

BYLAWS

OF

ACCOUNTABILITY LAB, INC.

A Delaware Nonprofit Nonstock Corporation

**Adopted on February 23, 2012
Amended and Restated on January 15, 2016**

BYLAWS
OF
ACCOUNTABILITY LAB, INC.

ARTICLE I
THE CORPORATION

Section 1.1. Principal Office. Accountability Lab, Inc. (the “Corporation”) shall have its principal office in Washington, D.C., or at such other place within or without the State of Delaware as the Board of Directors may from time to time determine.

Section 1.2. Powers. The Corporation shall have all of the powers enumerated in the General Corporation Law of the State of Delaware (“GCL”), as such may be amended from time to time; provided, however, the Corporation shall exercise its powers only in furtherance of its purposes set forth in its Certificate of Incorporation, and only as permitted to organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 1.3. Purposes. The Corporation is organized, and shall be operated, exclusively for tax-exempt purposes under Section 501(c)(3) of the Code, as set forth in its Certificate of Incorporation.

ARTICLE II
MEMBERS

Section 2.1. Members. The membership of the Corporation shall consist of each member of the Board of Directors, hereinafter referred to individually as a “Member” and collectively as the “Members.”

Section 2.2. Action of the Members. Members of the Corporation have no voting rights. If any action is required by law to be taken by the members of the Corporation, such action may be taken by the Board of Directors of the Corporation in accordance with these Bylaws without any further formalities.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1. Powers. The property, affairs, and business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have, and may exercise, all of

the powers of the Corporation except as may be limited or conferred upon the Members by law, by the Certificate of Incorporation of the Corporation, or by these Bylaws.

Section 3.2. Number and Qualification. The number of voting Directors shall not be fewer than one (1), as shall be fixed from time to time by the Board. Each Director shall be at least eighteen (18) years of age.

Section 3.3. Appointment, Term and Term Limits. All Directors of the Corporation shall be appointed by the Board. A Director's term of office shall begin immediately following the close of the annual meeting of the Board at which he or she is elected and shall end at the close of the second annual meeting following his or her election. The terms of office of Directors shall be staggered such that, to the extent possible, the terms of one-half (1/2) of the Directors shall expire each year. Each Director shall hold office until such Director's successor is elected and qualified or until such Director's earlier resignation or removal. Directors shall be eligible to serve maximum of three (3) consecutive terms of two (2) years, for a total of six (6) consecutive years, and may subsequently be re-elected to the Board following a one (1) year period of not serving on the Board; provided, however, that the foregoing term limit shall not apply to the Executive Director of the Corporation.

Section 3.4. Annual Meetings. Annual meetings of the Board of Directors shall be held for the purpose of electing Directors and Officers, and shall be held at such time and at such place as shall be determined by the Board of Directors from time to time.

Section 3.5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined by the Board of Directors from time to time.

Section 3.6. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by request of any two (2) Directors.

Section 3.7. Notice of Meetings of the Board of Directors. For each meeting of the Board of Directors for which notice is required, the notice shall specify the date, time and place of such meeting, and in the case of a special meeting shall also specify the purpose of such special meeting. Notice shall be delivered to each Director personally, by telephone or by first-class mail, generally recognized overnight delivery service, facsimile, electronic transmission, or telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the Corporation. If the notice is sent via first class mail or overnight delivery service, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. Such notice shall be deemed to be delivered at the time when deposited in the United States mail or when delivered to the overnight delivery service. If the notice is delivered personally or by facsimile, electronic transmission, telephone or telegram, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting.

Section 3.8. Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of Delaware as the Board of Directors may from time to time determine.

Section 3.9. Quorum. A majority of the number of Directors then in office who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, however, that a quorum may never be less than two (2) Directors unless the entire Board of Directors consists of only one (1) Director at the time, in which event such Director shall be sufficient to constitute a quorum of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting without notice to any Director.

Section 3.10. Voting. The vote of a majority of the Directors who are entitled to vote at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by the GCL, by the Certificate of Incorporation of the Corporation, or by these Bylaws.

Section 3.11. Vacancies and New Directorships. Any newly created Directorship or vacancy occurring on the Board of Directors may be filled by the Board at any time.

Section 3.12. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice; acceptance shall not be necessary to make it effective. If no time is specified in the notice of resignation, then the resignation shall take effect upon delivery.

