

GLOBAL LEGAL INFORMATION NETWORK FOUNDATION

BYLAWS

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GLOBAL LEGAL INFORMATION NETWORK FOUNDATION

TABLE OF CONTENTS

ARTICLE I	Name; Purpose; Offices	1
	Section 1.01 Name	1
	Section 1.02 Purpose.....	1
	Section 1.03 Location of Offices	2
ARTICLE II	Members	2
ARTICLE III	Board of Trustees	2
	Section 3.01 Power of the Board	2
	Section 3.02 Number of Trustees.....	2
	Section 3.03 Term	3
	Section 3.04 Election of Trustees.....	3
	Section 3.05 Resignation	3
	Section 3.06 Removal	3
	Section 3.07 Vacancies.....	3
	Section 3.08 General Powers as to Negotiable Paper	4
	Section 3.09 Power as to Other Documents.....	4
	Section 3.10 Compensation	4
ARTICLE IV	Regional Authority	4
ARTICLE V	Meetings of the Board of Trustees	4
	Section 5.01 Annual Meeting	4
	Section 5.02 Special Meetings.....	5
	Section 5.03 Notice of Board Meetings.....	5
	Section 5.04 Waiver of Notice	5
	Section 5.05 Quorum of Trustees and Action by the Board	5
	Section 5.06 Conduct of Meetings.....	5
	Section 5.07 Action by Written Consent.....	5
	Section 5.08 Remote Participation in Meetings.....	6
ARTICLE VI	Committees and Advisory Bodies.....	6
	Section 6.01 Committees of the Board of Trustees.....	6
	Section 6.02 Election and Term of Office.....	6
	Section 6.03 Committee Removals, Resignations and Vacancies	6

Section 6.04	Quorum	6
Section 6.05	Rules	7
Section 6.06	Compensation of Committee Members	7
Section 6.07	Advisory Council.....	7
ARTICLE VII Officers		8
Section 7.01	Officers	8
Section 7.02	Term of Office.....	8
Section 7.03	Resignation and Removal	8
Section 7.04	Vacancies.....	8
Section 7.05	Powers and Duties of Officers.....	8
Section 7.06	Agents and Employees.....	8
Section 7.07	External Auditor.....	8
Section 7.08	Compensation of Officers, Agents and Employees	9
ARTICLE VIII Indemnification and Insurance.....		9
ARTICLE IX Miscellaneous		10
Section 9.01	Fiscal Year.....	11
Section 9.02	Corporate Seal.....	11
Section 9.03	Books and Records.....	11
Section 9.04	Prohibited Powers	11
Section 9.05	Conflicts of Interest.....	11
Section 9.06	Loans.....	11
Section 9.07	Amendment of Bylaws.....	11

GLOBAL LEGAL INFORMATION NETWORK FOUNDATION

BYLAWS

ARTICLE I

NAME; PURPOSE; OFFICES

Section 1.01 Name. The name of the organization shall be the Global Legal Information Network Foundation (the "Foundation").

Section 1.02. Purpose. The purposes of the Foundation are to (i) promote the rule of law within and among nations, (ii) facilitate the orderly development of national and international laws, (iii) encourage mutual understanding among peoples with differing legal heritages, (iv) work together with the Global Legal Information Network (the "GLIN Network") to facilitate the cooperative development and maintenance of the legal archive known as the GLIN Database (as more fully described below), which provides access to authentic, current, complete versions of the law of many nations, presented in the original language with summaries in a common language, organized under a standardized scheme and shared indexing vocabulary, and delivered electronically, (v) obtain funding and in-kind support necessary to the sustenance and development of the GLIN Network, (vi) help operate and expand the GLIN Database, (vii) manage and administer the potential commercialization of at least parts of the GLIN Database, consistent with applicable law, and (viii) in conjunction with the GLIN Network, protect the intellectual property rights of the GLIN Database. In furtherance of such purposes, the Foundation may enter into Memoranda of Understanding with Supporting Members and Associate Members of the GLIN Network, and other agreements between the GLIN Network, the Members of the GLIN Network, the Foundation, and other entities.

