

**BYLAWS
OF
THE NATIONAL COUNCIL FOR THE PROMOTION OF THE ITALIAN
LANGUAGE IN AMERICAN SCHOOLS, INC.**

ADOPTED: JULY 19, 2008

**ARTICLE I
OFFICES**

Section 1.1. Registered Office. The registered office of The National Council for the Promotion of the Italian Language in American Schools, Inc. (the “Corporation”) within the District of Columbia shall be located at the principal place of business of the Corporation in the District of Columbia or at the office of the Corporation's registered agent in the District of Columbia.

Section 1.2. Other Offices. The Corporation may also have offices and places of business at such other places, within or without the District of Columbia, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1. Powers and Duties. The Board of Directors shall manage and direct the business and affairs of the Corporation. The Board of Directors may exercise all powers of the Corporation and do all lawful acts and things on its behalf as are not forbidden by statute, the Certificate of Incorporation, or these Bylaws.

Section 2.2. Number; Qualification; Election and Appointment; Term. The Board of Directors shall consist of no less than seven (7) Directors and no more than thirty-one (31) Directors, with the exact number within such range to be fixed from time to time by resolution of the Board; provided, that no decrease in the number of Directors shall shorten the term of any incumbent Director. The Board of Directors shall consist of (i) those Directors elected by the voting members of the Corporation (the “Voting Members”) in accordance with these Bylaws, which Directors shall be referred to as the Elected Directors; (ii) Directors appointed by the Non-Voting Members (as such term is defined in Article V of these Bylaws), which Directors shall be referred to as the Organizational Directors; and (iii) up to five (5) Directors, who shall be appointed by resolution of the Board, which Directors shall be referred to as the “Appointed Directors.” The Elected Directors shall serve for a term as set forth in Section 2.3 of these Bylaws. The Organizational Directors and the Appointed Directors shall serve for a term of one (1) year or until their successors are appointed. Each Elected Director must be a Voting Member of the Corporation. Each Director, whether an Elected Director, an Organizational Director or an Appointed Director, shall have one vote on all matters coming before the Board of Directors.

Section 2.3 Elected Directors; Staggered Terms. The Elected Directors shall be divided into two classes: Class I and Class II. No class shall have more Directors than the other class. Except as provided in this Section with respect to the annual meeting in 2008, each class of Elected Directors shall be elected for two-year terms ending on the date of the second annual meeting following the annual meeting at which such class of Elected Directors was elected. With respect to the annual meeting in 2008,

Elected Directors in Class I shall be elected for a one-year term ending on the date of the 2009 annual meeting and Elected Directors in Class II shall be elected for a two-year term ending on the date of the 2010 annual meeting. No Class I or Class II Director may serve for more than three (3) consecutive, two-year terms as a Director; however, any former Class I or Class II Director may be re-elected to the Board after a period of at least one (1) year of not serving as a Director of the Corporation.

Section 2.4. Resignation and Removal. Any Director may resign at any time by written notice to the Corporation. A majority of the Board of Directors may remove any Director, for cause or without cause, at any meeting.

Section 2.5. Vacancies. If an Elected Director ceases to be a Director for any reason, including, death, resignation, disqualification, or removal for cause or without cause, the Board shall fill the vacancy created by the vacating Elected Director. If an Organizational Director ceases to be a Director for any reason, including, death, resignation, disqualification, or removal for cause or without cause, the Non-Voting Member who appointed the vacating Organizational Director shall fill the vacancy created by such Director. If an Appointed Director ceases to be a Director for any reason, including, death, resignation, disqualification, or removal for cause or without cause, the Board may fill the vacancy created by the vacating Appointed Director.

Each Director appointed to fill a vacancy shall hold office for the unexpired term of such Director's predecessor and until such Director's successor is elected or appointed or until such Director's earlier displacement from office by resignation, removal, or otherwise.

Section 2.6. Time and Place; Member Attendance. Meetings of the Board of Directors may be held at such time and place, within or without the District of Columbia, as shall be determined in accordance with these Bylaws. All meetings of the Board shall be open to any member of the Corporation; however, the Board may close any meeting in its sole discretion.

