

**BYLAWS OF
WASHINGTON INTERNATIONAL TRADE ASSOCIATION**

(Adopted as of June 5, 2023)

**ARTICLE I
Name; Purpose; Offices**

Section 1.1 Name. The name of this District of Columbia nonprofit corporation is “Washington International Trade Association” It is referred to in these Bylaws as the “Corporation”.

Section 1.2 Purpose. The purpose of the Corporation is as set forth in the Articles of Incorporation. The Corporation shall be operated as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) and within such limits, to administer, and expend funds for the following specific purposes: (1) to promote the common business interests of its members in the area of international trade by primarily educating the public about trade, and related topics; and (2) to engage in any and all lawful activities incidental to the foregoing purposes except as restricted by the Articles of Incorporation.

Section 1.3 Offices. The Corporation may have offices at such places as the Board of Directors (“Board”) may from time to time determine or the business of the Corporation may require.

**ARTICLE II
Members**

Section 2.1 Members. The Corporation shall have two (2) classes of members. The Board of Directors or WITA Management may revise the membership classes or establish other such classes and criteria of membership as it deems appropriate, including assigning voting rights, imposing fees, dues and the manner of suspension, termination, or reinstatement of membership.

(a) Regular Members. Any company, business organization, association, government agency or individual that is involved in or interested in international trade and commits to providing funding to the Corporation to assist with advancing its purposes is eligible for consideration as a Regular Member.

(b) Associate Members. Any individual, company, association, government agency or other business organization that is involved in or interested in international trade with a particular interest in advancing the purposes of the Corporation is eligible for consideration as an Associate Member. Associate Members shall have no voting rights.

Section 2.2 Application and Acceptance to Membership. Any eligible individual, company, association, government agency or other organization may become a member of the Corporation upon invitation or application to and approval by the Board of Directors or WITA Management. Applications shall be made in accordance with guidelines and upon such form or forms as may be prescribed.

Section 2.3 Fees and Dues. The Board of Directors or WITA Management shall establish, and may change from time to time, the amounts of dues or fees required to be paid by members and any other category of membership. Dues shall be payable as of the date invoiced, or otherwise as determined by the Board of Directors or WITA Management on a case-by-case basis.

Section 2.4 Voting Rights. Only Regular Members in good standing of the Corporation shall be entitled to vote and then only on matters provided for in these Bylaws or on matters submitted by the Board to a vote of the membership.

Section 2.5 Suspension of Membership. Any member who is in default in the payment of dues after such dues become payable, may, in the absence of good cause found to exist by the WITA Management, be suspended from membership. Any member so suspended shall, until reinstated, forfeit all rights and privileges of membership in the Corporation; provided, however, that suspension shall not relieve a member of the requirement of fulfilling all obligations to the Corporation theretofore incurred. A suspended member shall be reinstated to good standing upon payment in full of all dues and other amounts owing and payable at the time of suspension.

Section 2.6 Termination of Membership. Whenever in the judgment of the WITA Management or Board of Directors the best interest of the Corporation will be served thereby, the membership of any member may be terminated, in accordance with established procedures. No termination of membership shall be made unless written notice of such proposed action and the grounds therefor shall have been given to such member at least thirty (30) days prior to the taking of such action and such member shall have been afforded a reasonable opportunity to be heard before the Board.

Section 2.7 Resignation. Any member may resign by filing a written notice of resignation with the Secretary of the Corporation or the WITA Management. However, such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE III Meetings of Members

Section 3.1 Place of Meetings. Meetings of the members shall be held either virtually or at such place within or outside of the District of Columbia as may be designated from time to time by the Board or WITA Management.

Section 3.2 Annual and Regular Meetings. The annual meeting of Regular Members for the election of directors (if applicable for any given year) and for the transaction of such other business as may properly be brought before the meeting shall be held on a date to be fixed by the Board or the WITA Management at the time, place and/or manner (including virtual) to be fixed and stated in the notice of the meeting. Regular meetings of the members may be held at times stated in or fixed by resolution of the Board or the WITA Management.

