



# **MESH Charities**

The Masonic & Eastern Star Family  
Serving Our Community

**AMENDED AND RESTATED BYLAWS  
OF  
THE MASONIC AND EASTERN STAR HOME  
OF THE DISTRICT OF COLUMBIA CHARITIES, INC.**

**ARTICLE I  
NAME**

1.1. The Masonic and Eastern Star Home of the District of Columbia Charities, Inc. (“MESH”), is a non-profit corporation organized and existing under the District of Columbia Nonprofit Corporation Act pursuant to the filing of a Statement of Election to Accept and a Certificate of Amendment thereto with the District of Columbia on November 7, 2005 (collectively the “Charter”). These documents were filed subsequent to the establishment of MESH pursuant to Special Statutes of the Congress of the United States, approved March 10, 1902 and March 10, 1906.

**ARTICLE II  
PLACE OF BUSINESS**

2.1. The principal place of business of MESH shall be determined by the Board of Directors and all members of the Assembly shall be informed of any change in location within 5 business days of any scheduled meeting.

**ARTICLE III  
PURPOSES**

3.1 MESH is a nonprofit corporation which shall engage in any lawful act or activity for which corporations may be organized under the provisions of the District of Columbia Nonprofit Corporation Act. It shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) (“Code”) and as enumerated in Treasury Regulation §1.501(c) (3)-1(d) (2) including, but not limited to, the following purposes:

3.1 (a). To assist the homeless, the sick, the needy and/or the infirm, including the members of the District of Columbia Masonic and Eastern Star organizations and legal dependent family in need, by providing financial aid and other support. This includes, but not limited to: housing, health care, long term care, at home services, medical, nursing, appropriate residential and nursing care at appropriate facilities, physical and mental health care services, civic, recreational, social and cultural activities, and other services ancillary thereto, to the extent that MESH is able to so provide and under such terms and

conditions as the Board of Directors of MESH deems appropriate under the circumstances; and

3.1 (b). To distribute property and extend financial aid and support through grants, gifts, contributions, or other assistance to qualified Section 501(c)(3) organizations and other appropriate donees for charitable purposes and engage in other purposes and activities as permitted by Section 501(c)(3) of the Internal Revenue Code and the Treasury Regulations thereunder; and

3.1 (c). No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation or participate or intervene in any political campaign.

3.1 (d). In the event that an applicant for financial aid under Section 3.2(a) does not fully qualify under the above criteria, but is in need and worthy of Masonic relief, the Executive Committee may recommend to the Board of Directors that the applicant nevertheless receive the financial aid. The Board may, at any Stated Meeting or a Special Meeting called for that purpose, approve such a recommendation for financial aid by a three-fourths vote.

## **ARTICLE IV**

### **REPRESENTATIVES**

4.1 NUMBER OF REPRESENTATIVES. Representatives of The Grand Lodge of Free and Accepted Masons of the District of Columbia (“Grand Lodge”) and The Grand Chapter of the Order of Eastern Star of the District of Columbia (“Grand Chapter of O.E.S.”) and their respective lodges and chapters shall be known as the Assembly of Representatives, (Assembly) and shall include the following:

4.1 (a). Six (6) elected or appointed Representatives from the Grand Lodge.

4.1 (b). Six (6) elected or appointed Representatives from the Grand Chapter of O.E.S.

4.1 (c) One (1) elected or appointed Representatives from each Lodge of the Grand Lodge.

4.1 (d). Two (2) elected or appointed Representatives from each Chapter of the Grand Chapter of the O.E.S. of the District of Columbia.

4.1 (e). The Assembly shall have the right to vote for the Board of Directors of MESH and on any other matters affecting MESH as set forth in these Bylaws or required by law.

4.1 (f). Representatives shall not have the right to vote by proxy.

4.1 (g). The Assembly shall convene at the Annual Meeting to receive yearly committee reports, elect the Board of Directors of MESH, elect the Board of Directors of MLCAH, and conduct such other business that may properly come before the Assembly.

4.2 **QUORUM.** A quorum shall consist of 30% of the representatives elected or appointed. A roll-call will be conducted and validated by the Secretary before allowing any MESH meeting to be conducted. Any business conducted without a quorum is deemed a violation of these bylaws.

