

**BYLAWS**  
**OF**  
**AMERICAN VETERANS EDUCATIONAL FOUNDATION**  
a District of Columbia non-profit corporation

## TABLE OF CONTENTS

| SECTION       | HEADING  | PAGE |
|---------------|--|------|
| ARTICLE I.    | PURPOSES.....                                  | 1    |
| ARTICLE II.   | OFFICES.....                                   | 1    |
| ARTICLE III.  | MEMBERS.....                                   | 1    |
| ARTICLE IV.   | BOARD OF DIRECTORS .....                       | 1    |
| ARTICLE V.    | ADVISORY BOARD.....                            | 4    |
| ARTICLE VI.   | OFFICERS .....                                 | 6    |
| ARTICLE VII.  | INTERESTED DIRECTORS AND OFFICERS.....         | 7    |
| ARTICLE VIII. | INDEMNIFICATION OF DIRECTORS AND OFFICERS..... | 8    |
| ARTICLE IX.   | GRANTS AND CONTRIBUTIONS.....                  | 10   |
| ARTICLE X.    | GENERAL PROVISIONS.....                        | 12   |
| ARTICLE XI.   | CONTRACTS, CHECKS, DEPOSITS & FUNDS .....      | 13   |
| ARTICLE XII.  | BOOKS AND RECORDS .....                        | 14   |
| ARTICLE XIII. | FISCAL YEAR .....                              | 14   |
| ARTICLE XIV.  | SEAL.....                                      | 14   |
| ARTICLE XV.   | WAIVER OF NOTICE.....                          | 14   |
| ARTICLE XVI.  | AMENDMENTS TO BYLAWS .....                     | 15   |

**BYLAWS**  
**OF**  
**AMERICAN VETERANS EDUCATIONAL FOUNDATION**  
a District of Columbia non-profit corporation

**ARTICLE I.**  
**PURPOSES**

The purposes for which AMERICAN VETERANS EDUCATIONAL FOUNDATION, a District of Columbia (the “*District*”) non-profit corporation (the “*Corporation*”) is organized are:

*Section 1.* To operate exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “*Code*”); and

*Section 2.* Subject to and within the limits of such purpose, to provide educational assistance grants and scholarships to American Veterans, their families, dependants and survivors.

**ARTICLE II.**  
**OFFICES**

The Corporation shall have and continuously maintain in the District a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the District as the board of directors of the Corporation (the “*Board of Directors*”) may from time to time determine.

**ARTICLE III.**  
**MEMBERS**

*Section 1.* The Corporation shall have no of members.

**ARTICLE IV.**  
**BOARD OF DIRECTORS**

*Section 1.* The affairs of the Corporation shall be managed by its Board of Directors (each member of the Board of Directors shall be a “*Director*”). The Directors may also be designated trustees.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

*Section 2.* The number of Directors shall initially be four, but may be increased to ten. The number of Directors may be fixed or changed from time to time, within the minimum and maximum, by the Board of Directors by amendment to these Bylaws. The Board of Directors shall be divided into two classes, Class I and Class II, which shall be as nearly equal in number as possible. The number of Directors that constitute the whole Board of Directors shall consist of two (2) Class I directors and two (2) Class II directors. Each director shall serve for a term ending on the date of the fourth regular meeting of directors following the regular meeting at which such director was elected; *provided, however*, that each initial director in Class I shall hold office until the second regular meeting of the directors next ensuing, and each initial director in Class II shall hold office until the regular meeting of directors two years thereafter.

*Section 3.* An annual meeting of the Board of Directors shall be held on the first business day prior to June 30 each year beginning with the year 2004 for the purpose of electing new members of the Board of Directors and for the transaction of such other business as may come before the meeting. Unless otherwise specified by the Board of Directors, the annual meeting of the Board of Directors shall be held at 10 a.m. at the principal offices of the Corporation, as designated by the Board of Directors from time to time. If such day be a legal holiday, the meeting shall be held on or before the next preceding business day. If such day be a legal holiday, the meeting shall be held on the next preceding business day. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors called as soon thereafter as may be convenient.

*Section 4.* The annual meeting of the Board of Directors shall be held without notice other than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or without the District, for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

*Section 5.* Special meetings of the Board of Directors may be called by or at the request of the president or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the District, as the place for holding any special meeting of the Board of Directors called by them.