The GLIN Network is an organization without formal legal status, which consists of Contributing Members, Supporting Members and Associate Members (collectively, the "Members"). The Contributing Members and Supporting Members have voting rights (the "Voting Members"). The Members of the GLIN Network work together to create, maintain and protect the "GLIN Database," which includes a compilation of the database files of all Contributing Members of the GLIN Network, the format and presentation of such compilation, all computer software used to process GLIN data for the compilation (the "GLIN Application"), and all derivative works of the GLIN Database made by the GLIN Network or the Foundation. Each Contributing Member's database file includes (i) the full text of the statutes, regulations, court decisions and other legal materials and (ii) the associated metadata, in either case, that the Contributing Member contributes to

the GLIN Database. The GLIN Network is regulated by a Charter, and supervised by an Executive Council.

Section 1.03 Location of Offices. The principal office of the Foundation shall be located at such place, either within or outside the District of Columbia, as the Board of Trustees shall designate from time to time. The Foundation may maintain additional offices at such other places as the Board of Trustees may designate. The Foundation shall maintain a registered office within the District of Columbia at such place as the Board of Trustees may designate.

ARTICLE II MEMBERS

The Foundation shall have no members.

ARTICLE III BOARD OF TRUSTEES

Section 3.01. Power of the Board. The Board of Trustees shall supervise, manage and control the day-to-day activities of the Foundation, including but not limited to managing and controlling the property, budget, activities, policies and concerns of the Foundation, and, except as otherwise provided in the Articles of Incorporation or these Bylaws, shall have and may exercise the powers of a "board of directors" under the District of Columbia Nonprofit Corporation Act. The Board of Trustees shall act as liaison with the Executive Council of the GLIN Network to implement decisions that will advance the interests of the GLIN Network. The Board of Trustees shall employ a staff to assist the Executive Director, and may conduct research and development to promote the purposes of the Foundation and the GLIN Network. Trustees need not be residents of the District of Columbia.

Section 3.02. Number of Trustees. Until the September 2001 Annual Meeting of the Members of the GLIN Network, the initial number of Trustees constituting the Board of Trustees shall be three (3). Immediately thereafter, the number of Trustees constituting the Board of Trustees shall be five (5). The number of Trustees shall never be less than three (3) or greater than twenty (20). Up to a maximum of five (5) shall be nominated and elected to the office of Trustee by the Contributing Members and Supporting Members of the GLIN Network. Up to a maximum of fifteen (15) shall be nominated by the public at large and elected by the Trustees then in office. Each person elected to the Board of Trustees shall serve in his or her personal capacity, and not as the representative of a Member of the GLIN Network. No individual shall be elected as a Trustee without his or her prior consent.

No decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee.

Section 3.03 Term. Each Trustee shall hold office for a term of three (3) years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal. Trustees may be elected to serve multiple terms but may not be elected to more than two terms consecutively. Each Trustee's term shall begin immediately following the meeting at which such Trustee is elected. For the purpose of determining the length of service and eligibility for re-election, the term of office of each of the original Trustees will be construed to begin on May 2, 2006.

Section 3.04 Election of Trustees. Regular elections of Trustees shall occur at the Annual Meeting of the Members of the GLIN Network in September, beginning in September 2001.

Subject to the limitations of this Article III, the nomination and election of Trustees representing the Contributing and Supporting Members of the GLIN Network shall proceed in accordance with guidelines and procedures established by the Executive Council of the GLIN Network. Prior to each election, the Executive Council of the GLIN Network shall solicit nominations from the Members of the GLIN Network and shall submit to the Voting Members of the GLIN Network a slate of candidates for the election of the Trustees. Prior to each election the Board of Trustees shall solicit nominations from the public at large for the remaining seats. The Board of Trustees shall appoint from amongst itself a Nominating Committee consisting of three (3) members who shall report to the Board those names placed in nomination at the meeting of the Board held immediately before the Annual Meeting.