Section 3.3 Special Meetings. Special meetings of the members may be called at any time by the Board, the Chair of the Board, the WITA Management or upon the written request of not less than ten percent (10%) of the Regular Members, for any purpose or purposes prescribed in the notice of the meeting and shall be held at such place or manner, on such date and at such time as the Board or WITA Management may fix. Business transacted at any special meeting of the Regular Members shall be confined to the purpose or purposes stated in the notice of meeting.

Section 3.4 Notice of Meetings. Unless waived, notice of the time, place or manner, and in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given to each Regular Member's designated Member Representative, not less than five (5) business days and no more than sixty (60) days before such meeting.

Section 3.5 Quorum. At all meetings of the Regular Members the presence, in person or by proxy, of at least ten percent (10%) or twenty (20) of the Regular Members, whichever is less, shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the Regular Members shall determine any matter, unless a different vote is required by statute, by the Articles of Incorporation, or by these Bylaws.

Section 3.6 Proxies. A Regular Member entitled to vote pursuant to Section 2.4 of these Bylaws may vote by proxy executed in writing by the Member Representative identified pursuant to Section 2.4 of these Bylaws or by the Regular Member Representative's attorney-in-fact. If the validity of any proxy is questioned, it must be submitted to the Secretary of the Corporation for examination or to a proxy officer or committee appointed by the person presiding at the meeting. The Secretary of the meeting, or if appointed, the proxy officer or committee, shall determine the validity or invalidity of any proxy submitted; and reference by the Secretary in the minutes of the meeting to the regularity of a proxy shall be received as prima facie evidence of the facts stated for the purpose of establishing the presence of a quorum at such meeting and for all other purposes.

Section 3.7 Presiding Officer. The Chair of the Board shall preside at all meetings of the members. In the absence of the Chair of the Board, the Vice-Chair or another officer designated by the Board shall serve as the presiding officer. The Secretary of the Corporation shall act as secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 3.8 Adjournments. Any meeting of the members, whether or not a quorum is present, may be adjourned by a majority of the members present at the meeting. If a meeting is so adjourned notice shall be given in accordance with Section 3.4 for any reconvened meeting. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 3.9 Telephone and Similar Meetings. Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Annual, regular or special meetings of the members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to members, pose questions, and make comments.

Section 3.10 Action by Ballot. The voting Regular Members may take action without a meeting by casting a vote by ballot. A ballot shall (1) be in paper or in electronic format, such as by e-mail or other on-line format; (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a Director; and (4) provide an opportunity to vote for or against each other proposed action. Approval by ballot, other than election of Directors, shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be received by the Corporation in order to be counted.

ARTICLE IV

Board of Directors

Section 4.1 General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by

the District of Columbia Nonprofit Corporation Act (the “Act”), the Articles of Incorporation or these Bylaws. The Board of Directors may delegate to the Executive Committee, the WITA Management, or other officers responsibility for management of the Corporation consistent with any policies established by the Board.

Section 4.2 Number and Election. The number of Directors shall be twenty-one (21), or such other number as shall be decided by a majority vote of the Directors from time to time, so long as that number shall not be less than three (3). At the Annual Meeting of the Regular Members, or such other times as determined by the Board of Directors the Regular Members should elect the Directors. The elected Directors may succeed themselves in office. Directors shall hold office until his/her successor is appointed, elected or qualified or until his/her earlier resignation or removal.

Section 4.3 Resignation and Removal. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if not time be specified, at the time of its receipt by the Chair, the CEO, or Secretary. A Director may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Regular Members, or for cause by an affirmative vote of two-thirds (2/3) of the Directors then in office. The Director being considered for removal shall not participate in the voting.

Section 4.4 Vacancies. Vacancies among the appointed Directors shall be filled by a majority vote of the Board. Each Director so elected or appointed shall serve the remaining term of the Director whose resignation or removal from the Board caused the vacancy and until his or her successor is designated.

