

**APPROVED AMENDED BYLAWS
OF
TECHNIQUES FOR EFFECTIVE ALCOHOL MANAGEMENT COALITION,
INCORPORATED**

(Adopted on: 07/20/2001, Amendments Adopted on: 12/13/2011; Amendments Adopted on 8/20/2020)

ARTICLE I

NAME AND OFFICES

Section 1.1 Name. The name of the corporation shall be Techniques for Effective Alcohol Management Coalition, Incorporated (hereinafter referred to as the “Corporation”).

Section 1.2 Nonprofit Corporation. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”) and its Articles of Incorporation; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.3 Offices. The Corporation may have offices and places of business as shall be determined by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 2.1 Membership. The Corporation shall have two classes of members: organizational members and strategic partners.

(a). **Organizational Members.** Organizational members will participate in the Corporation activities, serve on committees, nominate potential organizational members, serve as Directors of the Corporation, and will have voting rights. Organizational members elect directors and officers by a majority vote. Organizational members may be associations, individual corporations and businesses and/or other groups who support TEAM Coalition’s mission. Organizational members shall pay annual dues and shall have the right to vote on issues coming before the general membership, with one vote per organizational member, by a simple majority of a quorum (defined in Section 2.3) unless otherwise stipulated. New organizational members will

be admitted by a simple majority vote of a quorum (defined in Section 2.3) of the current organizational members.

(b). **Strategic Partners.** Strategic partners will serve as non-voting members. Strategic partners may serve on committees. Strategic partners may not serve as directors of the organization. They may include non-governmental organizations, nonprofit organizations, government agencies and businesses that support the Corporation's mission but are unable to pay dues for reasons considered valid by the Board of Directors. Strategic partners shall be admitted by a majority vote of a quorum (defined in Section 2.3) of the organizational members.

(c). **Terms and Conditions.** Organizational members may, by simple majority vote of a quorum (defined in Section 2.3), establish the terms and conditions of such membership and the dues which such members will be required to pay.

Section 2.2. Meetings.

(a). **Annual Meeting.** The Corporation shall hold an annual meeting of the membership each calendar year at such time and place as may be determined by the Board of Directors for the purposes of electing directors and officers by a simple majority of a quorum of Organizational members (see Section 2.3 for quorum definition) and reviewing the activities of the Corporation. Meetings of the membership may be held either within or without the District of Columbia. Annual meetings of the membership may be held at such places and times as shall be determined from time to time by resolution of the Board of Directors. For the annual meeting the Chair shall designate a time and specific location for the meeting in a written notice at least ten (10) days in advance of such meeting. Members may participate in a meeting of the membership through the use of teleconference, online conference call, or similar communications equipment, so long as all members participating in such meetings can hear one another.

(b). **Regular Meetings.** The Board of Directors may provide the date, time and place for the holding of regular meetings of the membership other than the annual meeting. For the regular meetings of the Board, the Chair shall designate a time and specific location for the meeting in a written notice at least ten (10) days in advance of such meeting.

(c). **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or by the Secretary to each director and shall be held at such place or places as may be determined by the Board of Directors, or as stated in the call of the meeting. For the special meetings of the Board, the Chair shall designate a time and specific location for the meeting in a

written notice at least two (2) days in advance (or sooner with unanimous consent) of such meeting. Directors may participate in a meeting of the Board of Directors through the use of a conference telephone call or similar communications equipment, so long as all members participating in such meetings can hear one another.

(d). **Action by Unanimous Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board of Directors or the committee, as the case may be, and such written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or the committee.

Section 2.3 Quorum. A majority of the number of organizational members or Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be adjourned. The act of the majority of the Directors present 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 is required by the Laws of the District of Columbia, or by the Articles of Incorporation or by these bylaws. A simple majority of those voting (either directors or organizational members) will determine the outcome except where a 2/3rds majority is required, as is required for Amendments to the Bylaws (Section 6.1).

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all the powers of the Corporation, subject to the restrictions imposed by statute, the Articles of Incorporation or these Bylaws.