Section 2.7. Regular Meetings. Regular meetings of the Board of Directors shall be held, with or without notice, at such time and place as shall from time to time be fixed in advance by resolution of the Board.

Section 2.8. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Corporation, or at the written request of any two (2) or more Directors, shall be called by the President or the Secretary of the Corporation. Written notice of each special meeting of the Board of Directors stating the time and place, and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each Director, in the manner provided in Section 6.1 of these Bylaws, at least five (5) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Board of Directors.

Section 2.9. Quorum and Voting. At any meeting of the Board of Directors, a majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote of a majority of the Directors of the Board present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors,

the Directors of the Board present thereat may adjourn the meeting, from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 2.10. Participation in Meetings by Telephone. At any meeting of the Board of Directors, any one or more of the Directors of the Board may participate by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.11. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors of the Board consent thereto in writing and/or by electronic mail. The written consents and copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of the Board.

Section 2.12. Compensation. Directors shall not receive any compensation for their services as Directors but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 2.13. Policies and Procedures. The Board of Directors shall adopt a conflict of interest policy, a document retention policy, a whistleblower policy and such other policies and procedures that the Board deems advisable or necessary for the governance or administration of the Corporation.

ARTICLE III
OFFICERS

Section 3.1. Appointment. The Corporation shall have a President, a Vice President, a Secretary, a Treasurer, an Immediate Past President and such other officers as the Board of Directors may designate by resolution from time to time, which officers shall have the authority and exercise the duties as the Board of Directors may specify from time to time. No person may hold more than one office at the same time. The President, the Vice President, the Secretary, the Treasurer and the Immediate Past President must be Voting Members of the Corporation.

Section 3.2 President. The President shall be the chief operating officer of the Corporation. The President shall have general and active management of the affairs and property of the Corporation, shall preside at all meetings of the Board of Directors, the Executive Committee and the Voting Members, and shall see that all orders and resolutions of the Board are carried into effect. The President shall perform such other duties as shall be assigned to him or her from time to time by the Board.

Section 3.3 Vice President. The Vice President shall perform the duties of the President in the event of the President's absence or inability to perform the President's duties. The Vice President shall perform such other duties as shall be assigned to him or her from time to time by the Board.

Section 3.4. Secretary. The Secretary shall keep the minutes of all meetings of the Board and the Executive Committee. He or she shall give, or cause to be given, such notice of all meetings of the Board as may be required by these Bylaws and shall perform

such other duties as shall be assigned to him or her from time to time by the Board or by the President.

Section 3.5. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. He or she shall exercise general and active supervision over the Corporation's assets and shall perform such other duties as shall be assigned to him or her from time to time by the Board or the President. The Treasurer shall have charge of all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys in the name and to the credit of the Corporation in such depositories as may be designated from time to time by the Board. He or she shall disburse the funds of the Corporation in accordance with the directions of the Board and, when the Board so requires, he or she shall provide an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 3.6 Immediate Past President. The Immediate Past President shall be the person who most recently served as President of the Corporation. The Immediate Past President shall perform such other duties as shall be assigned to him or her from time to time by the Board.

Section 3.7. Tenure; Resignation; Removal; Vacancies. Each officer of the Corporation shall hold office until such person's successor is elected or appointed or until such person's earlier displacement from office by resignation, removal, or otherwise; provided, that if the term of office of any officer shall have been fixed by the Board of Directors, such person shall cease to hold such office no later than the date of expiration of such term, regardless of whether any other person shall have been elected or appointed

to succeed such officer. Any officer may resign by written notice to the Corporation and may be removed for cause or without cause by the Board of Directors. If the office of any officer becomes vacant for any reason, the Board of Directors may fill the vacancy.

Section 3.8. Compensation. Officers shall not receive any compensation for their services as officers but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude an officer from serving the Corporation in any other capacity and receiving compensation for such services..

Section 3.9. Executive Director. The Board of Directors may engage an Executive Director upon such terms and conditions as determined by the Board. The Executive Director shall arrange for the meetings of the Corporation and perform day-to-day administrative tasks for the Corporation, subject, however, to the supervision, direction and control of the President, Vice President and the Board of Directors. The Executive Director shall not be a Director of the Corporation. The Board of Directors of the Corporation shall retain the full right, power and authority to manage and direct the affairs of the Corporation and nothing contained in this Section shall be construed so as to derogate from the Board's right, power and authority to manage and direct the affairs of the Corporation.