Section 4.5 Meetings. The Board of Directors may hold annual, regular, or special meetings in or outside the District of Columbia at the call of the Chair, the CEO, or other officer. Notice of the date, time, place, or method of the meeting shall be given to each Director at least two (2) days in advance in writing, orally, or by any electronic method.

Section 4.6 Quorum and Voting. At any meeting of the Board of Directors, one-third (1/3) of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business. An affirmative vote of a majority of Directors present at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action, unless the concurrence of a greater proportion is required for such action by the Articles of Incorporation, or these Bylaws. No proxy votes shall be permitted. No staff or substitutes may attend a meeting of the Board of Directors in place of or vote on behalf of a member of the Board of Directors.

Section 4.7 Telephone or Remote Meetings. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.8 Action Without Meeting. Any action required by law, or any action that may be taken at a meeting of Directors, may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Corporation. Unanimous consent has the effect of action taken at a meeting of the Board and may be described as such in any document. Consents may be transmitted electronically.

Section 4.9 Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE V

Officers

Section 5.1 Principal Officers. The elected officers of the Corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer, who shall be elected by the Board from among the Directors and shall collectively constitute the Executive Committee of the Corporation. Any two or more offices may be held by the same person except the offices of Chair and Treasurer.

Section 5.2 Other Officers. The Board may appoint other officers from time to time, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5.3 Election and Term of Office. Each elected officer shall be elected by the Board of Directors for a one-year term or until his/her successor shall have been duly elected and qualified. Officers may be reelected at the discretion of the Board of Directors subject to his or her continued service as a member of the Board of Directors.

Section 5.4 Duties. The officers shall perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. The Chair shall preside at meetings of the Board, the Executive Committee, and the membership, and shall be an ex-officio member of all committees. The Vice-Chair shall assist the Chair and, in the absence of the Chair from any meeting, shall act for and discharge the necessary duties of the Chair. The Secretary or his/her authorized designee shall be the recording officer of the Corporation, responsible for minutes, corporate records, and notices. The Treasurer shall be the financial officer, with assistance from professional advisors, shall be responsible for the oversight of revenues and expenditures, and reporting on the financial affairs of the Corporation to the Board.

Section 5.5 Vacancies. If a vacancy occurs among the elected officers for any reason, the position shall be filled for the unexpired portion of the term by majority vote of the Directors present at a meeting, duly called and at which a quorum is present.

Section 5.6 Resignation and Removal. Any elected officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chair or Secretary. Whenever in the judgment of the Board of Directors the best interest of the Corporation will be served thereby, any officer may be removed from office by the affirmative vote of two-thirds (2/3) of the Directors then in office. The officer being considered for removal shall not participate in the voting.

Section 5.7 WITA Management/Outside Advisors. The Board of Directors may employ or engage individuals to manage the Corporation (“WITA Management”) or such person or persons, or entity or entities, including a management firm or other outside advisors, as the Board of Directors deems necessary for the administration and management of the Corporation, and may pay reasonable compensation for the services performed and expenses incurred by any such person or persons, or such entity or entities. The employees or outside advisors shall not have voting rights within the Corporation.

ARTICLE VI Committees

Section 6.1 Executive Committee. The Executive Committee shall consist of the elected officers of the Corporation. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Directors, except to the extent, if any, that such authority shall be limited by the Act, the Articles of Incorporation or these Bylaws.

Section 6.2 Other Board Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, may have and exercise the authority of the Board of Directors in the management of the Corporation except as restricted by the Act, the resolution creating the committee, the Articles of Incorporation or these Bylaws.

Section 6.3 Advisory Committees, Task Forces, or Working Groups. The Board of Directors, by resolution adopted by a majority of the Directors in office, or by the Chair as authorized by a like resolution of the Board or the WITA Management, may designate and appoint one or more advisory committees, task forces or working groups. Membership on such committee, task force or working group need not be limited to Directors. No such advisory committee, task force or working group shall have or exercise the authority of the Board of Directors in the management of the Corporation.

