

**BYLAWS  
OF  
SCREAMING EAGLES, INC.  
A District of Columbia Nonprofit Corporation**

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SCREAMING EAGLES, INC.**

(Formed under the District of Columbia Nonprofit Corporation Act)

**ARTICLE 1. NAME AND OFFICES**

1.01. NAME. The Corporation shall be known as SCREAMING EAGLES, INC.

1.02. LOCATION. The registered office of the Corporation shall be located within the District of Columbia, at such place as is designated in the Articles of Incorporation. The Corporation may maintain additional offices at such other places within or without the District of Columbia as the Board of Directors may designate.

**ARTICLE 2. MEMBERSHIP**

2.01. MEMBERSHIP CLASS. There shall be a single class of membership in the Corporation.

2.02. NO VOTING RIGHTS. The members of the Corporation shall have no voting rights and no role in the governance of the Corporation.

2.03. ANNUAL DUES/TERMS OF MEMBERSHIP. Membership in the Corporation shall be for a period of one year and is contingent upon the timely payment of annual dues. The amount of annual dues will be determined by the Board of Directors and shall be due and payable on a date designated by the Board with proper notice to the members.

2.04. TERMINATION OF MEMBERSHIP. An individual's membership in the Corporation may be terminated for good cause by a majority vote of the Board of Directors. Any member who fails to pay his or her dues (or any other financial obligation) may be dropped from the membership of the Corporation by action of the Board of Directors. Any member in good standing may petition the Board of Directors for revocation of any other member's membership for good cause, including but not limited to, activities in contravention of the purpose and goals of the Corporation.

2.05. ANNUAL MEETING. A meeting of the members shall be held annually for the purpose of introducing the Board of Directors, disseminating corporate information, and considering any business as may properly come before the members.

2.06. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the Board of Directors.

2.07. TIME, PLACE & CALL OF MEETINGS.

A. Time. The annual meeting of the members shall be held on the date and at the time fixed, from time to time, by the Board of Directors, provided, that the first annual meeting shall be held on a date within three months after the organization of the corporation, and each successive annual meeting shall be held on a date within twelve months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the Board of Directors.

B. Place. Annual meetings and special meetings shall be held at such place, within or without the District of Columbia, as the Board of Directors may, from time to time, fix.

C. Call. Annual meetings and special meetings may be called by the Board of Directors or by any officer instructed by the Board of Directors to call the meeting.

2.08. NOTICE OF ANNUAL & SPECIAL MEETINGS. Notice of each meeting of the members shall be given by the Corporation and will state the date, time, and place of the meeting and, unless it is an annual meeting, shall indicate the purpose or purposes for which the meeting is called. Notice of any meeting shall be given either personally or by mail (including e-mail and facsimile) not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Corporation.

2.09. MEMBERSHIP LIST. The Secretary shall prepare and make, at least ten (10) days before every meeting of members, a complete list of the membership, arranged in alphabetical order, and showing the address of each member. Such list shall be subject to inspection by any member at any time during usual business hours for a period of ten (10) days prior to each meeting, and shall be produced and kept open at the time and place of the meeting, subject to inspection during the whole time of the meeting for the purposes thereof.

2.10. PRESIDING OFFICER & SECRETARY. Meetings of the members shall be presided over by the President or a person designated by the Board to preside at the meeting. The Secretary of the Corporation shall act as secretary of every meeting. If the Secretary is not present, the President shall appoint a secretary of the meeting.

**ARTICLE 3. BOARD OF DIRECTORS**

3.01. POWER OF BOARD. All corporate powers shall be exercised by, or under the authority of, the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

3.02 QUALIFICATION OF DIRECTORS. Directors must be natural persons who are over eighteen (18) years of age. A director also must be a member of the Corporation.

3.03. COMPENSATION. Directors shall serve as such without compensation unless specifically determined otherwise by express action of the Board of Directors.

3.04. NUMBER OF DIRECTORS. The Board of Directors shall consist of five (5) persons. The number of directors may be increased or decreased upon the express determination and resolution of the Board of Directors.

3.05. INITIAL DIRECTORS. The names and addresses of the initial directors of the Corporation are as follows:

Kimberly G. Klyberg	1801 Clydesdale Place, N.W., Apt. 513 Washington, DC 20009
Paul B. Sotoudeh	5840 Cameron Run Terrace, Apt. 1218 Alexandria, VA 22303
Nicole Gara	1330 Massachusetts Ave., S.E. Washington, DC 20003
Marcia Faulkner	8013 New Market Road Alexandria, VA 22308
Lisa L. Middlebrook	2300 South 24 <sup>th</sup> Road, Apr. 1115 Arlington, VA 22206

3.06. TERM AND ELECTION OF DIRECTORS.

A. Term of Initial Directors. The first Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation and § 3.05, above. Such persons shall hold office until the first annual election of directors. Thereafter, at each annual meeting of the Board of Directors, the Board shall elect directors, each director to hold office for a term of one year

B. Annual Elections. As provided in the Articles of Incorporation, at each annual meeting of the Board of Directors, the directors then in office shall elect directors, each director to hold office for a term of one year until the next annual meeting of the directors and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death. Directors may serve an unlimited number of successive terms.