4.3 **ANNUAL MEETING.** The Annual Meeting of the Assembly of Representatives shall be held on the fourth Saturday of January each year at such place and time as the Board of Directors shall determine for the purpose of election of Directors of MESH, the Directors of MLCAH, and any other business that may be determined to be appropriately voted on by the Representatives. All meetings will be conducted in accordance with the latest edition of Robert's Rules of Order, whenever not in conflict with prevailing law, the charter, or these bylaws.

4.4 **SPECIAL MEETING.** Any Special Meeting of the Assembly of Representatives may be called by the Board of Directors or at least twenty percent (20%) of the Representatives provided that written notice of such meeting is provided to all of the Representatives in accordance with Paragraph 4.5. All meetings will be conducted in accordance with the latest edition of Robert's Rules of Order, whenever not in conflict with prevailing law, the charter, or these bylaws.

4.5 **NOTICE.** The Secretary shall cause written notice to be provided to each Representative either personally, by telephone, by mail, or by electronic mail not less than fourteen (14) nor more than sixty (60) days prior to the date of a meeting, which notice shall state the date, place and time of the meeting. In the case of a special meeting, the notice shall also state the purpose of the special meeting, and no business other than the stated purpose shall be transacted at that meeting. Notice of any meeting need not be given to any person who may become a Representative of record after the mailing of such notice and prior to the meeting, or to any Representative who attends such meeting in person, or to any Representative who, in person or by attorney thereunto authorized, waives notice of any meeting in writing either before or after such meeting.

4.6 **CONDUCT OF BUSINESS.** Decisions of the Assembly shall be made by majority vote of the Representatives present at the meeting of the Assembly upon which a quorum is present unless a greater proportion of affirmative votes is required by applicable law, by the Charter or by these Bylaws. Notwithstanding the foregoing, the following acts shall require the affirmative vote of two-thirds (2/3rds) of the of the Representatives present at any meeting upon which it is determined that a quorum is present pursuant to Paragraph 4.1(f):

- 4.6 (a). a sale of all or substantially all of the assets of MESH; and
- 4.6 (b). any voluntary or involuntary dissolution, liquidation or winding up of MESH; and
- 4.6 (c). any merger, reorganization or consolidation; and
- 4.6 (d). approval of any agreements entered into with MESH requiring an expenditure of One\_Hundred Thousand Dollars (\$100,000.00) or more (unless such is provided for in the approved budget); except in the ordinary course of business (i.e. including but not limited to admitting a person to a long term health care facility or investments).

## ARTICLE V

## **BOARD OF DIRECTORS**

5.1 MANAGEMENT: The business and the affairs of MESH shall be managed, directed, and controlled by the Board of Directors which shall be the governing body of MESH.

5.2 NUMBER AND QUALIFICATION OF DIRECTORS: The Directors of MESH shall be nine (9) Directors comprising members in good standing of the Assembly of Representatives at the time of election. No person employed by MESH, MESH Life Care at Home, Inc. (“MLCAH”) or a subsidiary or whose family member is employed by MESH, MLCAH or another MESH subsidiary shall be eligible to serve as Director. For the purposes of this Paragraph, “family member” includes a person’s spouse, child (including stepchildren, adoptive children, and foster children), parent, sibling, grandparent, or grandchild.

5.3 ELECTION AND TERM OF OFFICE: Each Directors shall serve for a term of three (3) years. The term for Directors may be staggered. Directors shall be elected by a majority vote of the Assembly each year at the annual meeting of the Assembly. All Directors shall retain their respective offices as Directors until their successors shall be duly elected. Directors shall be eligible for re-election without limitation as to the number of consecutive terms.

5.4 CHAIR OF THE BOARD. A member of the Board of Directors shall be elected each year at the annual meeting of the Board of Directors by a majority vote of the Board of Directors as the Chair of the Board (“Chair”). The Chair shall preside over all meetings of the Board of Directors and shall undertake such other duties and responsibilities as the Board of Directors may direct from time to time.

5.5 VICE CHAIR OF THE BOARD. The Vice Chair shall preside in the absence of the Chair and otherwise conduct the duties of the Chair in the absence, incapacitation, or resignation of the Chair, until the next annual meeting of the Board of Directors. The Vice Chair shall be a member of the Board of Directors elected by majority vote at the annual meeting of the Board. In the case of a vacancy in the office, a subsequent election may be held in the same manner to elect another Vice Chair for the duration of the term.

