

**BY-LAWS
OF
LEARNING FIRST ALLIANCE**

ARTICLE I

Name and Offices

Section 1. *Name.* The Corporation shall be known as **LEARNING FIRST ALLIANCE** (hereinafter referred to as “the Alliance”).

Section 2. *Principal Office.* The principal office of the Alliance shall be in the District of Columbia or its metropolitan area. The Alliance may also establish and maintain such other offices, both within and without the District of Columbia, as its Board of Directors shall from time to time designate. The Corporation shall be known as **LEARNING FIRST ALLIANCE** (hereinafter referred to as “the Alliance”).

Section 3. *Registered Office and Agent.* The Alliance shall have and continuously maintain in the District of Columbia a registered office, and a registered agent. The registered office in the District of Columbia, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE II

Governing Authority and Purposes

Section 1. *Governing Authority.* The Alliance is incorporated under the laws of the District of Columbia, pursuant to the Articles of Incorporation filed in the District of Columbia. The Alliance shall be governed by these Bylaws which may be amended from time to time in accordance with the provisions set forth herein and which shall not be in conflict with its Articles of Incorporation.

Section 2. *Purposes.* This corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding section of any future Federal tax code. The Alliance's purposes include providing leadership in strengthening America's public schools in order to establish high academic standards, and ensuring that all students achieve these to the best of their ability, thereby being prepared for gainful employment, responsible democratic citizenship and personal fulfillment. Pursuant to these purposes, the Alliance shall receive and administer general and special grants for non-profit educational purposes in furtherance of improved education generally, and shall engage in appropriate research and shall undertake the widest possible dissemination of its research results, informing the general public as well as interested educators of its achievements and the achievements of others, and shall promote a full exchange of information with other persons and organizations concerned with improving leadership and strengthening public education programs, all to such extent and by such means of communication as may be deemed appropriate by the Alliance. The Alliance may sponsor, or engage in, any activity which furthers the purposes stated above. The Alliance may also engage in fund raising activities, provided that it shall not engage in any activity which would be

inconsistent with the status of an educational and charitable organization as defined in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or any successor provision thereto.

ARTICLE III

Member Organizations

Section 1. *Classes of Member Organizations.* The Alliance shall have one (1) class of member organizations. The designation of such class and the qualifications and rights of the member organizations of such class shall be as follows:

(a) Voting Member Organizations: Voting member organizations enjoy all the rights and privileges of full membership, including voting and appointment powers set forth in this Article and these Bylaws generally. (Do we need to list the voting organizations?)

Section 2. *Voting Rights.* Each voting member organization of the Alliance shall be entitled to one vote in decisions taken by the Board of Directors (hereafter “Board”).

Section 3. *Termination of Membership.* By an affirmative vote of two-thirds of the voting member organizations, a member organization may be suspended or expelled for cause after an appropriate hearing. By a majority vote of those present at any regularly constituted meeting, and after an appropriate hearing, the Alliance may terminate the membership of any member organization that becomes ineligible for membership, or suspend or expel any member organization that shall be in default in the payment of dues for the period fixed in Article IX of these Bylaws.

Section 4. *Resignation.* A member organization may resign by submitting a letter or email notice of resignation to the Chair of the Alliance with six months’ notice. The member organization’s resignation shall not relieve the organization of any outstanding indebtedness to

the Alliance. Any balance due must be paid within 60 days of the resignation date.

Section 5. *Reinstatement.* The Alliance may reinstate former member organizations in good standing with an affirmative vote of two-thirds of the member organizations upon such terms as the Board of Directors may deem appropriate.

Section 6. *Transfer of Membership.* Membership in the Alliance is not transferable or assignable.

ARTICLE IV

Board of Directors

Section 1. *General Powers.* The governing body of the Alliance shall be its Board of Directors.

Section 2. *Number.* Each member organization of the Alliance shall designate no more than two (2) representatives to serve as Directors of the Alliance. The Board shall consist of no less than twelve (12) and no more than twenty-four (24) persons. Each member organization is represented by its Executive Director (or staff equivalent) and/or up to two senior staff or officers, for total of up to two representatives. Each member organization shall have the right to replace any of its representatives serving as Directors by giving ten (10) days' notice to the Chair of the Board. Each member organization shall have one (1) member vote.