Trustees representing the Network shall be elected individually (not as a slate) by a plurality of the votes represented by the Voting Members of the GLIN Network present at a meeting at which a quorum is present. Trustees representing the public at large shall be elected individually (not as a slate) by a plurality of the votes represented by the Board of Trustees at a meeting at which a quorum is present.

The Voting Members of the GLIN Network and the Members of the Board of Trustees shall elect Trustees as necessary to fill all vacant positions on the Board of Trustees. Such elections may be made at any Stated Meeting of the Network or the Board of Trustees at which a quorum is present.

At the annual meeting of the Board of Trustees, the Board shall elect a Chairman from among its members. The Chairman shall serve for one (1) year and until his or her successor is elected and qualified or until his or her earlier resignation or removal. A Trustee may be elected to serve multiple, consecutive terms as Chairman.

Section 3.05 Resignation. Any Trustee may resign at any time by giving written notice to the Board. A resignation shall take effect as specified in the notice or, if not specified, upon receipt of the notice by the Board. A Category One Trustee shall resign immediately if (i) such person ceases to be affiliated with a Member of the GLIN Network, (ii) the Member with which the person is affiliated ceases to be affiliated with the GLIN Network, or (iii) at the recommendation of the Executive Council of the GLIN Network.

Section 3.06 Removal. A Trustee may be removed, with or without cause, by the affirmative vote of (i) a majority of the Trustees then in office, (ii) the Executive Council of the GLIN Network, or (iii) the Voting Members of the GLIN Network. Absence from three meetings in a row of the Trustees shall constitute cause, among others.

Section 3.07 Vacancies. Between annual meetings of the Members of the GLIN Network, vacancies on the Board of Trustees resulting from the death, resignation or removal of a Trustee or from an increase in the authorized number of Trustees may be filled by the affirmative vote of a majority of the then remaining members of the Board of Trustees, although such majority may be less than a quorum. The person filling a vacancy resulting from the death, resignation or removal of a Trustee must belong to the category of the Trustee whose position became vacant. A Trustee so elected to fill a vacancy shall serve only until the next annual meeting of the Members of the GLIN Network and until his or her successor is elected and qualified.

Section 3.08 General Powers as to Negotiable Paper. The Board of Trustees shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, or agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Foundation.

Section 3.09 Powers as to Other Documents. The Board of Trustees may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of the Foundation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Foundation by the Executive Director.

Section 3.10 Compensation. The Foundation shall not pay any compensation to Trustees for services rendered to the Foundation, except that Trustees may be reimbursed for expenses incurred in the performance of their duties to the Foundation, in

reasonable amounts as approved by a majority of the entire Board. Nothing contained herein shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV REGIONAL AUTHORITY

From time to time the Board of Trustees may authorize the establishment of subsidiary GLIN Foundations in order to support the broader goals and objectives of the GLIN organization and to expand and sustain GLIN operations by geographic region.

ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

Section 5.01 Annual Meeting. The annual meeting of the Board of Trustees shall be held in September of each year immediately following the annual meeting of the Members of the GLIN Network, or as soon thereafter as is convenient as determined by the Board of Trustees, at such place as may be selected by the Board, for the purpose of electing or appointing the Chairman of the Board, committee members and officers for the ensuing year and for the transaction of such other business as may properly come before the meeting. Such annual meeting may be held on another date or at another place, pursuant to a resolution of the Board, provided not less than ten (10) nor more than one hundred and twenty (120) days' written notice of the date for the annual meeting is given to each Trustee.

Section 5.02 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chairman or the Executive Director and shall be called by the Executive Director or the Secretary at the request of any two Trustees. Special meetings may be held at such place and at such time as shall be specified in the notice of meeting.

Section 5.03 Notice of Board Meetings. Written notice stating the place, day and hour of any meeting of the Board of Trustees shall be delivered to each Trustee not less than ten (10) nor more than one hundred and twenty (120) days before the date of the meeting, either personally or by mail, electronic mail, or facsimile, at the direction of the Board of Trustees. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws. If mailed, notice shall be deemed to be delivered ten (10) business days after being deposited in the mail, with postage thereon prepaid, or if delivered by electronic mail or facsimile, upon record of delivery by electronic mail or facsimile, addressed to the Trustee at such Trustee's address as it appears on the records of the Foundation.