Section 3.2 Number. The exact number of directors shall be determined from time to time by resolution of the Board of Directors. In no event shall the number of directors be less than three (3) and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. No one (1) industry category shall have representatives on the Board of Directors that account for the majority of the Board.

Section 3.3 Eligibility and Composition. Directors need not be residents of the District of Columbia. Directors must: (i) subscribe to the purposes and goals of the Corporation; (ii) qualify as an organizational member; (iii) receive no compensation or honoraria from the Corporation except reimbursement for reasonable expenses; (iv) neither hold nor announce candidacy for any elected public office in federal, state or local government; and (v) sign and agree to abide by such policies as the Board may adopt from time to time.

Section 3.4 Director-at-Large. Independent individuals serving without an affiliation to member organizations or strategic partners, who provide an unbiased perspective on all issues and have voting rights equal to those of the existing Board of Directors. Value may include industry knowledge, relationships with new potential members, affiliation with the traffic safety community, historical knowledge of the Corporation or other values yet undefined. Travel expenses to attend Corporation meetings and any expenses incurred while serving on behalf of the Corporation may be reimbursed on a case-by-case basis. No more than two (2) Directors-at-Large positions will be filled by a vote of a quorum of the membership by simple majority. Slate of candidates will be determined by the Board of Directors. Any member organization representative or strategic partner representative may submit names for consideration. Strategic partners may not serve as Directors-at-Large. Start dates for the 3-year terms for these positions will be staggered.

Section 3.5 Selection and Term.

(a). The Board of Directors shall include officers, committee chairs and Directors-at-Large, the total number to be determined by the total number of active committees. Directors shall be elected by a simple majority of a quorum of the organizational members at the meeting of the membership for staggered terms of three (3) years. Directors shall be eligible for no more than two successive terms. Directors not serving as officers shall be elected in a manner such that approximately one-third of the directors are elected annually. Terms may exceed three (3) years if directors are elected as officers. Officers' term rules supersede term rules for directors. If any director shall die or resign during his/her term, the remaining Directors may elect a person for the remainder of that term or until the next scheduled election of directors.

(b). A single organizational member may not hold more than one position on the Board of Directors. Directors will vote as individuals for all Board votes.

Section 3.6 Rules & Decision Making. The Board may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the

affairs of the Corporation as it may deem proper, not inconsistent with the laws of the District of Columbia, or Articles of Incorporation, or these bylaws. The Board will vote by simple majority of a quorum.

Section 3.7 Resignations. Any director or officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time specified, at the time of its receipt by the Chair of the Corporation or Secretary. Formal acceptance of the resignation shall not be necessary to make it effective.

Section 3.8 No Compensation. Directors shall not receive any compensation for their services as directors or as members of committees. If a director seeks to serve the Corporation as an agent or in any other capacity other than as a director and receive compensation for that service, then Board approval would be required.

ARTICLE IV

COMMITTEES

Section 4.1 Standing Committees. The following committees in this Article shall make recommendations to the Board as pertinent to Board meeting agenda items. Committee members shall be appointed by the Chair and/or the Governance and Finance Committee and shall report to the Board. Representatives from organizational members and strategic partners may serve on standing committees. Subject matter experts, like TEAM Master Trainers, may serve on standing committees. Individuals may serve on more than one committee. Organizational members and strategic partners may have representation on more than one committee by various representatives. No committee shall have authority other than advisory powers.

