

**BYLAWS OF
DEMOCRATIC GRASSROOTS ACTION INSTITUTE
& NETWORK, INC.**

REVISED—JULY 14, 2005

ARTICLE I. NAME.

The name of this corporation is "Democratic Grassroots Action Institute & Network, Inc." (hereinafter "the Corporation").

ARTICLE II. OFFICES.

The Corporation shall have and continuously maintain in the District of Columbia a registered office, and may have such other offices within or without the District of Columbia as the Board of Directors may from time to time designate.

ARTICLE III. MEMBERS.

Section 1. Who Shall be Members. The members of the Corporation shall consist of all persons who (a) are existing or prospective professional campaign workers for Democratic political organizations, vendors and consulting firms, or progressive nonprofit organizations; or (b) existing or potential employers or such workers; and who apply for membership and pay the biennial dues specified by the Board of Directors for the applicable class of membership as specified in section 3 of this Article III. The Board of Directors shall have the power to decline the application of any person for membership.

Section 2. Member Application. A person may apply for membership via the Corporation's web site, by mail or by telephone or in any other way authorized by the Board of Directors. Prospective members shall provide such information as may be required by the Board of Directors to demonstrate their compliance with the membership requirements set forth in these Bylaws.

Section 3. Classes of Membership. The corporation shall have nine classes of members: (1) students; (2) entry level individuals; (3) mid-level individuals; (4) senior level individuals; (5) business or organization with five or fewer employees; (6) business or organization with six to ten employees inclusive; (7) business or organization with eleven to twenty employees inclusive; (8) business or organization with twenty one to fifty employees inclusive; and (9) business or organization with 51 or more employees. The Board of Directors shall, no less frequently than every two years, establish the membership dues for each such class of membership.

Section 4. Term. The term of any membership shall be one calendar year from and

after the date that the member has qualified for or renewed his or her membership;. provided that any member who paid dues during calendar year 2003 or 2004 shall be eligible to vote for directors in the first election of directors by members to be held in 2005; and provided further, that any member may resign at any time upon written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary) and any member may be removed at any time, with or without cause, by majority vote of the other members then in office or of the Board of Directors. A member who resigns or is removed relinquishes any claim to previously paid membership dues.

Section 5. Membership Privileges. Membership privileges will be established by the Board consistent with the Corporation's mission and goals. The Board will periodically evaluate the established privileges for their value and effectiveness for the members.

Section 6. Annual Membership Meeting. An annual membership meeting will take place each December at a location and on a date to be designated by the Board of Directors. Notice stating the place, day and hour of the meeting will be sent to all members via e-mail at least thirty (30) days prior to the meeting date. The purposes of the Annual Meeting shall include but not be limited to:

- (A) delivering a report from the President to the membership on the state of the Corporation;
- (B) considering policy issues as may be raised.

Section 7. General Procedures. Robert's Rules of Order (as revised from time to time) shall be the parliamentary authority for all the Corporation meetings, except as may otherwise be provided in these Bylaws.

Section 8. Special Meetings. Special meetings of the members may be called by the President, the Secretary or by a majority of the Board of Directors. A special meeting may also be convened by members entitled to cast one-third of the votes entitled to be cast at such meeting.

Section 9. Waivers of Notice. Whenever any notice is required to be given to any member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

Section 10. Quorum. Members having at least one-twentieth of the votes entitled to be cast represented in person, on a conference telephone call or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 11. Proxies. A member may vote by proxy executed in writing (or by e-mail procedure approved by the Board of Directors) by the member except that no vote may be cast by proxy in the election of directors of the Corporation. No proxy shall be valid after two months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by laws.

Section 12. Vote. As provided in the Articles of Incorporation, Each member:

- (i) in classes 1 through 4 shall have one vote;
- (ii) in class 5 shall have two votes;
- (iii) in class 6 shall have four votes
- (iv) in class seven shall have ten votes
- (v) in class eight shall have twenty votes; and
- (vi) in class nine shall have thirty votes

Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

Section 13. Presiding Officer and Secretary. At any meeting of the members, if neither the President, nor a Vice President, nor a person designated by the Board of Directors to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If neither the Secretary nor Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

ARTICLE IV. BOARD OF DIRECTORS.

Section 1. Duties and Powers. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia or members of the Corporation.

Section 2. Number. The number of directors of the Corporation shall be sixteen. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

Section 3. Term. The first Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first organizational meeting of the directors, at which meeting such persons shall elect or appoint the first board of directors. Thereafter, the members shall elect directors as provided in section 4 of this Article IV, each director to hold office for a term of two years or until his or her successor has been duly elected and qualified.

Section 4. Qualifications and Election. (a) Directors need not be members of the

Corporation. Each director shall be required to use his or her best efforts to raise funds for the Corporation in an amount commensurate with his or her experience, contacts, capability and stature.

(b) Twelve of the directors shall be elected by the members in an election to be held over the Internet, with each member casting the number of votes to which he or she is entitled via e-mail, in such form and through such other procedures as may be specified by the Board of Directors. Candidates for election shall be nominated by the Nomination Committee or through a self-nomination process.