Section 5.04 Waiver of Notice. Notwithstanding the foregoing sections, whenever notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, the Foundation's Articles of Incorporation or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when such Trustee attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.05 Quorum of Trustees and Action by the Board. One third of the Trustees in office shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by law, the Foundation's Articles of Incorporation or these Bylaws. The Board shall endeavor to reach all decisions by consensus and formal voting shall be taken only as a matter of last resort. Voting on all matters shall be by voice vote or by a show of hands unless a majority of the Trustees present at the meeting shall, prior to the voting on a particular matter, demand a ballot vote on that particular matter.

Section 5.06 Conduct of Meetings. The Chairman shall preside over meetings of the Board of Trustees. The Secretary or another person chosen at the meeting shall act as Secretary of the meeting. If the Chairman is not present, or if such position is vacant, then the Board of Trustees shall designate a person to preside as chairman of the meeting.

Section 5.07 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees. Such consents shall be filed with the minutes of the Board.

Section 5.08 Remote Participation in Meetings. Any or all Trustees may participate in a meeting of the Board of Trustees by any electronic means of communication including but not limited to conference telephone and e-mail and such participation shall constitute presence in person at the meeting.

ARTICLE VI COMMITTEES AND ADVISORY BODIES

Section 6.01 Committees of the Board of Trustees. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may designate and appoint one or more committees, each of which shall consist of two (2) or more Trustees.

The Board of Trustees may designate one or more Trustees as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee.

Each committee, to the extent provided in such resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Trustees in the management of the Foundation; *provided, however*, that no such committee shall have power to (i) amend the Foundation's Articles of Incorporation or Bylaws or (ii) adopt an agreement of merger or consolidation. The Board of Trustees, by resolution adopted by a majority of the entire Board, shall determine any qualifications required for membership on any of the committees and the number of members of each committee, shall assign powers and duties to each committee, and may terminate the authority and existence of any committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it, him or her by law.

Section 6.02 Election and Term of Office. At each annual meeting of the Board of Trustees, the Trustees shall elect the members of any committee then authorized and the committee members shall designate a chairman of each such committee. Each committee member shall hold office for a term of one year until the next annual meeting of the Board of Trustees and until a successor is elected and qualified, unless a committee shall be sooner terminated, or until his or her earlier death, resignation or removal.

Section 6.03 Committee Removals, Resignations and Vacancies. A committee member may be removed, with or without cause, by the affirmative vote of the Board of Trustees. A committee member may resign at any time by giving written notice to the Board of Trustees. Vacancies in the membership of any committee may be filled by the Board of Trustees.

Section 6.04 Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.05 Rules. Each committee shall meet at such times and places as it may establish by resolution, but shall meet at least once each year. Each committee may adopt rules for its own government not inconsistent with these Bylaws. A copy of all minutes of meetings, after approval by the members of the committee, and all written consents shall be filed with the minutes of the Board of Trustees, and shall be sent to all Trustees as a matter of information.

Section 6.06 Compensation of Committee Members. The Foundation shall not pay any compensation to members of committees for services rendered to the

Foundation, except that members of committees may be reimbursed for expenses incurred in the performance of their duties to the Foundation, in reasonable amounts as approved by a majority of the entire Board. Nothing contained herein shall be construed to preclude any committee member from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

Section 6.07 Advisory Council. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, shall create an Advisory Council made up of such members of the public at large as is deemed necessary to further the work of the Foundation. The Council shall meet as often as necessary to accomplish the tasks given to it by the Board of Trustees. No less the two current members of the Board of Trustees must be present at all meetings of the Council. Minutes of all meetings of the Advisory Council shall be made available to any member of the Board of Trustees upon request.

ARTICLE VII OFFICERS

Section 7.01 Officers. The Board of Trustees may elect an Executive Director, a Secretary and a Treasurer, and such other officers and assistant officers as it deems necessary to administer the day-to-day affairs of the Foundation. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by resolution of the Board of Trustees. Any two or more offices may be held by the same person except the offices of Executive Director and Secretary.