Section 3.13. Removal. Any Director may be removed at any time by the Board, with or without cause.

Section 3.14. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all Directors or members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by all of the Directors or members of the committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

Section 3.15. Participation in Meetings. Any one or more Directors or members of a committee of the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a 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 3.16. Compensation. Directors shall not receive compensation for their service on the Board of Directors; provided, however that Directors may be reimbursed for expenses reasonably incurred by them in the performance of their duties in accordance with policies established by the Board of Directors. Directors shall not be precluded from serving the Corporation in any other capacity (*e.g.*, as an employee, independent contractor, etc.) or from receiving reasonable compensation for any such services, subject to compliance with the Corporation's Conflict of Interest Policy and consistent with its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.1. Committees. The Board of Directors may designate from among its members one or more standing or special committees as may from time to time be deemed suitable, necessary, or convenient to aid in accomplishing the purposes of the Corporation. The duties and powers of any such committee shall be as determined by the Board of Directors from time to time. The Board may delegate its powers and authority relating to the management of the business and affairs of the Corporation to such extent, and on such terms and conditions, as the Board of Directors shall determine to be appropriate and in furtherance of the purposes of the Corporation; provided, however, that no such committee shall have authority as to the following matters:

- (i) The filling of vacancies on the Board of Directors or a committee thereof;
- (ii) The amendment or repeal of these Bylaws or the adoption of new bylaws of the Corporation;
- (iii) The amendment or repeal of any resolution of the Board of Directors which by the terms thereof shall not be so able to be amended or repealed;
- (iv) Causing the Corporation to incur debt, or pledging tangible or intangible assets of Corporation; or
- (v) Transferring, by sale or lease, any real property of the Corporation.

Section 4.2. Advisory Committees. The Board of Directors may designate from time to time one or more advisory committees thereof, which may include individuals who are not Directors. Advisory committees shall not have any authority of the Board of Directors and shall serve only in an advisory capacity.

Section 4.3. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Corporation or the chairperson of the committee or by a vote of a majority of all of the members of the committee.

Section 4.4. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board of Directors shall be subject at all times to the directions of the Board of Directors.

Section 4.5. Tenure of Members of Committees of the Board of Directors. Each committee of the Board of Directors and every member thereof shall serve at the pleasure of the Board of Directors and for such terms as the Board of Directors shall determine.

Section 4.6. Alternate Committee Members. The Board of Directors may designate one or more Directors as alternate members of any standing or special committee of the Board of Directors who may replace any absent member or members at any meeting of such committee.

ARTICLE V

OFFICERS

Section 5.1. Number. The officers of the Corporation shall include a Chair, a Treasurer, a Secretary, and an Executive Director (the “Officers”). Officers, other than the Chair and Vice Chair, need not be Directors. The Board of Directors may from time to time elect or appoint such other Officers, including one or more Vice Chairs and one or more other vice or assistant Officers, as it may deem necessary or convenient, each of whom may, but are not required to be, a Director. Any two (2) or more offices may be held by the same person.

(a) Election and Tenure. All Officers shall be elected at the annual meeting of the Board and shall serve until the next annual meeting of the Board, and until their successors are duly elected and qualified, or until their earlier resignation, removal or death. The Chair and Vice Chair, if any, shall be elected by the Board from among the Corporation’s Directors.

Section 5.2. Removal. All Officers shall serve at the pleasure of the Board of Directors, and may be removed, with or without cause, by the Board of Directors. 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 in and of itself create any contract rights.

Section 5.3. Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary. A resignation shall take effect at the time specified in the notice of resignation, and, unless otherwise specified in said notice, acceptance shall not be necessary to make such resignation effective. If no effective date is specified in the notice, resignation shall be effective upon delivery of the notice.

Section 5.4. Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors for the remaining unexpired portion of the term of such office.

Section 5.5. Duties of Chair. The Chair shall serve as chair of the Board of Directors and in such capacity shall: (i) preside at all meetings of the Board of Directors at which the Chair is present; (ii) report to the Board on the condition of affairs of the Corporation and make recommendations with respect to thereto, as requested by the Board; and (iii) perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these Bylaws or by the Board of Directors.

Section 5.6. Duties of Vice Chair. The Vice Chair, if any, shall support the Chair in carrying out his or her duties, shall preside at meetings of the Board in the absence of the Chair, and shall have such other duties as from time to time may be assigned by the Board or the Chair.

