

BYLAWS OF WASHINGTON INTERNATIONAL TRADE FOUNDATION (a District of Columbia
Nonprofit Corporation)

ARTICLE I Offices; Agent; Seal

1. Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors or by the officers pursuant to authority from the Board of Directors.
2. Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors prescribes.

ARTICLE II Directors

1. Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the corporation by law, the Articles of Incorporation, and these Bylaws.
2. Number. The Directors shall be nine (9) in number. The number of Directors may be increased or decreased by the Board of Directors of the Washington International Trade Association (“WITA”) but the number of Directors may not be less than three (3) and no reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.
3. Qualifications. Members of the Board of Directors need not be residents of the District of Columbia. A Director may succeed himself or herself in the office.
4. Nomination. Members of the Executive Committee of the Board of Directors of WITA shall nominate a slate of new Directors of the Corporation for election by the Directors of WITA at each annual meeting of the WITA Board of Directors. The Directors nominated may include any or all of the Corporation Directors in office.
5. Election. The Corporation Directors shall be elected at the annual meeting of the WITA Board of Directors by majority vote of the WITA Directors then in office.
6. Term of Directors. Three of the initial Directors shall be elected for a one-year term of office, three for a two year term of office, and three for a three-year term of office. Directors elected to office thereafter shall serve for a term of three (3) years; provided, however, that whenever the number of Directors is increased or decreased, new Directors shall be elected for one-year, two-year, or three-year terms, so that the terms of no more than one third of the total number of Directors expire each year. Directors shall serve until their successors are duly elected and qualified, or until their death, resignation or removal.

7. Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors, the President, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
8. Removal. Any Director may be removed from office, with or without cause, by a majority vote of the Directors present at a special meeting of the Board of Directors called for such purpose. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of such Director.
9. Vacancies. A vacancy in the Board of Directors existing between annual meetings of the Board of Directors, including a vacancy created by an increase in the number of Directors, shall be filled by majority vote of the Directors of WITA. A Director so elected shall serve for the remainder of the unexpired term.
10. Chairperson. There shall be a Chairperson of the Board of Directors, who shall preside over all meetings of the Board if present, and perform the duties of Secretary. The Chairperson shall be elected by majority vote of the Directors, and the term of office of the Chairperson shall be from the date of his or her election until the following annual meeting of the Board of Directors, unless otherwise determined by the Directors. A Chairperson may succeed himself or herself as Chairperson.
11. Vice Chairperson. There shall be a Vice Chairperson of the Board of Directors. At the request of the Chairperson, or in the Chairperson's absence or disability, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson, and shall perform such other duties as the Board may from time to time assign. The Vice Chairman shall be Treasurer. The Vice Chairperson shall be elected by majority vote of the Directors, and the term of office of the Vice Chairperson shall be from the date of his or her election until the following annual meeting of the Board of Directors, unless otherwise determined by the Directors. A Vice Chairperson may succeed himself or herself as Vice chairperson.
12. Reimbursement. Members of the Board of Directors shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation. Nothing herein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor as authorized by the Board of Directors .

ARTICLE III Meetings of Directors

1. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special, either within or without the District of Columbia.
2. Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Board of Directors. Notice of such meeting shall be given to each Director at least three (3) days prior to the date of the meeting.
3. Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors. Notice of such a meeting shall be given to

- each Director at least three (3) days prior to the date of the meeting.
4. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors, or two Directors, on three (3) days notice to each Director.
 5. Quorum; vote; Adjournment. At all meetings of the Board of Directors, the presence of a majority of the Directors in office, or one-third of the number of Directors fixed by these Bylaws, whichever is less, shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the affirmative vote of a greater number of Directors is specifically required by law, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.
 6. Action By Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if written consents setting forth the action taken are signed and dated by all of the members of the Board of Directors or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last Director signs the consents. Any action so taken shall have the effect of a vote taken at a meeting of the Board of Directors.
 7. Meetings by Telephone. Meetings of the Board of Directors may be by telephone, and the members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.
 8. Attendance. If any Director is absent for more than four (4) consecutive regular meetings of the Board, the Board may declare his or her place vacant and fill such vacancy for the unexpired term.