5.6 VACANCIES ON THE BOARD OF DIRECTORS All vacancies on the Board of Directors shall be filled until the next annual meeting of the Assembly by a majority vote of the Board of Directors at any meeting of the Board called for that purpose at which a quorum is present. At that annual meeting an election shall be held to elect a member to serve the remainder of the term.

5.7 RESIGNATION OF DIRECTORS: Any Director may resign from office by delivering a written statement of resignation to the Chair of the Board. Should the Chair not be available, the office of the Chair vacant, or the Chair be resigning, the resignation will be delivered to the Vice Chair. Any such resignation shall take effect immediately upon delivery unless a different effective time or date for the resignation is specified in the notice of resignation.

5.8 REMOVAL: Any Director may be removed from office at any time for any reason by a two-thirds (2/3rds) vote of the Assembly of Representatives present at any special or annual meeting of Representatives where a quorum has been established. The vote to remove a Director shall be by written ballot.

**5.9 DUTIES OF THE BOARD OF DIRECTORS:** Subject to the provision of applicable laws, the Charter and these Bylaws, the Board of Directors shall manage the affairs, property and funds, and interests of MESH may exercise all powers of MESH. The Board shall adopt policies, resolutions and regulations as needed to govern the operation of MESH and carry out the purpose of MESH.

5.10 **COMPENSATION.** No Director shall receive compensation for his or her services as a Director; provided, however, that the Assembly may vote to provide the Directors with compensation for their services as Directors at a special meeting of the Assembly called for that purpose. Notwithstanding the foregoing, nothing in this provision shall prohibit the Chair from receiving an honorarium as may be determined by the Board in the Board's discretion. At the discretion of the Board of Directors, directors may be reimbursed for expenses incurred by a Director on account of MESH in the course of the performance of his or her duties, including any reasonable expense incurred in attending meetings of the Board of Directors.

**5. 11 MEETINGS OF THE BOARD OF DIRECTORS:**

5.11 (a). **ANNUAL MEETING:** The annual meeting of the Board of Directors shall be held in January of each year following the annual meeting of the Assembly of Representatives at such place and time as the Board of Directors shall determine for the purpose of election of Board officers, and for the transaction of such other business as may properly come before the Board. Only members of the Board of Directors who have been elected for the ensuing year shall be entitled to vote for election of Board officers at the annual meeting. The Chair of the Board may call meetings of the Board of Directors at his, or her, discretion or shall call meetings, if requested by a majority of the Directors.

5.11 (b). **QUARTERLY MEETINGS.** The Chair of the Board may call quarterly meetings of the Board of Directors for the transaction of such business as may properly come before the Board.

5.11 (c). **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held whenever called by the Chair, or by a majority of the directors, at such time and place as may be specified in the respective notice.

**5. 12 NOTICE AND WAIVER OF NOTICE:** Written notice shall be provided to each Director either personally, by telephone, by mail, or by electronic mail not less than seven (7) nor more than thirty (30) days prior to the date of a meeting, which notice shall state the date, place and time of the meeting. In the case of a special meeting, the notice shall also state the purpose of the special meeting, and no business other than the stated purpose shall be transacted at that meeting. Notice of any meeting may be waived in writing by a Director, before the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the records of MESH.

5. 13 QUORUM OF DIRECTORS FOR TRANSACTING BUSINESS: At all meetings of the Board of Directors, the presence of the majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The presence of the Executive Director at any meeting of the Board of Directors shall not be counted for the purposes of determining whether a quorum is present.

5.14 CONDUCT OF BUSINESS. Decisions of the Board of Directors shall be made by majority vote of the Directors present at the meeting of the Board of Directors upon which a quorum is present unless a greater proportion of affirmative votes is required by applicable law, by the Charter or by these Bylaws. Notwithstanding the foregoing, the following acts shall require the affirmative vote of two-thirds (2/3rds) of the Directors present and two-thirds (2/3rds) of the Representatives present at any meeting upon which it is determined that a quorum is present:

- 5.14 (a). a sale of all or substantially all of the assets of MESH; and
- 5.14 (b). any voluntary or involuntary dissolution, liquidation or winding up of MESH; and
- 5.14 (c). any merger, reorganization or consolidation; and
- 5.14 (d). approval of any agreements entered into with MESH requiring an expenditure of One\_Hundred Thousand Dollars (\$100,000.00) or more (unless such is provided for in the approved budget); except in the ordinary course of business (i.e. including but not limited to admitting a person to a long term health care facility or investments).