ARTICLE IV **COMMITTEES**

Section 4.1. Executive Committee. There shall be an Executive Committee, which shall consist of the President, the Vice President, the Secretary, the Treasurer, the

Immediate Past President and two other Directors appointed by the Board. This committee shall be chaired by the President. Between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation (excluding, however, such powers and authority as may be limited by District of Columbia law or these Bylaws.) All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable. The Executive Committee shall meet at the call of the President or upon the written request of three of the officers.

Section 4.2 Committees Exercising the Authority of the Board. In addition to the Executive Committee, the Board, by resolution adopted by a majority of the entire Board, may appoint one or more committees, from time to time, which shall consist of two or more Directors. Such committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Corporation. Each such committee shall report at the next regular or special meeting of the Board and the Executive Committee all action that it has taken on behalf of the Board or the Executive Committee since the last regular or special meeting of the Board. The members of each such committee shall elect a chairman who shall preside at all meetings of the committee.

Section 4.3. Advisory Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Board or the Executive Committee at a meeting at which a quorum is present. The President shall appoint the

members and chair of each such committee, subject to the approval of the Board or the Executive Committee.

Section 4.4. Committee Procedures. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law. For each committee, regardless of whether it exercises the power of the Board, a majority of the members of the such committee shall constitute a quorum for the conduct of business. All matters shall be determined by the affirmative vote of the majority of the members of such committee at a meeting at which a quorum is present.

Section 4.5 Nominating Committee. There shall be a Nominating Committee, which shall be responsible for the selection of qualified candidates for Elected Director and Nominating Committee positions and for the conduct of the annual election in accordance with these Bylaws. Only Voting Members may serve on this committee. It shall consist of five (5) persons, two (2) of whom shall be elected by the Voting Members each year for a one-year term, and three (3) of whom shall be appointed by the Board of Directors. The committee chair shall be a current or past Director and shall be appointed by the Board. A majority of the members of the Nominating Committee shall constitute a quorum for the conduct of business. All matters shall be determined by the affirmative vote of the majority of the members of the Nominating Committee at a meeting at which a quorum is present. At each annual meeting, the Nominating Committee shall present a list of nominees for the Elected Director positions and Nominating Committee positions to be filled that year by the Voting Members. Additional nominations may be made by Voting Members from the floor of the annual meeting. Candidates shall be elected by

plurality of the votes cast, provided a quorum of the Voting Members is present. A tie vote shall be resolved by a coin toss.

Section 4.6 Standing Committees. There shall be the following standing committees: the Finance Committee, the Membership Committee and the Communications Committee. The authority, composition and procedures of all such committees shall be set forth in the policies, procedures and resolutions of the Board.

ARTICLE V

MEMBERS

Section 5.1. Classes. The Corporation shall have one class of individual members with voting rights (the “Voting Members”). The Corporation shall have one class of corporate, government or institutional members (“Non-Voting Members”) with no voting rights, but with the right to appoint one individual as an Organizational Director to the Board of Directors.

Section 5.2. Qualification for Voting Membership. Voting Membership in the Corporation shall be open to any individual, in the sole opinion and discretion of the Board of Directors, is of good reputation and supports the purposes and activities of the Corporation.

Section 5.3. Qualification for Non-Voting Membership. The Non-Voting Members shall be those organizations, agencies or institutions listed on Exhibit A to these Bylaws, which Exhibit A may be revised from time to time in the discretion of the Board of Directors. All Non-Voting Members shall be of good reputation and shall support the purposes and activities of the Corporation.

Section 5.4. Application for Voting and Non-Voting Membership. Application for both Voting and Non-Voting Membership shall be made in writing on such forms as may be prescribed by the Board of Directors, which forms shall contain such relevant information as may be required by the Board and shall be accompanied by the appropriate dues payment. All applications shall be approved or rejected by the Board.