ARTICLE VII
Insurance and Indemnification

1. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual 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 or employee of another domestic corporation or other enterprise, against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability pursuant to applicable law, the Articles of Incorporation, or these Bylaws.

2. Right to Indemnification.

(i) The Corporation shall, to the fullest extent required or permitted by applicable law, indemnify any person who is or was made, or is threatened to be made, a party to any actual or threatened proceeding because he or she (or his or her testator or intestate) 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 or employee of another corporation or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney fees) actually and reasonably incurred in connection with such proceeding if:

(a) 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 interest of the Corporation;

(b) in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and

(c) indemnification is authorized pursuant to the terms of these Bylaws.

(ii) In the case of a proceeding brought by or in the right of the Corporation, indemnification shall be limited to amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred in connection with the proceeding if it is determined that the Director, officer, employee or agent has met the relevant standard of conduct under Section 2(i); except that the Corporation shall not indemnify any individual under such circumstances with respect to any claim, issue, or matter as to which he or she is adjudged liable to the Corporation, unless, and only to the extent that, the court in which such proceeding is brought (or, if no proceeding is brought, any court of competent jurisdiction) shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such portion of the settlement amount and expenses as the court shall deem proper.

(iii) The determination as to whether a Director, officer, employee or agent has met the relevant standard of conduct under Section 2(i) shall be made:

(1) If there are 2 or more Disinterested Directors (defined below), by a majority vote of all the Disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of 2 or more Disinterested Directors appointed by such vote;

(2) By special legal counsel (A) selected in the manner prescribed in Section 2(iii)(1) above or (B) if there are fewer than 2 Disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as Disinterested Directors may participate; or

(3) By the Voting Members.

A “Disinterested Director” means a director who, at the time of a vote referred to in this Article VII is not (A) a party to the proceeding or (B) an individual having a familial, financial, professional, or employment relationship with the director who is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director’s judgment when voting on the decisions being made.

3. Advancement of Expenses. The Corporation shall, to the fullest extent required or permitted by applicable law, pay for or reimburse the expenses (including attorneys' fees) incurred by a Director, officer, employee or agent in defending any proceeding in advance of final disposition of the proceeding if he or she furnishes the Corporation (1) an affirmation in the form of a record of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2(i) and (2) a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation under this Article.

4. Mandatory Indemnification. The Corporation shall indemnify any Director, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in defense of a proceeding referred to in section 2 of this Article, or of any claim, issue, or matter therein, to the extent such individual has been successful on the merits or otherwise.

5. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any individual may have or hereafter acquire under law, the Articles of Incorporation, these Bylaws, or vote of Voting Members or disinterested Directors.

6. Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of an individual with respect to any act or omission occurring prior to such repeal or amendment.

**ARTICLE VIII
Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Directors then in office present at a meeting duly called and at which a quorum is present.

**ARTICLE IX
General Provisions**

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time.

Section 9.2 Books and Records. The Corporation shall keep at its office correct and complete books and records, in accordance with the requirements of the Act. This shall include: (a) minutes of all meetings of the members, Board, Board committees, or designated bodies; (b) records of all actions taken by the members, Board, Board committees, or designated bodies; (c) appropriate accounting records; (d) a list of the names and addresses of the members of the Corporation; (e) the Articles of Incorporation; (f) the Bylaws; (g) all communications in the form of a record to members generally within the past three (3) years; (h) the financial statements furnished to members for the past three (3) years; (i) a list of the names and addresses of the Directors and Officers of the Corporation; and (j) the most recent biennial report filed with the D.C. Mayor. Any of the books 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.

The foregoing Bylaws were adopted by the Board of Directors on June 5, 2023, and supersedes all prior Bylaws.

Sarah Thorn

Secretary

Print Name: Sarah Thorn

Signature: *Sarah Thorn*
Sarah Thorn (Jul 1, 2024 14:56 EDT)

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