Section 4.2 Governance and Finance Committee. The Governance and Finance Committee shall be comprised of at least three (3) members. The Treasurer and Secretary shall serve as the co-chairs of the Governance and Finance Committee. The Governance and Finance Committee shall support the Board of Directors by developing and enhancing the capacity of directors and committee members to govern and lead the Corporation toward achieving its goals. The Governance and Finance Committee shall strive to ensure that directors, both individually and collectively, have the competencies necessary to perform their duties and periodically assess and

make recommendations to the Board of Directors regarding the governance documents, policies and practices of the Corporation. The Governance and Finance Committee shall establish and maintain a pool for potential candidates for director and committee member positions, ascertain their interest in serving and annually present candidates for consideration. The Governance and Finance shall coordinate the Board's financial oversight responsibilities by recommending fiscal policy to the Board and monitoring its implementation. The Governance and Finance Committee shall review the annual budget and recommend it to the Board of Directors for approval, monitor budget implementation and financial procedures, and review financial reports. The Governance and Finance Committee shall carry out its duties and responsibilities in accordance with a Governance and Finance Committee Charter adopted by the Board of Directors of the Corporation.

Section 4.3 Training Committee. The Training Committee shall oversee new program and training development, monitor and assess existing programs, initiate and guide program evaluations, and facilitate discussions about program priorities. The Training Committee will curate important industry data to share with membership. The Training Committee shall carry out its duties and responsibilities in accordance with a Training Committee Charter adopted by the Board of Directors of the Corporation.

Section 4.4 Communications and Marketing Committee. The Communications and Marketing Committee shall oversee the development of promotional assets that tell the Corporation's story. The assets will define the value proposition for existing members, help recruit new members and bring new customers to the training and fan engagement programs the Corporation offers. The Communications and Marketing Committee will develop and maintain internal and external communications plan and guidelines. The Communications and Marketing Committee shall carry out its duties and responsibilities in accordance with a Communications and Marketing Committee Charter adopted by the Board of Directors of the Corporation.

Section 4.5 Membership Committee. The Membership Committee shall engage with existing organizational members, strategic partners and subject matter experts on a semi-annual basis. The Membership Committee shall recruit new members and make recommendations on membership communication practices and materials. The Membership Committee shall carry out its duties and responsibilities in accordance with a Membership Committee Charter adopted by the Board of Directors of the Corporation.

Section 4.6 Other Committees. The Chair shall establish, oversee and, as appropriate, dissolve one or more other committees, subcommittees, councils, task forces, expert panels, work groups, or auxiliary boards as deemed necessary, advisable or appropriate to achieve the Corporation's purposes. These other committees are separate and different from the regular committees. The Chair or the Chair's designee shall also have the power at any time to fill vacancies in and to change the membership of other committees. The Chair shall appoint the chairs of the other committees, who shall serve in such positions for a one-year term eligible for renewal upon the expiration of such term, excluding service to fill a vacancy. The chair of any such other committee may not hold a position on the Board of Directors unless the committee is deemed to be a regular committee, as voted by a simple majority of a quorum of the organizational members. If any of the other committees is deemed to be a regular committee, then the organizational members would vote to fill that committee chair position by a simple majority of a quorum. Committee memberships, chairs of committees and groups constituted by the Chair to meet specific *ad hoc* needs shall be subject to the Board approval or ratification.

Section 4.7 Committee Authority. No committee shall operate to relieve the Board of Directors, or any member thereof, of any powers or responsibilities imposed by law or these Bylaws. Unless otherwise provided in the Articles of Incorporation, these Bylaws or a resolution of the Board of Directors, each committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

Section 4.8 Committee Procedure and Meetings. Each committee shall cause minutes of its proceedings to be prepared and shall report the same to the Board of Directors. Unless the Board of Directors otherwise provides, each committee may determine its own rules and procedures for the conduct of its business. At every meeting of a committee, a majority of the total number of committee members shall constitute a quorum and the act of a majority of the members present at such meeting shall be the act of the committee. Members may participate in a committee meeting through the use of teleconference, online conference call, or similar communications equipment, so long as all members participating in such meetings can hear one another.