ARTICLE IV Committees

1. Committees of the Board. The Board of Directors may, by resolution adopted by a majority of all Directors in office, establish such committees having and exercising the authority of the Board of Directors as it deems necessary or proper. Each committee must be composed of at least two (2) members of the Board of Directors. The Board of Directors may make such provisions for appointment of the members and chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the corporation; provided, that the Board of Directors shall not delegate to any committee authority to (1) adopt or approve a plan of merger or consolidation; (2) authorize the voluntary dissolution of the corporation; (3) elect, appoint, or remove any Director or officer; or (4) amend, adopt, or repeal the Articles of Incorporation or the Bylaws. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board of Directors', and a vacancy in a committee shall occur when a member thereof ceases to be a Director or is removed by the affirmative vote of a majority of all Directors in office.
2. Advisory committees. Other committees not having and exercising the authority of the Board of

Directors may be constituted and members thereof appointed by a resolution adopted by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present.

3. Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the foregoing provisions of these bylaws.

ARTICLE V Notice

1. Form of Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director or member, such notice, may be given in writing, by mail, addressed to such Director or member at his or her post office address as it appears on the current records of the corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be communicated orally in person or by telephone; or given by telegraph, teletype, facsimile, or other form of wire or wireless communication, or private carrier.
2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any Director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, without objecting at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting (and does not thereafter vote for or assent to action taken at the meeting) shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VI Officers

1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine are necessary or desirable. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.
2. Election. The officers shall be elected by the Board of Directors. The Chairperson elected by the Board of Directors shall be the President and Secretary. The Vice Chairperson elected by the Board shall be Vice President and Treasurer.
3. Qualification. Officers need not be residents of the District of Columbia and shall be eligible for reelection.
4. Tenure. An officer shall serve from the date of his or her election until his or her successor has been elected or until the effective date of his or her resignation submitted in writing to the Chairperson, his or her death, or his or her removal with or without cause by a vote of the Board of Directors.
5. Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery ^{[[]]} _{SEP}.
6. Compensation. The officers shall be not be compensated.

7. Duties of Officers. Except as otherwise provided by the Board of Directors, the officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Directors or (in the case of officers other than the President) by the President, and that are not inconsistent with law, the certificate of Incorporation, or these Bylaws.

ARTICLE VII Financial Administration; Books and Records

1. Documents. All disbursements of monies or incurrence of debts on behalf of the corporation may be undertaken by such officer(s) or agent(s) of the corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.
2. Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board of Director. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the corporation by such officer(s) or agent(s) of the Corporation as shall be determined by the Board of Directors.
3. Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors and Committees (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

ARTICLE VIII 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, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan 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. 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, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan 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 did not believe that his or her conduct was unlawful; and
- (c) indemnification is authorized pursuant to the terms of these Bylaws.

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; 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.

3. Authorization of Indemnification. The Corporation shall not indemnify any individual unless and until it is determined, in the specific case for which indemnification is sought, that indemnification is permissible under the circumstances because the individual has met the standard of conduct set forth above in section 2 of this Article. This determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
- (b) If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that an individual did not meet the standard of conduct set forth above in section 2 of this Article.

4. Advancement of Expenses. The corporation shall 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 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.
5. 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.
6. 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 disinterested Directors.
7. 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 IX Fiscal Year

The fiscal year of the corporation shall be set by resolution of the Board of Directors.

ARTICLE X Amendments

1. Bylaws. The Bylaws (other than Sections 4 and 5 of Article II relating to the election of Directors) may be amended by the affirmative vote of a majority of the votes cast by the Directors entitled to vote at a meeting of the Board of Directors at which a quorum is present. Sections 4 and 5 of Article II may be amended by the affirmative vote of a majority of the votes cast by the Directors entitled to vote at a meeting of the Board of Directors at which a quorum is present, provided that any such amendment shall not become effective unless and until it is ratified by a majority of the Executive Committee of the Board of Directors of WITA.
2. Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors in office at a meeting of the Board of Directors.

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 14:57 EDT)

Email: sarah.thorn@walmart.com