*Section 6.* The Board of Directors may designate any place, either within or without the District, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation as designated by the Board of Directors from time to time; *provided, however*, that if all of the Directors shall meet at any time and place, either within or without the District, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

*Section 7.* Notice of any special meeting of the Board of Directors shall be given at least four days previously thereto by (1) personal delivery, (2) first class registered or certified mail, postage prepaid, return receipt requested, (3) facsimile, (4) nationally recognized overnight delivery service or (5) other means at least as fast and reliable as first class mail. A notice shall

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

be deemed to have been delivered (a “*Deemed Delivery*”) to the intended recipient (the “*Recipient*”) on the earlier of (a) the date it shall be delivered to the address of the Recipient in the records of the Corporation (the “*Recipient’s Address*”), (b) the date delivery shall have been refused at the Recipient’s Address, (c) with respect to a notice sent by mail, the date as of which the postal service shall have indicated such notice to be undeliverable at the Recipient’s Address or (d) with respect to a notice sent by facsimile to the facsimile number for the Recipient in the records of the Corporation and in respect of which a facsimile receipt confirmation statement is printed, (i) the next business day after receipt, if the notice is sent at or after two (2) p.m. in the time zone of the Recipient, or (ii) the day of receipt if the Communication is sent before two (2) p.m. in the time zone of the Recipient.

*Section 8.* A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that, if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

*Section 9.* 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, except where otherwise provided by law or by the Articles or by these Bylaws.

*Section 10.* Directors or members of any committee of the Board of Directors may participate in and act at any meeting of the Board of Directors or any committee through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Under appropriate circumstances, teletype terminals and/or video conferencing may be substituted for conference telephones, so long as all participants can both receive and send communications by means of such devices and be provided with visual or other adequate assurances of the originator of communications received. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating.

*Section 11.* Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consents may be given in writing on and/or by facsimiles, copies or other reproduction or counterpart of the resolution stating the action to which consent is given.

*Section 12.* A majority of the Board of Directors may create one or more committees and appoint Directors or such other persons as the Board of Directors designate, including, but not limited to, members of the advisory board, to serve on such committee or committees. If such committees are to be committees of the Board of Directors rather than committees of the advisory board (described below), each committee shall have two or more Directors, a majority of its members shall be Directors, and all committee members shall serve at the pleasure of the Board of Directors.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting.

To the extent specified by the Board of Directors, each committee of the Board of Directors may exercise the authority of the Board of Directors under these Bylaws; *provided, however,* that a committee may not:

- a. adopt a plan for the distribution of the assets of the Corporation or for dissolution;
- b. fill vacancies on the Board of Directors or on any of its committees;
- c. elect, appoint or remove any officer or member of any committee or fix the compensation of any member of any committee;
- d. adopt, amend or repeal these Bylaws or the Articles;
- e. adopt a plan of merger or consolidation with another Corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
- f. amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

*Section 13.* Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, if any.

*Section 14.* Any Director may resign at any time by written notice of such resignation to the Board of Directors, its chairman, or to the president or secretary of the Corporation; *provided, however,* if such a resignation would cause the number of Directors to be less than three, such resignation shall not be effective until a successor Director is elected by the Board of Directors.

**ARTICLE V.  
ADVISORY BOARD**

*Section 1.* The Board of Directors may maintain an advisory board comprised of representatives of American veterans or persons publicly recognized as sympathetic to veterans' causes.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

*Section 2.* The number of members of the advisory board shall be as fixed by the Board of Directors from time to time. Each member of the advisory board shall hold office until the next annual meeting of the Board of Directors or for such longer period as the Board of Directors may decide. Members of the advisory board need not be residents of the District.

*Section 3.* An annual meeting of the advisory board shall be held immediately after the annual meeting of the Board of Directors each year beginning with the year 2004 for the transaction of such business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next preceding business day.

*Section 4.* A regular meeting of the advisory board shall be held without notice other than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or without the District, for the holding of additional regular meetings of the advisory board without notice other than such resolution.

*Section 5.* Special meetings of the advisory board may be called by or at the request of the president or the Board of Directors. The person or persons authorized to call special meetings of the advisory board may fix any place, either within or without the District, as the place for holding any special meeting of the advisory board called by them.