Section 5.7. Duties of Treasurer. The Treasurer shall maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.8. Duties of Secretary. The Secretary shall: (i) keep, or cause to be kept, the minutes of all meetings of the Board of Directors; (ii) see that all notices required to be given by the Corporation are duly given and served; (iii) be custodian of the seal of the Corporation and of its corporate books; and (iv) make such reports and perform such other duties as are incident to the office of Secretary or as required by the Board of Directors.

Section 5.9. Duties of Executive Director. The Executive Director shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the Executive Director shall have general supervision of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall have the power to execute all contracts, bonds, mortgages, and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other Officers of the Corporation may sign and execute documents when so authorized by these Bylaws, the Board of Directors or the Chair.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors, and in the absence of such determination shall commence on January 1 in each calendar year and end on December 31.

Section 6.2. Books and Records. There shall be kept at the office of the Corporation (i) correct and complete books and records of account; (ii) minutes, resolutions and consents of the proceedings of the Board of Directors and any committee of the Board of Directors; (iii) a current list of the Directors, Officers and Members of the Corporation and their residential and business addresses; (iv) a copy of the Certificate of Incorporation of the Corporation and these Bylaws; (v) a copy of the Corporation's application for recognition of tax-exempt status under Section 501(c)(3) of the Code (IRS Form 1023); (vi) copies of the Corporation's federal information returns (IRS Form 990) from the most recent three (3) years; and (vii) copies of any required state-level filings.

Section 6.3. Corporate Seal. The Board of Directors shall have the authority to select the inscription and form of the Corporation's corporate seal.

Section 6.4. Conflict of Interest Policy. The Board of Directors shall adopt and implement a Conflict of Interest Policy that is substantially consistent with prevailing principles and standards established for addressing conflicts of interest by applicable law, regulation and/or administrative guidance, including, but not limited to, the GCL and Internal Revenue Service guidance for Section 501(c)(3) tax-exempt organizations.

Section 6.5. Loans to Directors and Officers. No loans other than those loans through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Members, Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Members, Directors or Officers or family members thereof are Directors or Officers or hold a substantial financial interest, other than to other organizations that share common tax-exempt purposes with the Corporation under Section 501(c)(3) of the Code.

Section 6.6. Minutes. Minutes shall be taken at all meetings of the Board of Directors and committees, including a record of attendance, and shall be filed in the office of the Corporation designated for such purposes and maintained as a permanent record. Such minutes shall reflect all business conducted, including findings, conclusions and recommendations.

ARTICLE VII

INDEMNIFICATION

Section 7.1. Standing Indemnification. Except to the extent expressly prohibited by the GCL, the Code, a provision of the Corporation's Certificate of Incorporation, or these Bylaws:

(a) The Corporation shall promptly indemnify each person who is a present or former Director or Officer of the Corporation, or member of a committee established pursuant to Section 4.2 above, who is made, or is threatened to be made, a party to any action or proceeding, whether civil or criminal or whether brought by or in the right of the Corporation, or who is a subject of a government investigation, by reason of the fact that such person (i) is or was a Director, Officer or advisory committee member, or (ii) in the case of a present or former Director, or Officer, serves or served at the request of the Corporation or any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, reasonably incurred in connection with such action or proceedings, or any appeal therein, or government investigation, except where a judgment or other final adjudication adverse to such person establishes that his or her acts were criminal, illegal, grossly negligent, committed in bad faith and/or with intent to cause harm or were the result of deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or otherwise wasted assets of the Corporation.

(b) The Corporation shall have the right to purchase and maintain Director's and Officer's insurance and may purchase and maintain any other insurance on behalf of any person described in Section 7.1(a) against any liability asserted against him or her, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise.

Section 7.2. Indemnification by Resolution or Agreement. The Corporation, by a resolution of its Board of Directors or an agreement approved by the Board of Directors, may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses to any person, including a person entitled to indemnification pursuant to Section 7.1, but nothing herein shall limit or affect the rights of any such person under that Section.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DRAFTS, AND BANK ACCOUNTS

Section 8.1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, agent or agents, in the name or and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these Bylaws, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 8.3. Checks, Drafts, etc. All checks, drafts and any other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors of the Corporation.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

AMENDMENTS

Section 9.1. Bylaw Amendments. These Bylaws may be altered, amended or repealed by action of the Board.

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