Section 3. *Tenure for Directors.* The terms of office of the Board shall be at the discretion of each member organization and each member organization shall have the right to replace its representative serving as Director prior to the expiration of that term. Each Director shall hold office until his/her successor has been appointed.

Section 4. *Regular Meetings.* The Board shall hold meetings at least six (6) times a

year at such time and place within or without the District of Columbia.

Section 5. *Special Meetings.* Special meetings of the Board may be called by the Chair of the Alliance Board, or a majority vote of the Board. The Chair, or his/her designee, shall notify all Directors, personally, by mail, by phone, by e-mail or by fax, at least five (5) days prior regarding any special meeting, notice of the time, place and agenda of such meeting of the Board. A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by a Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Any special meeting shall be a legal meeting without notice if all Directors shall be present.

Section 6. *Attendance by Telephone or Other Communication.* Any or all Directors may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 7. *Powers and Duties of the Board of Directors.* The Board shall have the power to perform any and all acts in furtherance of the purposes of the Alliance, either in meeting assembled, by mail or e-mail ballot or by telephone conference call. Any request for a vote by mail or e-mail or by telephone conference call shall be initiated by the Chair of the Alliance. In furtherance of the purposes of the Alliance, the Board shall receive and hold contributions and bequests to the Alliance, both in cash and in kind, and shall authorize the disbursement of any such contributions in accordance with the provisions of the Alliance's Articles of Incorporation and these Bylaws.

Section 8. *Quorum.* Representation at a Board meeting either in person or by phone of a

majority of the member organizations of the Alliance shall constitute a quorum for the transaction of business. The act of the majority of the member organizations shall constitute the act of the Board, unless the act of a greater number is required by the D.C. Non-Profit Corporation Act, Alliance Articles of Incorporation or these Bylaws.

Section 9. Vacancies. Any vacancy occurring on the Board due to the departure for any reason of a Director or by reason of an increase in the number of Directors, shall be filled by the member organization such Director represents.

ARTICLE V

Officers

Section 1. Officers. The Officers of the Alliance shall be Chair, Immediate Past-Chair, and a Secretary-Treasurer. The Chair of the Alliance is the Chair of the Board. The Immediate Past-Chair of the Board chairs the Board in the Chair's absence. The Board of Directors may appoint such other Officers from time to time as it deems appropriate. The Officers shall be from different member organizations.

Section 2. Election and Term of Office. The Chair of the Alliance shall be elected annually by majority vote of the member organizations of the Alliance at a meeting prior to July 1. The term of the Chair and Secretary-Treasurer shall be for one (1) year and commence on July 1 of each year. These officers may serve two (2) or more consecutive terms.

Section 3. Removal. Any Officer or agent elected or appointed may be removed, after an appropriate hearing, by an affirmative majority vote by the member organizations authorized to elect or appoint such Officer or agent whenever in their judgment the best interest of the Alliance will be served thereby.

Section 4. *Vacancies.* Any vacancy in the office of Chair, Immediate Past-Chair or Secretary-Treasurer due to death, resignation, illness, removal, disqualification or otherwise, may be filled by a majority vote of the member organizations of the Board for the unexpired portion of the term.

Section 5. *Chair.* The Chair shall preside at meetings of the Board of Directors, and shall perform such other duties consistent with the office of Chair and as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws.

Section 6. *Immediate Past-Chair.* The Immediate Past-Chair shall perform such duties as from time to time may be assigned to him/her by the Chair or by the Board. The Immediate Past-Chair also shall, in the absence of the Chair or in the event of the Chair's inability or refusal to act, preside at meetings of the Board of Directors and shall perform the duties of the Chair, and when so acting, shall have all the powers consistent with the office of Chair.

Section 7. *Secretary-Treasurer.* The Secretary-Treasurer shall be responsible for recording the minutes of the meetings of the Board. The Secretary-Treasurer shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be the custodian of the corporate records of the Alliance; shall make annual financial reports as required by the Board; shall keep a register of the address of each Director; shall be responsible for the receipt, custody and disbursement of Alliance funds and other assets; and shall be further responsible for the custody of the financial records of the Alliance and for the investment of the Alliance's funds, subject to the direction or approval of the Board. The duties of the Secretary-Treasurer may be delegated to one or more of the staff personnel designated by the Board.