5.15 ACTION WITHOUT A MEETING. Any action required or permitted to 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, is circulated and agreed to in writing by each of the Directors. Such action shall be an act of the Board as though it had been taken at a meeting of the Board duly called and held at which a quorum was present. Any such action of the Board shall be filed with the minutes of the proceedings of succeeding Board meetings.

5.16 STANDING COMMITTEES:

- 5.16 (a). The Standing Committees of MESH Charities shall be: Executive, Finance, Investment, Relief, and Governance.
- 5.16 (b). Each Standing Committee shall be led by a Committee Chair who must be a Representative and shall be appointed by the Board Chair. Each Committee Chair shall serve a one (1) year term, unless otherwise agreed to by the Board of Directors. Each Committee Chair shall submit a written report of the activities of his or her Committee to the Assembly at the annual meeting of the Assembly, and/or at such other times as requested by the Board Chair.
- 5.16 (c). All other committee members shall be appointed by the Board Chair and must be either members in good standing in Lodges under the Grand Lodge, FAAM of the

District of Columbia, or members in good standing in Chapters under the Grand Chapter, Order of the Eastern Star of the District of Columbia.

5.16 (d). The Board Chair may assign non-members to a Standing Committee in an advisory capacity, without a vote of the Board of Directors, if such assignment is based on the non-member's special expertise and ability to assist the Committee as needed.

5.17 SPECIAL COMMITTEES: The Board of Directors may establish special committees from time to time. The Board of Directors shall define the powers and responsibilities of such committees and set such rules and regulations as it deems necessary. The Chair of the Board of Directors shall appoint a Chair and the members of any such Committee.

## ARTICLE VI OFFICERS

6.1 NUMBER AND QUALIFICATION OF OFFICERS: The Officers of MESH shall consist of a Chair, a Corporate Treasurer, and a Corporate Secretary, and such number of Vice- Chairs, Assistant Corporate Treasurers, Assistant Corporate Secretaries or other officers as the Board of Directors may from time to time deem advisable. Except for the Executive Director who shall be an *ex officio* member of the Board of Directors, officers may also serve on the Board of Directors. No person employed by MESH, MLCAH or another MESH subsidiary or whose family member is employed by MESH, MLCAH or another MESH subsidiary shall be eligible to serve as an Officer.

6.2 ELECTION AND TERMS OF OFFICE: Except for the Executive Director, whose term shall be determined in accordance with his employment contract with MESH, the terms of office for each officer shall be for one (1) year or until his or her successors is duly elected and qualified. Each officer shall be elected by a majority vote of the Board of Directors at the annual meeting of the Board of Directors where a quorum is present. Officers shall be eligible for re-election or reappointment without limitation as to the number of consecutive terms.

6.3 RESIGNATION OF AN OFFICER. Any officer, except the Executive Director who shall comply with the terms of resignation set forth in his employment contract with MESH, may resign at any time by giving written notice of such resignation to the Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect when the notice is delivered, and the acceptance of such resignation shall not be necessary to make it effective.

6.4 REMOVAL. Any officer may be removed with or without cause, and a successor elected, by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors where a quorum is present.

6.5 VACANCY. A vacancy in any office by reason of death, resignation, inability to act, disqualification, removal, or any other cause, shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors where a quorum is present.

6.6 EXECUTIVE DIRECTOR. Subject to the direction and control of the Board of Directors, the Executive Director shall:

6.6 (a). Be a member in good standing in a Lodge under the Grand Lodge, FAAM of the District of Columbia, or a member in good standing in a Chapter under the Grand Chapter, Order of the Eastern Star of the District of Columbia (collectively, "Eligible Member") at the time of his or her appointment and shall maintain his or her membership for the duration of his or her tenure as Executive Director.

6.6 (b). Have general charge of the business affairs and property of MESH, including MESH's business affairs, fundraising efforts, and program oversight, and shall have general supervision over MESH's staff and agents, including, but limited to, the hiring and termination of staff members and other agents.