Section 7.02 Term of Office. Each officer shall hold office at the satisfaction of the Board of Trustees.

Section 7.03 Resignation and Removal. An officer may resign by giving written notice to the Foundation. The resignation shall be effective upon its receipt by the Foundation or at a subsequent time specified in the notice of resignation. The Board of Trustees may remove any officer at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not itself create contract rights.

Section 7.04 Vacancies. A vacancy in any office shall be filled by the Board of Trustees without undue delay. In the event of the absence or disability of any officer of the Foundation, the Board of Trustees may delegate such officer's powers and duties to any other officer or officers.

Section 7.05 Powers and Duties of Officers. The officers, subject to the supervision of the Board of Trustees, shall exercise general management over the day-to-

day conduct of the activities of the Foundation as may be provided in these Bylaws or by resolution of the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices

A. Executive Director. The Executive Director shall serve as the chief executive officer of the Foundation. The Executive Director shall be a Trustee and shall serve on the Board of Trustees by reason of his or her office, and shall be equal in stature to all other Trustees for all purposes, including voting and determination of quorum.

Subject to the supervision of the Board of Trustees, the Executive Director shall (i) supervise and control all of the business and affairs of the Foundation in accordance with policies and directives approved by the Board of Trustees, (ii) see that the resolutions and directives of the Board of Trustees are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Trustees, and (iii) perform all duties customary to the office of President pursuant to the District of Columbia Nonprofit Corporation Act.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the Board of Trustees, the Executive Director may execute for the Foundation any contracts or other instruments which the Board of Trustees has authorized to be executed. The Executive Director may vote all securities which the Foundation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Foundation by the Board of Trustees. The Executive Director may delegate authority and responsibility but shall remain fully accountable to the Board.

B. Secretary. The Secretary shall attend all meetings of the Board of Trustees and record all votes and the minutes of all proceedings in the minute book of the Foundation. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees for which notice may be required, and shall perform such other duties customary to the office of Secretary or as may be prescribed by the Board of Trustees or the Executive Director, under whose supervision the Secretary shall act.

C. Treasurer. The Treasurer shall have custody of, and be responsible for, the financial affairs of the Foundation, shall keep full and accurate accounts of receipts and disbursements of the Foundation and shall deposit all monies and other valuable property of the Foundation in the name and to the credit of the Foundation in such bank or depositories as the Board of Trustees may designate. The Treasurer shall be charged with the disbursement of funds of the Foundation, including, without limitation, distributions authorized by the Board of Trustees in furtherance of the charitable purposes of the Foundation. Whenever required by the Executive Director or the Board of Trustees, the Treasurer shall render a statement of account of all his or her transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall at all reasonable

times exhibit the books and accounts to the Executive Director or the Board of Trustees, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Trustees, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Trustees, give such bond or security for the faithful performance of such duties as the Board may require, for which the Treasurer shall be reimbursed.

Section 7.06 Agents and Employees. The Board of Trustees may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal shall be without prejudice to such person's contract rights, if any. The appointment of such person as an agent or employee shall not itself create contract rights.

Section 7.07 External Auditor. The Board of Trustees shall recommend at each annual meeting of the GLIN Network a person, firm or corporation engaged in the business of auditing and experienced in the fields of business and technology in which the Foundation is active to act as the External Auditor of the Foundation. Upon the affirmative vote of the Voting Members of the GLIN Network ratifying the recommendation, the External Auditor shall be appointed or reappointed. No Trustee, officer or employee of the Foundation or Executive Councilor or Member the GLIN Network shall be eligible to serve as the External Auditor of the Foundation. The External Auditor shall, if required by the Board of Trustees, examine the books and records of the Foundation and otherwise make a complete audit of the Foundation, and then make appropriate reports to the Board of Trustees.