(i) Nominating Committee. A Nominating Committee shall be appointed by the Board of Directors to nominate candidates for the Board of Directors. The Nominating Committee shall present its slate of candidate names, brief biographies, and brief statement of interest, not to exceed 300 words, to the membership no later than 30 days prior to the first date of the time window in which votes may be cast as provided in this section 4.

(ii) Self-nomination by Petition. Members may nominate themselves for the Board by petition. Any member shall ensure that his or her name is included on the ballot with the candidates nominated by the Nominating Committee by submitting a petition bearing the signatures and legibly printed names of at least 25 members of the Corporation. The Corporation shall announce the availability of this procedure on its website and shall provide a period not less than ten (10) days for such petitions to be submitted. Each petition candidate shall submit with his or her petition

- (1) a biographical summary of no more than 300 words
- (2) a written statement of no more than 300 words

(iii) No person nominated for election as a director shall be eligible to be voted upon for such position unless that person has mutually agreed with the Corporation on a fundraising goal for that person meeting the requirement of section 4(a) hereof.

(iv) Election. Candidate names and brief biographies will be communicated to the Corporation members at least thirty (30) days prior to first day of the time period allowed for voting. A period of not less than seven (7) days shall be allowed for members to cast their votes on line. The election must be completed on or before June 30 of each calendar year. The twelve elected members of the Board of Directors shall be elected by plurality vote.

(b) Members appointed by elected directors. The twelve members of the board of Directors elected by the members as provided in this section 4 shall, within thirty (30) days of their election, appoint (by majority vote of the Board at a duly convened regular or special meeting) a Chair and two Vice-Chairs of the Board of Directors.

(c) The Executive Director of the Corporation shall serve ex officio as a voting member of the Board of Directors.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled, by the affirmative vote of a majority of the remaining members of the Board of Directors at any annual or special meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until her successor is elected and qualified.

Section 6. Removal of Directors. A director may be removed with or without cause by a majority of the members. A director may also be removed with or without cause at any time by action of the Board of Directors, provided that such action is taken at a meeting of the Board of Directors called expressly for that purpose.

Section 7. Resignations. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 8. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Meetings of the Board of Directors. An annual meeting of the Board of Directors shall be held during the month of June each year following the Annual Meeting of members. Other meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, as the President may determine. Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each director entitled to vote at such 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 director at his or her address as it appears on the records of the Corporation. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting.

Section 10. Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the

written consents thereto by the directors shall be filed with the minutes of proceedings of the Board of Directors.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone, the Internet or by any means of communications by which all persons participating in the meeting are able to hear or communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 11 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts.

ARTICLE V. 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 extent provided in the resolution shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not 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 present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or her by law.

ARTICLE VI. OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers. In addition to the offices of Chair and Vice Chair as provided in Article IV, section 4 of these Bylaws, the Board of Directors shall elect or appoint a President, an Executive Director, a Secretary and a Treasurer, and it may, if it so determines, elect or appoint one or more additional Vice-Presidents and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Term of Office and Removal. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

The election or appointment of an officer shall not of itself create contract rights.

Section 3. Powers and 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 property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

A. Chair. The Chair shall provide strategic direction to the Corporation, shall recommend the Corporation's priorities, goals and programs to the Board and shall be responsible for leading efforts and programs to raise funds for the Corporation.

B. Vice Chairs. Vice Chairs shall work with the Chair and Board members in setting priorities, goals and programs and shall share responsibility for efforts and programs to raise funds for the Corporation.

C. President. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors and shall perform all duties customary to that office in accordance with policies and directives approved by the Board of Directors.

D. Executive Director. The Executive Director shall be responsible for overseeing the day to day operations of the Corporation.

E. Vice President. In the absence of the President or in the event of his or her 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 and have such other 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.

F. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

G. Treasurer. The Treasurer shall have the custody of, and be responsible for, all 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 credit of the Corporation in such banks or 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, 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 may require, for which he or she shall be reimbursed.

Section 4. Agents and 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 of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5. Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

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

ARTICLE VII. MISCELLANEOUS.

Section 1. 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.

Section 2. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4. Regulations Pertaining to Fundraising. The Board of Directors may promulgate from time to time by resolution any rules, regulations or restrictions it deems to be necessary or desirable with regard to the acceptance of gifts, bequests and/or contributions by the Corporation, including without limitation restrictions as to the amount and/or source of such gifts, bequests and/or contributions.

Section 5. Books and Records to be Kept. The Corporation shall keep at its principal office

in the District of Columbia minutes of the proceedings of the members of the Board of Directors and any committee having any of the authority of the Board; All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

Section 6. Amendment of Articles and Bylaws. The Articles of Incorporation may be amended by a majority vote of the members in accordance with the District of Columbia Code.

Bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors .

Section 7. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation shall 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 against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he 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 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 or employee; provided, however, that such director, officer or employee shall undertake to repay or reimburse such expense if it ultimately determined that he 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 may now be in effect or as hereafter may amended.

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

Section 8. Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.