6.6 (c). Be an *ex officio* and non-voting member of the Board of Directors and maybe present at any meetings called by the Board of Directors in accordance with these Amended and Restated Bylaws.

6.6 (d). Provide an annual report to the Representatives at the annual meeting of the Assembly as directed by the Board of Directors and shall prepare and provide such other reports as may be requested by the Board of Directors or Assembly.

6.6 (e). Otherwise perform all the duties incident to the office of Executive Director and such other duties as are given to him or her by these Amended and Restated Bylaws or as from time to time may be assigned to him or her by the Board of Directors.

6.6(f). Notwithstanding anything herein to the contrary, in the event that there is no Eligible Member available or willing to serve as Executive Director of MESH as otherwise set forth herein, the Board of Directors may elect a non-Eligible Member to serve as Executive Director.

6.7 CORPORATE TREASURER. The Corporate Treasurer shall serve as the chief financial officer of MESH. Subject to the direction and control of the Board of Directors, the Corporate Treasurer shall:

6.7 (a). Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursement of MESH;

6.7 (b). Cause the monies and other valuable effects of MESH to be deposited in the name and to the credit of MESH in such banks or trust companies as the Board of Directors may select;

6.7 (c). Cause the funds of MESH to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Directors, upon the authorized depositories of MESH, and cause to be taken and preserved proper vouchers for all monies disbursed;



6.7 (d). Render to the Executive Director or the Board of Directors, whenever requested, a statement of the financial condition of MESH and of his or her transactions as the Corporate Treasurer, and to render a full financial report to the Assembly at the annual meeting of the Assembly;

6.7 (e). Participate in the hiring of any staff whose duties consist of providing any assistance or guidance related to MESH's finances.

6.7 (f). Keep the books of account of all the business and transactions of MESH;

6.7 (g). Obtain reports or statements from all officers, staff and agents of MESH or otherwise solicit such information as he or she may desire with respect to any and all financial transactions of MESH; and

6.7 (h). In general, perform all the duties incident to the office of Corporate Treasurer and such other duties as are given to him or her by these Amended and Restated Bylaws or as from time to time may be assigned to him or her by either the Board of Directors or the Executive Director.

6.8 ASSISTANT CORPORATE TREASURER. Whenever requested by or in the absence or disability of the Finance Director, the Assistant Corporate Treasurer designated by the Corporate Treasurer (or in the absence of such designation, the Assistant Corporate Treasurer designated by the Board of Directors) shall perform all the duties of the Corporate Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Corporate Treasurer.

6.9 CORPORATE SECRETARY. Subject to the direction and control of the Board of Directors, the Corporate Secretary shall:

6.9 (a). Cause a record to be made of all of the proceedings of the meetings of the Assembly and the Board of Directors in a book to be kept for that purpose;

6.9 (b). Cause all notices to be duly given in accordance with the provisions of these Amended and Restated Bylaws and as required by statute;

6.9 (c). Be custodian of the records and the seal of MESH, if applicable;

6.9 (d). If called upon to do so, prepare or cause to be prepared, and submit at each meeting of the Assembly, a certified list of the names of the Representatives entitled to vote at such meeting;

6.9 (e). See that the books, reports, statements, certificates and all other documents and records of MESH required by statute are properly kept and filed;

6.9 (f). Participate in the hiring of any staff whose duties consist of providing any assistance or guidance related to MESH's administrative functions; and

6.9 (f). In general, perform all duties incident to the office of Corporate Secretary and such other duties as are given to him or her by these Amended and Restated Bylaws, or as from time to time may be assigned to him or her by the Board of Directors or Executive Director.

6.10 ASSISTANT CORPORATE SECRETARIES. Whenever requested by or in the absence or disability of the Corporate Secretary, the Assistant Corporate Secretary designated by the Corporate Secretary (or in the absence of such designation, the Assistant Corporate Secretary designated by the Board of Directors) shall perform all the duties of the Corporate Secretary, and when so acting shall have all the powers of, and be subject to all restrictions upon, the Corporate Secretary.

6.11 SUBORDINATE OFFICERS AND AGENTS. The Board of Directors may from time to time appoint other officers and agents as it may deem necessary or advisable to hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or agent the power to appoint such subordinate officers, staff, or agents, and to prescribe their respective terms of office, authorizations and duties.