*Section 6.* The Board of Directors may designate any place, either within or without the District, as the place of meeting for any annual meeting or for any special meeting of the advisory board called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

*Section 7.* The advisory board shall not require a quorum to hold a meeting or adopt a recommendation to the Board of Directors. The advisory board shall in general operate by consensus. However, if no consensus may be practically obtained or established, the opinion of the majority of the members of the advisory board present at a meeting shall be the opinion of the advisory board. If the advisory board acts by majority vote rather than by consensus, the opinion or opinions of the minority shall be noted as such in the minutes of the meeting if requested by the minority.

*Section 8.* Any vacancy occurring in the advisory board may be filled by the Board of Directors. A member of the advisory board elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

*Section 9.* Members of the advisory board or of any committee of the advisory board may participate in and act at any meeting through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Under appropriate circumstances, teletype terminals and/or video conferencing may be substituted for conference telephones, so long as all participants can both receive and send communications by means of such devices and be provided with visual or other adequate assurances of the originator of communications received. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

**ARTICLE VI.  
OFFICERS**

*Section 1.* The officers of the Corporation shall be a president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this Article VI. The Board of Directors may elect or appoint such other officers, including one or more vice-presidents and assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

*Section 2.* The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until (a) his or her successor shall have been duly elected and shall have qualified or (b) such officer is removed from office by the Board of Directors.

*Section 3.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

*Section 4.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

*Section 5.* The president shall be the chief executive officer and chief operating officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. He or she may sign, with the secretary or treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

*Section 6.* In the absence of the president or in the event of his or her inability or refusal to act, the vice-presidents, in the order of their seniority, or the secretary, if no vice-president is in office, or the treasurer, if no vice-president or secretary is in office, 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-presidents shall perform such other duties as from time to time may be assigned to them by the president or by the Board of Directors.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

*Section 7.* The secretary shall keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the post office address of each member of the advisory board and each Director which shall be furnished to the secretary by such member of the advisory board or such Director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

*Section 8.* If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; and in general perform all the duties incident to the offices of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

*Section 9.* If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the secretary, the treasurer, the president or the Board of Directors.

*Section 10.* The president, the secretary, the treasurer, and any other officer of the Corporation serving from time to time, may also be a Director of the Corporation whether or not the terms of office on the Board of Directors and as an officer of the Corporation are concurrent.

**ARTICLE VII.  
INTERESTED DIRECTORS AND OFFICERS**

*Section 1.* No contract or transaction between the Corporation and one or more of its officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its members, directors or officers are Directors or officers of the Corporation, or have a financial interest, shall be void or voidable solely for this reason, or solely because the interested Director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, if:

- a. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

b. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction but may not be counted when the Board of Directors takes action on the contract or transaction.

*Section 2.* In a proceeding contesting the validity of a contract or transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum.

*Section 3.* Any contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, which is an act of self-dealing between a disqualified person and a private foundation under Section 4941 of the Code or an “excess benefit transaction” under Section 4958 of the Code shall be void and beyond the authority of the Corporation, the Board of Directors, and its officers to agree or consent to.

**ARTICLE VIII.  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

*Section 1.* The Corporation shall indemnify each Director and each officer who was or is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

*Section 2.* The Corporation shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if 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 and, except that no indemnification shall be made in respect of any claim, issue or matter as to which such Director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability, but in view of all the circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

*Section 3.* The Corporation shall indemnify each Director and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Corporation or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was such a fiduciary and was serving as such at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if 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 interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provisions of all the following paragraphs of this Article relating to Directors, officers, employees or agents shall apply also to Directors, officers or employees held to be fiduciaries under this Section 3, specifically including the power of the Corporation (under Section 7) to purchase and maintain insurance on behalf of such fiduciaries.

*Section 4.* To the extent that a person who is or was a Director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

*Section 5.* Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

*Section 6.* The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under any statute, provision in the Corporation's Articles, Bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

*Section 7.* The Corporation shall have power to purchase and maintain insurance on behalf of any person 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

*Section 8.* For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving Corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

*Section 9.* The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

**ARTICLE IX.  
GRANTS AND CONTRIBUTIONS**

*Section 1.* The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles and these Bylaws shall be within the exclusive power of the Board of Directors;

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

*Section 2.* In furtherance of the Corporation's purposes, the Board of Directors shall have power to make grants to any organization organized and operated exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, subject to the limitation that all such grants shall be to or for the benefit of Service Related Disabled American Veterans, their families, dependants and survivors.;

*Section 3.* Subject to Section 7, of Article X, in furtherance of the Corporation's exempt purposes, the Board of Directors shall also have the power to make grants to or on the behalf of individuals for charitable, scientific or educational purposes, so long as such grants are made in an objective and non-discriminatory manner.

