-origin of both the historical importance and racial-healing objectives of the Foundation.

The Foundation programmes are committed and designed to draw public attention to the significance of the 19 June 1865, First Observance of Juneteenth, which actually celebrated the completion of the cycle of American Independence Movements. History records that the cycle was initiated with the 4th of July 1776, first celebration of The Declaration of Independence. It was concluded on 19 June 1865, when President Abraham Lincoln's Union General Gordon Granger landed in Galveston, Texas and finally brought the news of The Emancipation Proclamation to the manumitted African Slave in the United States.

In addition to encouraging Black communities to host Juneteenth Observance celebrations, the Foundation is committed to encourage public support for the official recognition of Juneteenth as a National Independence Day Celebration. The Foundation will be one which will design and implement National Juneteenth Observances in Washington, D.C., and shall provide recognition, and support to community Juneteenth Observances throughout the country (e.g., the annual issuance of Juneteenth Jubilee Observance Proclamations for distribution to Governors, Mayors, and other lay and religious leaders of the community).

C. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

D. No part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SECTION 3. LIMITATIONS

The corporation is a nonprofit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I, notwithstanding any purposes set forth in this Article I, and notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue Law.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

Its Board of Directors shall manage the business and affairs of the Corporation.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS

The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than three but more than 17 members. Each director shall hold office until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified.

SECTION 3. REGULAR MEETINGS

A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting. The board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. ANNUAL MEETINGS

The Board of Directors shall hold an annual meeting in conformance with the Non-Profit Corporation Act, Title 29, Chapter 5 of the Code of Laws of the District of Columbia. .
Said annual meeting may be held at the time of a regularly scheduled quarterly meeting.
At its annual meeting, the Board of Directors shall elect a President, one or more Vice

Presidents, a Secretary and a Treasurer as Executive Officers to manage the affairs of the corporation. The Board of Directors may, from time to time, appoint such other officers as are necessary or proper to carry out the business of The National Juneteenth Observance Foundation. Any one person, except as forbidden by law, may be elected to more than one office.

SECTION 5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. NOTICE

Notice of any special meeting shall be given at least one (1) day previous thereto by written notice delivered personally or mailed to each director at his or her business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. QUORUM

A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8. PROXIES

At all meetings of the Foundation, a Director may vote in person or by proxy executed in writing by the Director or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 9. MANNER OF ACTING

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 10. ACTION WITHOUT A MEETING

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 11. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

SECTION 12. COMMITTEES

The Board of Directors may provide for an executive committee and for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held.

SECTION 13. INFORMAL ACTION BY BOARD OF DIRECTORS

Unless otherwise provided by law, any action requires to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board Members entitled to vote with respect to the subject matter thereof.

SECTION 14. COMPENSATION

By resolution of the Board of Directors, each director may be paid his or her expenses, if any, of attending at each meeting of the Board of Directors, any may be paid a fixed sum for attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the corporation in any capacity and receiving compensation therefor.

SECTION 15. PRESUMPTION OF ASSENT

A director of the Corporation present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

ARTICLE IV
OFFICERS

SECTION 1. NUMBER

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person. Officers may only be directors of the Corporation.

SECTION 2. ELECTION AND TERM OF OFFICE

The Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the board in which case the Chairman shall preside. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments 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 or by these By laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident

to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT

In the absence of the President or in event of his or her death inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no such rank has been determined, and then Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

SECTION 7. SECRETARY

The Secretary shall:

(A) Keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (B) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (C) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (D) In general perform all duties incident to

the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. TREASURER

The Treasurer shall:

(A) Have charge and custody of and be responsible for all funds and securities of the Corporation; (B) Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of article VI of these Bylaws; and (C) In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board of Directors shall determine.

ARTICLE V

INDEMNITY

The Corporation shall indemnify its directors, officers, and employees as follows:

(A) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her

being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. (B) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (C) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article V.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. 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 may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December each year.

**ARTICLE VIII
CORPORATE SEAL**

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon, the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

**ARTICLE IX
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

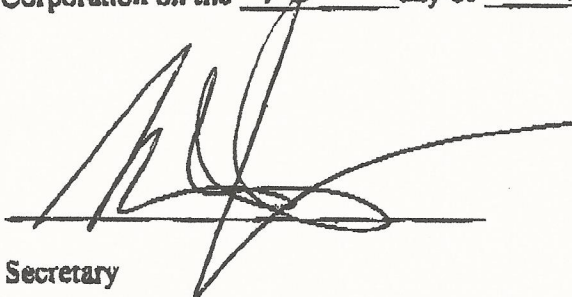
**ARTICLE X
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a $\frac{2}{3}$ vote of the Board of Directors at any regular or special meeting of the Board of Directors.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the 15th day of MARCH, 1999.


Secretary