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BYLAWS

OF

UNITY 08

(formed under the District of Columbia
Nonprofit Corporation Act)

ARTICLE I
Name

Section 1.01. Name. The corporate name of this organization (hereinafter referred to as the "Corporation") is Unity 08.

ARTICLE II
Membership

Section 2.01. The Corporation shall have no members. Any action which would otherwise require approval by a majority or all members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

ARTICLE III
Offices

Section 3.01. Location. The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE IV
Board of Directors

Section 4.01. Power and Qualification of the Board of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. Directors need not be residents of the District of Columbia.

Section 4.02. Number of Directors. The number of Directors constituting the initial Board of Directors shall be as set forth in the Articles of Incorporation. Thereafter, the number Directors constituting the entire Board of Directors of the Corporation shall be nine (9) and shall include two Co- Chairmen of the Board. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 4.03. Election and Term of Directors. The initial Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. At each annual meeting of the Board of Directors, the Directors then in office shall elect Directors. Each Director shall hold office for a term of one year until the next annual meeting of the Board, and until his or her successor has been elected and qualified.

Section 4.04. Vacancies. Any vacancy in the Board of Directors, occurring either through any newly created directorships or by reason of death, resignation, retirement, disqualification, or removal of a Director, shall be filled by appointment by the Board of Directors.

Section 4.05. Removal of Directors. A Director may be removed, with or without cause, by a vote of a majority of the Directors then in office at a meeting of the Board of Directors expressly called for that purpose.

Section 4.06. Resignations. A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall

take effect when such notice is delivered, unless the notice specifies a later effective date.

Section 4.07. Quorum of Directors and Action by the Board. Unless otherwise required by law or by the Articles of Incorporation or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 4.08. Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors.

Section 4.09. Notice of Meetings of Directors. (a) Notice of the regular meetings of the Board of Directors need not be in writing. Written notice of each special meeting of the Board of Directors shall state the date, place and hour of the meeting and shall be delivered personally, by mail or by telefacsimile to each Director's usual place of business as recorded in the Corporation's records, not less than three (3) days prior to the date of the meeting.

(b) Notice of a meeting of the Board of Directors need not be given to any Director entitled to such notice who submits a signed, written waiver of notice before or after the date and time stated in such notice. A Director's attendance at or participation in a meeting waives any required notice to him or her of such meeting, unless at the beginning of such meeting or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

(c) Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Directors; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board of Directors, such notice shall not limit the actions the Board of Directors may take at such meeting.

Section 4.10. Action by Directors in Lieu of a Meeting; Meetings by Conference Telephone. (a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the Board of Directors or filed with the corporate records reflecting the action taken.

Action taken under this Section 4.10(a) becomes effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided, the consent states the date of execution by each Director. Such consent shall have the same force and effect as a unanimous vote.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board of Directors may participate in a regular or special meeting of the Board of Directors or of a committee thereof by means of conference telephone or by any means of communication by which all Directors participating may hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11. Compensation of Directors. The Directors of the Corporation shall serve without compensation for services rendered by them in their capacity as Directors.

ARTICLE V
Committees

Section 5.01. Committees; Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of

Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him, or her by law.

Section 5.02. Executive Committee. The Executive Committee shall consist of three (3) Directors appointed by the full Board of Directors. Meetings and actions of the Executive Committee shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those provisions as are necessary to substitute the Executive Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the corporate records. The Executive Committee shall have all the powers of the Board between Board meetings, except for the powers to:

(a) elect or remove Directors without cause;

(b) fill vacancies on the Board of Directors or on any committee of the Board that holds any of the powers of the Board;

(c) amend or repeal these Bylaws or adopt new Bylaws;

(d) adopt amendments to the Articles of Incorporation of the Corporation;

(e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(f) create any other committees that hold any of the powers of the Board, or appoint the members thereof; or

(g) approve any merger, reorganization, voluntary dissolution or disposition of substantially all of the assets of the Corporation.