ARTICLE V

OFFICERS

Section 5.1 Officers. The officers of the Corporation shall consist of a Chair of the Corporation, a Vice-Chair, a Secretary, and a Treasurer, and such other officers as the Board of Directors may determine. The officers shall be elected by a simple majority of a quorum of the organizational members at an annual meeting to hold office for a term of two (2) years for the Chair and Vice-Chair and for a term of three (3) years for the Secretary and Treasurer. Officers serve until their successors are elected and duly qualified or until their earlier resignation, removal from office or death. All vacancies occurring between bi-annual elections among any of the officers shall be filled by appointment by the Board of Directors. Chair and Vice-Chair serve progressive terms such that when the Chair completes a term, the Vice-Chair becomes Chair. The officers of the Corporation shall be representative of the make-up of the organizational members, excluding beverage alcohol members. The Corporation will strive always to have a sports league serve as either Chair or Vice-Chair.

Section 5.2 Chair. The Chair shall preside when present at meetings of the Board of Directors, advise and counsel the Executive Director and exercise such other powers and perform such other duties as are specified in these bylaws or assigned to or required of such office from time to time by the Board of Directors. The Chair shall preside over all meetings of the members if present and at all meetings of the Board of Directors.

Section 5.3 Vice-Chair. The Vice-Chair shall, in the event of the absence or disability of the Chair, preside when present at meetings of the Board of Directors. The Vice-Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 5.4 Treasurer. The Treasurer shall be the co-chair of the Governance and Finance Committee and shall have general oversight responsibility for the financial affairs of the Corporation. The Treasurer shall render to the Board of Directors at the Board's regular meetings, or when the Board of Directors so requires, a report on the financial condition of the Corporation. The Treasurer shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 5.5 Secretary. The Secretary shall be the co-chair of the Governance and Finance Committee and see that notice is given of all meetings of the Board of Directors and the committees and shall keep and attest true records of all proceedings at all meetings of the Board of Directors. The Secretary shall have charge of the corporate seal, if any, and shall have authority to attest any and all instruments in writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation.

ARTICLE VI

AMENDMENT OF GOVERNING DOCUMENTS

Section 6.1 Amendments. The articles of incorporation and these bylaws may be altered, amended, or repealed and new articles or by-laws may be adopted by a two-thirds (2/3rds) vote of the organizational members at any regular or special meeting, called for that purpose at which a quorum is present, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE VII

INDEMNIFICATION

Section 7.1 Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted

under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof or special legal counsel) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors, agreement or otherwise. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Corporation, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income or excise tax under the Internal Revenue Code.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 **Fiscal Year.** The fiscal year of the Corporation shall be from October 1st to September 30th of each year.

Section 8.2 **Depositories, Checks, Etc.** The Funds of the Corporation shall be deposited in such bank or trust company as shall be determined from time to time by the Board, and checks, notes, and drafts, bills of exchange and orders for the payment of money shall be signed or endorsed by the Chair, Treasurer or Executive Director of the Corporation.

Section 8.3 **Conflict of Interest.**

(a). No organizational member, director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board and unless the fact of such interest, along with any reasons why entering into contract may not be in the best interests of the Corporation, shall have been disclosed or made known to the Board at the meeting at which such contract is so authorized.

(b). In cases in which an officer, director, or organizational member is voting on an issue in which he or she has a significant economic interest or in which his or her employer or a member of his or her immediate family has a significant economic interest, the individual shall disclose such interest to the Chair, Vice-Chair, or committee chair as appropriate. If an officer, director, or organizational member feels that a conflict of interest exists, the officer, director, or organizational member in question must abstain from voting on the matter involved.

(c). When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Section 8.4 **Executive Director.** The Board of Directors may appoint an Executive Director to perform the various tasks and responsibilities of running the Corporation and execute the decisions of the Board. In that connection, he or she shall conduct and administer the affairs of the Corporation and exercise those powers and duties which normally pertain to the position of chief executive officer, including but not limited to the authority to execute contracts or other instruments on behalf of the Corporation, to hire and discharge employees, and shall have such

duties as shall be assigned by the Board of Directors. The Executive Director shall report directly to the Board of Directors.

THE UNDERSIGNED, being the duly qualified Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation at a meeting held on August 20, 2020, at which a quorum was present and voting throughout.

_____, Chair