6.12 SALARIES. No officer, except for the Executive Director who shall be paid a salary in accordance with his or her employment agreement with MESH, shall receive compensation for his or her services as an officer; provided, however, that the Board of Directors may vote to provide officers with compensation for their services as officers at a special meeting of the Board of Directors called for that purpose. The Board of Directors may delegate to any officer, committee, staff, or agent the power to fix from time to time the salaries or other compensation of officers or agents appointed in accordance with the provisions of Section 6.12 of this Article 6. At the discretion of the Board of Directors, officers may be reimbursed for expenses incurred by an officer on account of MESH in the course of the performance of his or her duties, including any reasonable expense incurred in attending meetings of the Board of Directors.

6.13 OFFICIAL BOND:

6.13(a). The Board of Directors may require, but shall not be obligated to require, any of the officers, committee members, or employees of MESH who handle funds of MESH to furnish a bond or bonds with such surety or sureties approved by the Board of Directors, and in such amount or amounts as shall be sufficient in the judgment of the Board of Directors to secure MESH against loss or damage by reason of any act, neglect, or omission on the part of such persons.

6.13(b). MESH shall bear the expense of any such bonds.

## ARTICLE VII

### AFFILIATED TRANSACTIONS; INTERESTED PERSONS

7.1. No contract or other transaction between MESH and any other corporation, partnership, association or other organization shall be impaired, affected or invalidated, nor shall any Director, Officer, or Committee Chair be liable in any way by reason of the fact that any one or more of the Directors, Officers, or Committee Chairs of MESH is or are interested in, or is a

director or officer, or are directors or officers of such other corporation, partnership, association or other organization (an “Interested Person”), provided that such facts are disclosed or made known to the Board of Directors and approved in the manner set forth in Paragraph 7.2 below.

7.2. After disclosure of the conflict of interest and all material facts is made as required in Paragraph 7.1, the uninterested directors shall meet to discuss the conflict of interest and vote on what actions, if any, the Board of Directors should take to address the conflict. If necessary or appropriate, the Chair shall appoint a disinterested person or Special Committee to investigate alternatives to the proposed contract or transaction. The Board of Directors or Special Committee shall use due diligence to determine whether MESH can obtain a more advantageous contract or transaction from a person or entity that would not give rise to a conflict of interest and if one cannot be obtained, the disinterested members of the Board of Directors or Special Committee thereof shall determine, by majority vote, whether the contract or transaction is in MESH’s best interest.

7.3. Every member of the Board of Directors must annually sign a statement which affirms that he or she has read the Conflicts of Interest policy, has received a copy of said policy, understands said policy, agrees to abide by said policy and understands the necessity of said policy to ensure MESH maintains its tax-exempt status by operating as a charitable organization. The Board of Directors shall periodically review its activities and this policy, with or without the assistance of disinterested advisors, to ensure MESH is operating as a charitable organization.

## **ARTICLE VIII MISCELLANEOUS**

8.1 **BOOKS AND RECORDS**: MESH shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

8.2 **CORPORATE SEAL**: The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for District of Columbia corporations or in such other form as the Board of Directors may from time to time determine.

8.3 **FISCAL YEAR**: The fiscal year of MESH shall be the calendar year and shall end on December 31 of each year.

8.4 **CONSTRUCTION**: Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, as far as is reasonable and possible:

8.4 (a). The remainder of these Amended and Restated Bylaws shall be considered valid and operative.

8.4(b). Effect shall be given to the intent manifested by the portion held invalid or inoperative.

8.5 **HEADINGS**: The headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

8.6 **RELATION TO CHARTER**: These bylaws are subject to, and governed by, the Charter.

8.7 INDEMNIFICATION. To the fullest extent permitted by District of Columbia law, MESH shall indemnify any Director, officer, employee, representative or agent of MESH against reasonable expenses (as defined herein) incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (“Proceeding”), to which he or she is threatened to be made a party, because he or she is or was a Director, officer, employee, representative or agent of MESH or is or was serving at the request of MESH as a Director, officer, employee, representative or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan if such person (“Person”) was determined, in the manner prescribed below, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of MESH and, in regard to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful (“Standard of Conduct”), except in relation to matters as to which he or she has been adjudged in the Proceeding to be liable for negligence or misconduct in the performance of his or her duty to MESH. Such indemnification shall continue as to a person who has ceased to be a Director, officer, employee, representative or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The indemnification set forth herein shall include indemnification against any action, suit, contract or proceeding in which the Director, officer, employee, representative or agent of MESH is made a party by reason of serving or having served as health care agent, personal representative, attorney-in-fact or in any other fiduciary capacity for a resident of any of MESH facilities. This indemnity shall not extend to investment managers or other professionals employed or retained to provide services by MESH.