Section 5.5. Dues and Fees. Dues, fees, and any other charges for Voting Members and Non-Voting Members shall be established from time to time by resolution of the Board of Directors.

Section 5.6. Rights and Benefits. Voting Members shall be entitled to vote on all matters raised at meetings of the Voting Members of the Corporation. Each Voting Member shall have one vote. Non-Voting Members shall have no voting rights, but shall have the right to appoint one individual to serve as an Organizational Director on the Board of Directors of the Corporation. Voting Members and Non-Voting Members shall be accorded such additional benefits as may be authorized by resolution of the Board of Directors. No Voting Member or Non-Voting Member shall use or refer to the Corporation's name or logo, his, her or its membership status, or any Corporation advertising or promotional material for any commercial use or purpose without the prior approval of the Board of Directors.

Section 5.7. Term of Membership. The Board of Directors shall determine, in its sole discretion, what action to take (including termination of membership) in the event any member ceases to meet the criteria for membership set forth in this Article V or defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to the Corporation. Any member that the Board of Directors deems to have defaulted on any obligation to the Corporation shall forfeit its membership and all prior payments made to the Corporation. Membership in the Corporation shall also terminate when the member files a written letter of resignation with the Corporation. A terminating member shall forfeit all prior payments made to the Corporation. Termination of membership shall not relieve a member from the obligation of paying dues and/or other assessments that are owed by the member as of the date of termination.

Section 5.8. Designated Director of a Non-Voting Member. Each Non-Voting Member shall designate in writing an individual to serve on the Board of Directors of the Corporation as an Organizational Director. This Organizational Director shall have full authority to represent such Non-Voting Member in all Corporation matters. The term of a Non-Voting Member's Organizational Director shall automatically terminate if and when such individual's connection with, or authority to represent the Non-Voting Member is otherwise ended, or the Non-Voting Member with which such person is employed or engaged ceases to be a Non-Voting Member of the Corporation.

Section 5.9. Annual Meetings. Annual meetings of the Voting Members of the Corporation shall be held at such time and place as fixed in advance by the Board for the purpose of electing Directors and transacting any other business that may properly come before the Voting Members. Written notice of each annual meeting shall fix the time and

place of the meeting and, if deemed appropriate by the Board of Directors, the purpose or purposes thereof, shall be given to each Voting Member, in the manner provided in Section 6.1 of these Bylaws, at least ten (10) but no more than fifty (50) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual meeting of the Voting Members.

Section 5.10. Special Meetings. Special meetings of the Voting Members may be called by the Board of Directors or by the President of the Corporation or, at the written request of five percent (5%) of the Voting Members, shall be called by the President or Secretary of the Corporation. Written notice of each special meeting shall fix the time and place of the meeting and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each Voting Member, in the manner provided in Section 6.1 of these Bylaws, at least ten (10) but no more than fifty (50) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Voting Members.

Section 5.11. Quorum; Voting; Proxies; Election of Directors and Nominating Committee. At all meetings of the Voting Members, twenty percent (20%) of the Voting Members, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Voting Member shall have one vote. A vote of the majority of Voting Members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the Voting Members, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws. A Voting Member may vote by proxy executed in writing by such Voting Member. No

proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member who executed it, except as otherwise provided by statute. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the Voting Members present at such meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.. Candidates for Director and the Nominating Committee shall be elected by plurality of the votes cast, provided a quorum is present. A tie vote shall be resolved by a coin toss.

Section 5.12. Presiding Officer and Secretary. At any meeting of the Voting Members, if neither the President, the Vice President nor the person designated by the Board of Directors to preside at that meeting shall be present, the Voting Members present shall appoint a presiding officer for such meeting. If the person designated by the Board of Directors to act as secretary at that meeting is not present, the Voting Members present shall appoint a secretary for such meeting.

Section 5.13. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Voting Members may be taken without a meeting if all Voting Members consent thereto in writing and/or by electronic mail. The written consents and/or copies of electronic mail consenting to each such action shall be filed with the minutes of the proceedings of the Voting Members.