*Section 4.* The Board of Directors may review all requests for funds from individuals or other organizations, may require that such requests specify the use to which the funds will be put, and if the Board of Directors approves the request, may authorize payment of such funds to the approved grantee.

*Section 5.* The Board of Directors may require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board of Directors.

*Section 6.* The Board of Directors may, in its absolute discretion, make grants to organizations organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code without prior application of such organizations to the Board of Directors.

*Section 7.* The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

*Section 8.* After the Board of Directors has approved a grant to an individual or another organization for a specific project or purpose, the Corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, religious, scientific or educational purposes.

*Section 9.* Whether before or after the Board of Directors has made a grant to an individual or an organization pursuant to this Article, if the Board of Directors becomes aware of a misuse of funds distributed by the Corporation, the Board of Directors may take any and all action to recover such misused funds the Board of Directors, in its sole discretion considers necessary and appropriate under the circumstances. Such action may include, without limitation: withholding of further distributions, civil suits to recover any misused funds, and the filing of criminal charges.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

**ARTICLE X.  
GENERAL PROVISIONS**

*Section 1.* The Corporation shall function as an organization qualifying under Section 501(c)(3) of the Code.

*Section 2.* The Corporation shall have all of the general powers set forth in the provisions of the Non-Profit Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 3), as amended, together with the power to solicit and receive grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes; *provided, however,* that the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article I. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

*Section 3.* The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining an exemption from federal income taxation as an Corporation described in Section 501(c)(3) of the Code, or (b) cause it to lose such exempt status.

*Section 4.* The Corporation shall not be operated for the purpose of carrying on a trade or business for profit.

*Section 5.* No part of the income of the Corporation shall inure to the benefit of any Director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered on behalf of the Corporation, and no Director or officer of the Corporation or any private individual shall be entitled to share in any distribution of any of the assets of the Corporation upon its dissolution. The Corporation shall not engage in any "excess benefit transaction" under Section 4958 of the Code.

*Section 6.* No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as may otherwise be permitted in accordance with an election pursuant to Section 501(h) of the Code; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

*Section 7.* If for any period the Corporation is a private foundation as defined in Section 509 of the Code or corresponding to provisions of any subsequent federal tax laws, then during such period, the Corporation shall be subject to the following restrictions and prohibitions:

- a. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

b. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

e. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

*Section 8.* Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for such purposes as shall at such time qualify as an exempt organization or organizations under Sections 501(a) of the Code as the Board of Directors shall determine, pursuant to a plan of distribution.

*Section 9.* As an equal opportunity entity, the Corporation shall prohibit all discrimination based on race, color, sex, religion, national origin, age or handicap within its operations and activities. The Corporation shall seek to ensure every individual a fair and equal opportunity for participation in any and all activities it promotes, encourages, fosters or communicates.

*Section 10.* The provisions of this Article shall be effective at all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntarily or involuntarily, or by operation of law or any other provision hereof.

**ARTICLE XI.  
CONTRACTS, CHECKS, DEPOSITS & FUNDS**

*Section 1.* The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

*Section 2.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two persons, one of whom shall be the

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

secretary or treasurer or an assistant treasurer and the other shall be the president or a vice-president of the Corporation.

*Section 3.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

*Section 4.* The Board of Directors or the president may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE XII.  
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, advisory board and committees, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any member or Director or his or her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XIII.  
FISCAL YEAR**

The fiscal year of the Corporation shall end on the last day of December in each year.

**ARTICLE XIV.  
SEAL**

The Board of Directors may provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, District of Columbia."

**ARTICLE XV.  
WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the Non-Profit Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 3), as amended, or under the provisions of the Articles or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

**BYLAWS OF  
AMERICAN VETERANS EDUCATIONAL FOUNDATION**

**ARTICLE XVI.  
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least four days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.