3.07. VACANCIES. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors.

3.08. REMOVAL OF DIRECTORS. The Board of Directors may remove any director, with or without cause, at any time by a majority vote of the Board of Directors, provided that such action is taken at a meeting of the Board called expressly for that purpose.

3.09. VOTING.

A. Official Acts. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the directors in office shall be the act of the Board.

B. Adjournment of Meeting. A majority of the Board of Directors present may adjourn a meeting to another time and place.

C. Meeting by Conference Telephone. Any member of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

D. No Conflict. The voting provisions herein stated shall not be construed as conflicting with any provisions of District of Columbia law and these Bylaws that govern a meeting of Directors held to fill vacancies and newly created Directorships in the Board or action of disinterested Directors.

3.10. MEETINGS OF THE BOARD.

A. Annual Board Meeting. An annual meeting of the Board of Directors shall be held each year before the annual meeting of the members at such time and place as shall be fixed by the Board, for the election of directors, appointment of officers, and for the transaction of such other business as may properly come before the meeting.

B. Regular and Special Meetings. Regular meetings of the Board shall be held at such time as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or any two directors.

C. Presiding Officer. Meetings of the Board shall be presided over by the President, the Vice-President, or a person designated by the President to preside at the meeting

D. Location. Regular and special meetings of the Board of Directors may be held within or outside of the District of Columbia.

E. Notice. No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director as is prescribed by resolution the Board.

F. Waiver. Notice of a meeting of the Board of Directors need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless at the beginning of the meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote or assent to action taken at the meeting.

3.11. INFORMAL ACTION BY BOARD OF DIRECTORS. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing (including e-mail) to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

#### **ARTICLE 4. COMMITTEES**

4.01. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent

provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors.

4.02. SERVICE OF COMMITTEE. Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by any such committee shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

## **ARTICLE 5. OFFICERS**

5.01. OFFICERS. The Board of Directors shall appoint a President, Vice-President, Secretary, and Treasurer, and such other officers as determined by the Board. Any two or more offices may be held by the same person except the offices of President and Secretary.

5.02. TERM OF OFFICE & REMOVAL. Each officer shall hold office for the term (not exceeding three years) for which he or she is appointed and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors at any time, with or without cause. Appointment of an officer shall not of itself create any contract rights in the officer or the Corporation.

5.03. RESIGNATION. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

5.04. GENERAL POWERS & DUTIES OF OFFICERS. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as pertain to their respective offices.

5.05. SPECIFIC POWERS & DUTIES OF OFFICERS.

A. President. The President shall serve as the chief executive officer of the Corporation. The President, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. Vice-President. The Vice-President shall, during the absence or inability of the President to render and perform his duties or exercise his powers, perform the duties and exercise the powers of the President. The Vice-President shall perform such other duties and have such others powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Secretary. The Secretary shall keep and maintain custody of the minutes of the meetings of the Board of Directors and of the members, give and serve all notices of the Corporation, be custodian of the Corporation's records, and perform all other duties incident to the office of Secretary.

D. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. He or she shall have the care and custody of and be responsible for all the

funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

5.06. AGENTS & EMPLOYEES. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. The appointment of such person shall not of itself create contract rights.

5.07. COMPENSATION OF OFFICERS, AGENTS & EMPLOYEES.

A. The Corporation may pay compensation in reasonable amount to officers for services rendered, such amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

B. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

## **ARTICLE 6. MISCELLANEOUS**

6.01. FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

6.02 CORPORATE SEAL. The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

### 6.03. CONTRACTS, LOANS, CHECKS & DEPOSITS

A. Authority to Contract. 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.

B. Borrowing Authority. 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.

C. Checks and Drafts. 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.

D. Corporate Funds. 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 or President may select.

6.04. BOOKS & RECORDS. The Corporation shall keep correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the members, directors, and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

6.05. AMENDMENT OF ARTICLES & BYLAWS. The Articles of Incorporation of the Corporation may be adopted, amended, or repealed in whole or in part by a majority vote of the directors then in office pursuant to the procedure outlined in § 29-301.36 of the D.C. Nonprofit Corporation Act, as now in effect or as may hereafter be amended. The Bylaws of the Corporation may be adopted, amended, or repealed in whole or in part by a majority vote of the Board of Directors.

6.06. INDEMNIFICATION AND INSURANCE. Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee or volunteer against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, employee, or volunteer; subject to the limitation, however, that there shall be no indemnification in

relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, employee, or volunteer; provided, however, that such director, officer, employee, or volunteer shall undertake to repay or reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him, which arises out of such person's status as a director officer, employee,

or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

6.07. LOANS TO DIRECTORS AND OFFICERS. No loans shall be made by the Corporation to its directors or officers.

We the undersigned are all of the persons named as the initial Directors of the Board of Directors of Screaming Eagles, Inc. Pursuant to the authority granted to the Board of Directors by these Bylaws to take action by majority vote, the Board of Directors, have met and consent to and hereby do adopt the foregoing Bylaws as the Bylaws of Screaming Eagles, Inc.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the text of the Bylaws of Screaming Eagles, Inc., a District of Columbia nonprofit corporation, and that such Bylaws were duly adopted by the Board of Directors at the organizational meeting of said corporation on the date set forth below.

Date: March 14, 2004

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Nicole Gara, Secretary