ARTICLE VI

Committees

Section 1. *Committees.* The Board, by resolution adopted by a majority of the member organizations represented at a Board meeting, may designate and appoint Directors and/or staff of member organizations to serve on one or more committees or working groups, each of which shall consist of at least one Director. Directors may delegate their duties to a staff member of their organization. Any person serving on a committee may be removed by a majority of the persons authorized to appoint such committee whenever in their judgment the best interests of the corporation shall be served by such removal. 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 him/her by law.

Section 2. *Term of Office.* Each member of a committee shall continue to serve on the committee until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such person be removed from such committee, or unless such person ceases to qualify as a member of the committee.

Section 3. *Chair.* One or more members of each committee shall be appointed Chair(s) by a majority of the persons authorized to appoint the committee members thereof.

Section 4. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. *Quorum.* A majority of the member organizations represented on the whole committee shall constitute a quorum and the act of a majority of the member organizations at a meeting at which a quorum is present shall constitute an act of the committee.

ARTICLE VII

Executive Director

The Board shall employ an Executive Director. The Executive Director shall be responsible for administering the day-to-day business and professional affairs of the Alliance as set forth in Article V, Section 7 as well as any other duties as may from time to time be assigned to him/her by the Board, or the Chair, or prescribed by these Bylaws. The Executive Director is authorized to employ such other staff members, employees and/or consultants as the Executive Director deems necessary, within the limits of the budget, to assist with the duties of the Executive Director. Spokespersons for the Alliance will be the Chair, or Executive Director, or a member voted by the Board to speak on specific issues.

ARTICLE VIII

Finances

Section 1. *Fiscal Year.* The fiscal year of the Alliance shall be from July 1 to the following June 30.

Section 2. *Books and Records.* The Board shall be responsible for the prudent fiscal management of the affairs of the Alliance. The Alliance shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of the Board.

ARTICLE IX

Dues

Section 1. *Annual Dues.* A Member Organization dues will be paid by each member organization for each fiscal year beginning July 1. Each member organization may choose

whether to pay these dues annually or quarterly. The Alliance, in consultation with a dues committee composed of members of the Board, periodically develops a dues structure based on the annual budgets of its member organizations. This proposed structure is approved by a vote of the Board of Directors. Dues of any new member organization shall be prorated from the first day of the month in which such new member organization is elected to membership, for the remainder of the Alliance's fiscal year. Additional assessments of members may be made with the approval of two-thirds of the members.

Section 2. *Default and Termination of Membership.* If a member organization defaults in the payment of dues or approved assessments for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, membership may be terminated by the Board in the manner provided in Article III, Section 4 of these Bylaws.

ARTICLE X

Nonprofit Operation

The Alliance will not have or issue shares of stock. No dividends will be paid and no part of the income or assets of the Alliance will be distributed to its member organizations, Directors, or Officers without full consideration.

ARTICLE XI

Rules of Order

The most recent edition of *Robert's Rules of Order, Revised* shall be the authority governing all matters of procedure not otherwise provided for in the Articles of Incorporation or these Bylaws.

ARTICLE XII

Amendments to Bylaws

Section 1. *Authority to Amend.* The authority to adopt, repeal and amend these Bylaws is expressly delegated to the voting member organizations of the Alliance. Any of these Bylaws may be altered, amended or repealed, or any new Bylaws may be adopted by the affirmative vote of two-thirds of the member organizations.

Section 2. *Notice.* Notice of a proposed Bylaw amendment must be made in writing to all Directors at least five (5) business days in advance of a formal vote.

ARTICLE XIII

Voluntary Dissolution Procedures

Section 1. *Notice and Vote Required for Approval.* The Board shall adopt a resolution recommending that the Alliance be dissolved, and directing that the question of such dissolution be submitted to a vote at the current or next meeting of member organizations having voting rights, which may be either a regular general meeting or a special meeting called in accordance with Article IV, Section 5 of these Bylaws. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Alliance, shall be given to each member organization entitled to vote at such meeting within the time and in the manner provided in Article III, Section 3 of these Bylaws. A resolution to dissolve the Alliance shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the member organization present or represented at such meeting.

Section 2. *Distribution of Assets.* The assets of the Alliance in the process of dissolution shall be applied and distributed as follows:

(a) All liabilities and obligations of the Alliance shall be paid, satisfied and discharged, or provisions shall be made therefore;

(b) Any assets held on the condition that they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements;

(c) Assets received and held by the Alliance subject to limitations, permitting their use only for charitable, educational or scientific purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, funds, or foundations organized and operated exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future Federal tax code), subject to the limitations included in their original transfer and pursuant to a plan of distribution adopted pursuant to Section 3 of this Article.