ARTICLE VI

NOTICES AND WAIVERS OF NOTICE

Section 6.1. Delivery of Notices. Notices to Directors and Voting Members shall be in writing and may be delivered personally, by regular or electronic mail or by any other method permitted under the District of Columbia Nonprofit Corporation Act. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed envelope, and addressed to the Directors and Voting Members at their respective addresses appearing on the books of the Corporation, unless any such Director or Voting Member shall have filed with the Corporation a written request that notices intended for such person be mailed or delivered to some other address, in which case the notice shall be mailed to or delivered at the address designated in such request. Notice to Directors and Voting Members may also be given by facsimile, electronic mail, or by leaving the notice at the residence or usual place of business of the Director or Voting Member.

Section 6.2. Waiver of Notice. Whenever notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or, in the case of any waiver of notice of any meeting of Directors or Voting Members, signed by the proxy for a person entitled to notice thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at any meeting of the Board of Directors, or any meeting of the Voting Members as the case may be, shall constitute a waiver of notice of such meeting, except where the person is attending 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. Except as expressly set forth herein or as required by the District of Columbia Nonprofit Corporation Act, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors, or any annual or special meeting of the Voting Members need be specified in any written waiver of notice.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1. Reserves. The Board of Directors may cause to be set aside, out of any funds or other property or assets of the Corporation, such sum or sums as the Board, in its absolute discretion, may consider to be proper as reserves to meet contingencies, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board may deem conducive to the interest of the Corporation, and the Board may modify or abolish any such reserve in the manner in which it was created.

Section 7.2. Checks, Notes, etc. All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Corporation shall be signed on its behalf by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.3. Fiscal Year. The fiscal year of the Corporation shall be fixed and may from time to time be changed by resolution of the Board of Directors.

Section 7.4. Bonding. Such officers, agents, or employees of the Corporation, as the Board of Directors may determine, shall procure and file with the Corporation a

surety bond for the faithful performance of their duties in such sums as may be fixed by the Board of Directors. The Corporation shall pay the cost of such bonds.

Section 7.5 Parliamentary Authority. The parliamentary procedures specified in *Robert's Rules of Order*, latest revised edition, shall govern meetings of the Corporation when they are applicable and consistent with applicable laws and the governing documents of the Corporation, including these Bylaws.

ARTICLE VIII

INDEMNIFICATION

Section 8.1. Indemnification in General. The Corporation may indemnify any person 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, by reason of the fact that such person 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 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 such person 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 such person's 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 such person 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 reasonable cause to believe that such person's conduct was unlawful.

Section 8.2. Authorization of Indemnification. Any indemnification under Section 8.1 of these Bylaws (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, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made (a) by a majority vote of the Directors who are not parties to such action, suit, or proceeding, even though less than a quorum, or (b) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

Section 8.3. Advancement of Expenses. Expenses (including attorneys' fees) incurred by an officer or Director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 8.4. Insurance. The Board of Directors may cause the Corporation 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 such status, whether or not the Corporation would have the power to indemnify such person.

Section 8.5. Nonexclusivity. The foregoing rights of indemnification: (a) shall in no way be exclusive of any other rights of indemnification to which any such person may be entitled, under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office; (b) shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation; and (c) shall inure to the benefit of the heirs, executors, and administrators of such a person. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person.

ARTICLE IX

AMENDMENTS

Section 9.1. Power to Amend. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by the affirmative vote of two-thirds (2/3rds) of the entire Board of Directors or by the affirmative vote of two-thirds (2/3rds) of the Voting Members at any annual or special meeting of the Voting Members at which a quorum is present, provided that all Directors or Voting Members, as the case may be, receive a text of the proposed amendment at least thirty (30) days in advance of the Board or Voting Members' meeting at which the Board or the Voting Members plan to consider and vote on such an amendment.

EXHIBIT A

NON-VOTING MEMBERS

- 1. National Italian America Foundation (NIAF)**
- 2. Order Sons of Italy in America (OSIA)**
- 3. The Italian Cultural Society Of Washington, DC. Inc**
- 4. Casa Italiana and Holy Rosary Church**
- 5. Abruzzo e Molise Heritage Association**
- 6. American Association Teachers of Italian WDC Chapter**
- 7. University of Maryland College Park, MD**
- 8. George Washington University, WDC**

Catholic University of America, WDC