ARTICLE VI
Officers, Agents and Employees

Section 6.01 Officers. The Board of Directors shall elect or appoint a President, Secretary, and a Treasurer, and such other officers, including vice presidents and assistant officers, as may be deemed necessary. The officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.02. Term of Office and Removal. Unless otherwise provided by resolution of the Board of Directors, officers shall be elected or appointed at each annual meeting of the Board of Directors. Each officer shall hold office for the term for which he or she has been elected or appointed and until his or her successor has been elected or appointed and qualified. Any officer may be removed by the Board of Directors when, in their judgment, the best interest of the Corporation will be served thereby. Removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not itself create contract rights.

Section 6.03. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term at any meeting of the Board of Directors.

Section 6.04. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

(a) President. The President shall serve as the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the President shall perform all duties customary to that office and shall manage the affairs of the Corporation in

accordance with the policies and directives approved by the Board of Directors.

(b) Vice-President. The Vice-President shall perform such duties and have such powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

(c) Secretary. The Secretary shall be responsible for preparing and maintaining custody of the minutes of the meetings of the Board of Directors and for authenticating records of the Corporation, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary or as may be determined from time to time by the Board of Directors.

(d) Assistant Secretary. The Assistant Secretary (if any) shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such duties and exercise such other powers as the Board of Directors may from time to time prescribe.

(e) Treasurer. The Treasurer, as the chief financial officer of the Corporation, shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall, at all reasonable times, exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the officer of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

(f) Assistant Treasurer. The Assistant Treasurer (if any) shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and

exercise the powers of the Treasurer and shall perform such other duties and exercise such other powers as the Board of Directors may from time to time prescribe.

Section 6.05. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.06. Compensation of Officers, Agents and Employees. (a) The Corporation may pay compensation to officers, and may reimburse officers for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, such amount to be fixed by the Board of Directors.

(b) The Corporation may pay compensation to agents and employees for services rendered, and may reimburse agents and employees for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, such amounts to be fixed by the Board of Directors.

(c) The Board of Directors may require agents or employees to give security for the faithful performance of their duties.

ARTICLE VII
Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02. Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.03. Books and Records to be Kept. The Corporation shall keep at its

principal office in the District of Columbia, correct and complete books and records of account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and the current list of Directors and officers of the corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.04. Amendments. (a) The Articles of Incorporation may be amended by a majority vote of the Directors then in office.

(b) The Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of Directors then in office.

Section 7.05. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer, any former Director or officer, any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. To the extent permitted by law, the Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, officer, or employee; provided, however, that such Director, officer, or employee shall undertake to repay or to reimburse such

expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Section.

The provisions of this Section shall be applicable to claims, actions, suits, or proceeding made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

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

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

If any part of this Section 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.

Section 7.06. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or officers.

ARTICLE VIII
Exempt Status

Section 8.01. Exempt Status. Notwithstanding any provision in these Bylaws or in the Corporation's Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in § 527 of the Code or the corresponding provision of any future federal tax code.

ARTICLE IX
Conflicts of Interest

Section 10.01. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 10.02. Definitions

(a) *Interested Person.* Any director, principal officer or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity with which the Corporation is affiliated, he or she is an interested person with respect to all the Corporation.

(b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment or family--

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Section 10.03(b), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

10.03. Procedures.

(a) *Duty to Disclose.* In connection with any actual or possible conflict of

interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) *Procedures for Addressing the Conflict of Interest.*

(1) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(2) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) *Violations of the Conflicts of Interest Policy.*

(1) If the Board or committee has reasonable cause to believe that a

member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.04. Records of Proceedings. The minutes of the Board and all committee with Board delegated powers shall contain--

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 10.05. Compensation.

(a) A voting member of the Board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 10.06. Annual Statements. Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person—

(a) has received a copy of the conflicts of interest policy,

(b) has read and understands the policy,

(c) has agreed to comply with the policy, and

(d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10.07. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

(b) Whether partnership and joint venture arrangements and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Section 10.08. Use of Outside Experts. In conducting the periodic reviews provided for in Section 10.07, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.