Section 7.08 Compensation of Officers, Agents and Employees. The Foundation may pay compensation in reasonable amounts to officers, agents and employees for services rendered, such amounts to be fixed by the Board of Trustees. The Board of Trustees may require officers, agents or employees to give security for the faithful performance of their duties, for which they shall be reimbursed.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

The Foundation shall, to the full extent permitted by law, indemnify any Trustee or officer, and any former Trustee or officer, any person who served at its request as a trustee, director or officer of another entity, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee (each, an "Indemnified Party"), against any and all expenses and liabilities actually and necessarily incurred by the Indemnified Party or imposed on the Indemnified Party in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative or

investigative, including appeals) to which the Indemnified Party may be or is made a party by reason of being or having been such Trustee, director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which the Indemnified Party shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Foundation for damages arising out of the Indemnified Party's own gross negligence or willful misconduct in the performance of a duty to the Foundation.

The members of the Board of Trustees who are not parties to such action, suit or proceeding (the "Disinterested Trustees") shall determine in each instance whether the conditions for indemnification specified in this Article have been met, provided that a sufficient number of Disinterested Trustees are present to constitute a quorum of the whole Board of Trustees. If no such quorum can be assembled, or at the option of the Board of Trustees in the exercise of which all Trustees shall be eligible to participate, the determination shall be made by independent counsel in a written opinion. No allegation in a complaint or similar claim and no settlement shall in itself create any presumption adverse to the person seeking indemnification.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, reasonable attorneys' fees and other fees, costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Trustee, director, officer or employee. The Foundation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Trustee, director, officer or employee; *provided, however*, that such Trustee, director, officer or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that such person is not entitled to indemnification under this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Trustee, director, officer or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees or otherwise and shall not restrict the power of the Foundation to make any indemnification permitted by law.

The Board of Trustees may authorize the purchase of insurance on behalf of any Trustee, director, officer, employee or other agent against any liability asserted against or incurred by such Indemnified Person which arises out of such person's status as a Trustee, director, officer, employee or agent or out of acts taken in such capacity, whether or not the Foundation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Foundation indemnify, reimburse or insure any person for any taxes imposed on such individual under Ch. 42 of the Internal Revenue Code of 1986, as now in effect, or as hereafter may be amended (the "Code"). Further, if at any time the Foundation is deemed to be a private foundation within the meaning of

section 509 of the Code, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

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

ARTICLE IX MISCELLANEOUS

Section 9.01 Fiscal Year. The fiscal year of the Foundation shall be the calendar year, unless and until the Board of Trustees votes to change the fiscal year by amendment of these Bylaws.

Section 9.02 Corporate Seal. The Board of Trustees may adopt a corporate seal, alter such seal at its pleasure, and authorize the seal to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

Section 9.03 Books and Records. The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees and any committee having any of the authority of the Board of Trustees. All books and records of the Foundation may be inspected by the Chairman of the Executive Council of the GLIN Network or by any Trustee for any proper purpose at any reasonable time.

Section 9.04 Prohibited Powers. No Trustee, officer, agent or employee of the Foundation shall have the power to take any action or carry on any activity by or on behalf of the Foundation that is not permitted to be taken or carried on by a not for profit corporation under the provisions of the District of Columbia Nonprofit Corporation Act, as they exist or as they may be amended.

Section 9.05 Conflicts of Interest. The Board of Trustees, the committees and the officers of the Foundation shall actively avoid conflicts of interest, both actual and apparent, in their decision-making process. If a substantial direct personal interest, financial or otherwise, of a Trustee, a committee member or an officer of the Foundation, or a member of such individual's immediate family, would likely be materially affected by a decision or action of the Board of Trustees, the committee or the officer, as the case may be, the individual must inform the Board of Trustees of the material facts as to such personal interest in good faith prior to the vote or action on the matter. The Chairman of the Board of Trustees will determine whether the nature and extent of the individual's personal interest requires the individual to abstain from voting or acting on the matter. If

the Chairman, or a member of the chairman's immediate family, is the individual with the personal interest, the Board of Trustees shall designate a different Trustee to make the determination.

Section 9.06 Loans. No loans shall be made by the Foundation to any of its Trustees, officers, employees or agents or to any Executive Councilor or Member of the GLIN Network.

Section 9.07 Amendment of Bylaws. These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Trustees then in office.