(d) Other assets, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to one or more corporations, funds, or foundations organized and operated exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future Federal tax code), in accordance with the provisions of the Alliance Articles of Incorporation or these Bylaws to the extent that the Articles of Incorporation or Bylaws determine the distributive rights of member organizations, or any class or classes of member organizations, or provide for distribution to others; and

(e) Any remaining assets may be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to one or more corporations, funds, or foundations organized and operated exclusively for charitable, educational, and scientific

purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future Federal tax code), as may be specified in a plan of distribution adopted pursuant to Section 3 of this Article.

Section 3. *Plan of Distribution.* The Board of Directors shall adopt a resolution recommending a plan of distribution, not inconsistent with the provisions of the D.C. NonProfit Corporation Act or these Bylaws, and directing that the plan be submitted to a vote at the current or next meeting of member organizations having voting rights, which may be either a regular general meeting or a special meeting called in accordance with Article IV, Section 2 of these Bylaws. Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Article IV, Section 5 of these Bylaws. Such plan of distribution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the member organizations present or represented by proxy at such meeting.

Section 4. *Revocation of Dissolution Proceedings.* At any time prior to the issuance of a certificate of dissolution by the Mayor of the District of Columbia, the Board may adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of such revocation be submitted to a vote at the current or next meeting of member organizations having voting rights, which may be either a quarterly general meeting or a special meeting called in accordance with Article IV, Section 5 of these Bylaws. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each member organization entitled to vote at such meeting within the time and in the manner provided in Article IV, Section 5 of these Bylaws. A resolution to revoke the voluntary dissolution

proceedings shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the member organizations. Upon the adoption of such resolution by the member organizations, the Alliance may thereupon again conduct its affairs. If the Articles of Incorporation have been delivered to the Mayor, notice of such revocation shall be given to him/her in writing.

Section 5. *Articles of Dissolution.* If voluntary dissolution proceedings have not been revoked, when all debts, liabilities, and obligations of the Alliance shall have been paid and discharged, or adequate provisions shall have been made therefore, and all of the remaining property and assets of the Alliance shall have been transferred, conveyed, or distributed in accordance with Section 2 of this Article and the plan of distribution as adopted pursuant to Section 3 of this Article, Articles of Dissolution shall be executed in duplicate by the Alliance by its Chair and attested by its Secretary-Treasurer and such statement shall set forth:

(a) The name of Learning First Alliance

(b) A statement setting forth the date of the meeting of member organizations at which the resolution to dissolve was adopted, that a quorum was present at such meeting, and that such resolution received at least two-thirds of the votes entitled to be cast by members present at such meeting OR a statement that such resolution was adopted by a consent in writing signed by all member organizations entitled to vote with respect thereto;

(c) That all debts, liabilities, and obligations of the Alliance have been paid and discharged or that adequate provision has been made therefore;

(d) That all the remaining property and assets of the Alliance have been transferred, conveyed, or distributed in accordance with the provisions of this Article;

(e) That there are no suits pending against the Alliance in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree

which may be entered against it in any pending suit.

Definition of Terms

Voting Member Organization is a class of Alliance members. Voting member organizations enjoy all the rights and privileges of full membership, including voting and appointment powers set forth in Article III Section 1 of the Bylaws and the Bylaws generally.

Board of Directors/Directors is the governing body of the Alliance. Each member organization of the Alliance designates up to two representatives to serve as Directors of the Alliance.

The Chair of the Alliance is elected annually by a majority vote of the member organizations of the Alliance at a meeting prior to July 1. The Chair presides at meetings of the Board of Directors and performs such other duties consistent with the office of Chair.

The Immediate Past-Chair of the Alliance is the immediate past-chair of the Alliance. The Immediate Past-Chair performs such duties as from time to time are assigned by the Chair or the Board and chairs the Board in the absence of the Chair.

The Secretary-Treasurer is elected annually by a majority vote of the member organizations of the Alliance and is responsible for duties itemized in Article V, Section 7 of the Bylaws.

Representatives are individuals appointed by member organizations to represent the member organization to the Board, Leadership Council, or other Alliance committees.

Revised per Board of Directors, September 10, 2014

Revised per Board of Directors, September 17, 2019