8.7 (a) “Expenses” shall mean all costs actually incurred and disbursements made by a Person in connection with a Proceeding, including, without limitation, amounts paid as a result of a judgment, fine, tax or penalty, or in settlement of any Proceeding, and attorneys’ fees and court costs incurred in connection therewith.

8.7(b) Reimbursement of Expenses. MESH shall pay or reimburse reasonable attorneys’ fees and reasonable costs actually incurred by a person in connection with the defense of a proceeding in advance of the final disposition of such proceeding if both of the following conditions have been satisfied: (i) there has been a determination in the manner prescribed by 8.7 (c) that the facts then known to those making the determination would not preclude indemnification; and (ii) the Board of Directors has received from the person who is a party to the proceeding a written agreement to repay all amounts paid or reimbursed by MESH if he or she is ultimately adjudged liable for negligence or misconduct in the performance of duty to MESH; provided that this shall be an unlimited general obligation of that person, with such security, if any, as the Board may reasonably require.

8.7(c) Determination of Standard of Conduct and Reasonableness of Expenses. Determinations of whether the Standard of Conduct has been met and whether expenses are reasonable shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding. If such a quorum cannot be obtained, then by a majority vote of the Representatives where a quorum is present as provided for in Section 4.1(f).

8.7(d) Purchase of Insurance. MESH, in its discretion, may purchase and maintain insurance, but shall not be required to do so, on behalf of any person who is or was a Director, Officer, Employee, Representative or Agent of MESH or is or was serving at the request of MESH as a Director, Officer, Employee, Representative or Agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, regardless of whether MESH would have had the power or be obligated to indemnify him or her against such liability under the provisions of these bylaws or the law of the District of Columbia. MESH may limit the coverage of such insurance to Directors and Officers.

## **ARTICLE IX AMENDMENTS**

9.1 COMMUNICATION OF PROPOSED AMENDMENTS: These Amended and Restated Bylaws may be altered or amended at any annual or special meeting of the Assembly by the affirmative vote of a two-thirds (2/3) of the Representatives present at a meeting at which a quorum is present.

9.2 COMMUNICATION OF PROPOSED AMENDMENTS: All proposed amendments to the Bylaws made by the Assembly shall be sent in the manner provided for the giving of notice of meetings of the Assembly.

9.3 STANDING RESOLUTIONS: The Standing Resolutions of MESH may be amended at any annual, quarterly or special meeting of the Board of Directors by a majority vote of the Directors present at a meeting at which a quorum exists. Notwithstanding the preceding sentence, the Assembly may, by a majority vote of the Representatives present at a special or annual meeting where a quorum is present, vote to supersede any such Standing Resolutions.

9.4 COMMUNICATION OF STANDING RESOLUTIONS: The Board of Directors shall notify the Assembly of any amendments to Standing Resolutions and the Secretary shall send any such amended Standing Resolutions to each Representative by mail, or by electronic mail not more than seven days after its adoption.

## **ARTICLE X TAX-EXEMPT AND PUBLIC SUPPORT STATUS**

10.1 TAX-EXEMPT STATUS: The affairs of MESH at all times shall be conducted in such a manner as to assure its status as an organization defined in Internal Revenue Code Section 501(c)(3) which is qualified for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XI DISSOLUTION**

11.1 Upon dissolution of MESH, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of MESH, dispose of all of the assets of MESH by

distributing those assets exclusively for the purposes of MESH in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of MESH is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**CERTIFICATION**

I HEREBY CERTIFY that the bylaws for The Masonic and Eastern Star Home of the District of Columbia Charities, Inc. attached hereto, are the current bylaws as adopted.

The Masonic and Eastern Star Home of the District of Columbia Charities, Inc.

MESH Charities, Inc.

Date: \_\_\_\_\_, 2019

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_