

BY-LAWS OF TINY FINDINGS, INC.

As amended on December 20, 2017

Article I

Name

The name of the Corporation is TINY FINDINGS, INC. ("the Corporation").

Article II

Organization and Purpose

Section 1. Organization and Purpose.

The Corporation has been organized to operate exclusively for charitable and educational purposes, including, but not limited to the following: the operation of a Child Development Center for use by the children of employees of the U.S. Government Accountability Office (GAO), other federal employees, on-site contractors, and the general public. Siblings of children currently enrolled in the Center, children receiving scholarships, children of Tiny Findings staff, children of employees of GAO and children of federal employees whose agency is leasing office space at GAO Headquarters in Washington, D.C. have priority for vacancies in attendees in the child care center (the "Center")¹. At least 50 percent of those enrolled shall be children of Federal agency employees.

Section 2. Membership.

All legal guardians of Tiny Findings students enrolled at the Center are members of the Tiny Findings Corporation. Membership expires when the child is no longer enrolled in the Center. All members of the Tiny Findings current Board of Directors are members of the Tiny Findings Corporation. Permanent employees assigned to GAO Headquarters and any Federal tenant organizations may pay a membership fee of \$5 to the Treasurer of the Corporation to become a member for the calendar year. Membership in the Corporation shall confer the right to vote for the Board of Directors to be elected annually after the first year of operation of the Center. Members shall not otherwise be entitled to vote. An annual meeting of the members shall be held at the November meeting of the Board of Directors each year (after the Corporation's first operating year). A member may vote in person or by absentee ballot pursuant to the District of Columbia Nonprofit Corporation Act (the "Act"); provided that, absentee ballots must be in writing and delivered to a member of the Executive Committee prior to the time of vote-taking.

Section 3. Non-Discrimination.

The Center shall employ non-discrimination policies and practices with regard to employment practices, child admissions, and educational opportunities. The Center shall not discriminate based on actual or perceived race, color, religion, national origin, sex, age, marital status, personal

¹ If, at any time, the number of children of Federal tenant organization personnel exceeds 20 percent of the total capacity of the Center, then such children shall have access to any additional spaces on a priority basis immediately behind the children of GAO employees.

appearance, sexual orientation, gender identity or expression, family responsibilities, genetic information, disability, matriculation, and political affiliation, or retaliation for having made or supported claims of any such discrimination. To the extent possible, the Center will make reasonable accommodations for children with disabilities.

Article III Offices and Registered Agent

Section 1. Offices.

The Corporation shall continuously maintain in the District of Columbia a registered office at such place as may be initially designated by the Board of Directors. The principal office of the Corporation and those offices other than its registered office as it may establish shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board of Directors.

Section 2. Agent.

The Corporation shall continuously maintain within the District of Columbia a registered agent, who shall be initially designated by the Board of Directors.

Section 3. Changes.

Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided in these By-Laws, at article V, section 6.

Article IV Board of Directors

Section 1. General Powers and Duties.

A. The affairs and property of the Corporation shall be controlled and directed by a Board of Directors (the "Board"). The Board shall have and may exercise, any and all powers provided in the Articles of Incorporation or the Act which are necessary or convenient to carry out the purposes of the Corporation. General powers and duties include, but are not limited to, the following:

- the formulation of financial policies and an annual budget, including a fee structure and salaries;
- the review of annual audits and tax filings;
- the formulation of personnel policies and practices;
- the formulation of an admission policy; and
- the alternation or amendment of these By-Laws.

- B. The Board alone has clear and sole authority for the selection, hiring, evaluation, retention, and dismissal of the Center's Executive Director, and the Executive Director is responsible only to the Board. The Board retains ultimate oversight of the Center; however, the Board delegates the daily operations of the Center to the Executive Director.

Section 2. Composition of the Board of Directors.

- A. The number of Directors elected to the Board shall be no less than 11 and no more than 15 members. A majority of the Directors shall be parents whose children are enrolled in the Center, and the number of non-parent Directors shall be one less than the number of parent Directors. In cases where the party expressing an interest in serving on the Board is a relative of an enrolled child, the Board will make a determination as to whether that person shall run for election as a parent or as a non-parent. Should the parent or non-parent status of a Board member change during their term, the Board member will serve through the first Board meeting of the new calendar year. No other outside organization, affiliation, or corporate members shall have formal representation on the Board.
- B. The Executive Director of the Center shall serve as an ex-officio and non-voting member of the Board. In addition, at the discretion of the Board, the immediately preceding Chair may serve as an ex-officio and non-voting member of the Board.
- C. Before announcing elections, the Board shall decide the size of the Board for the upcoming year, based on expected workload and other factors. Based on this determination and the number of Directors whose terms expire during the year, the Board shall announce to Corporate members the number of parent and non-parent Director vacancies for the upcoming year.
- D. Elections shall be held at the annual meeting of the members. Nominations for Directors may be made by a Nominating Committee or any member up to the time determined by the Board. Directors shall be elected by members of the Corporation present and voting at the annual meeting, or who have submitted a ballot in advance. Each member may cast one ballot, voting for at most one candidate for each vacancy. Vacancies shall be filled by the candidates who receive the most votes. In the event of a tied vote that results in the election of more Directors than vacancies, the fact of the tie shall be announced to the members. Members who have not yet cast a ballot shall be given an additional two days to cast their ballots. If, after ballots cast during these two days are counted, there is still a tied vote that results in the election of more Directors than vacancies, then the tie shall be broken by a vote of all Directors who are not candidates on the ballot. *[This paragraph was approved by the Board on 12/20/2017.]*
- E. Directors shall be elected for a term of two (2) years; provided, however, that of those Directors elected at the first election to replace the first Board, one-half or a majority shall be elected for a term of two (2) years and the remainder for a term of one (1) year. Subsequent vacancies shall be filled for a term of two (2) years.

- F. All Directors shall serve until their term ends at the first meeting in the next calendar year. The term of a Director shall also expire by his or her death, resignation or removal from that office. Director positions shall be filled based on a nominee's status at the time of the election. The official record of elections and subsequent changes in status shall be kept by the Secretary.
- G. Any vacancy on the Board caused by the resignation of a Director, by a change in status, by the expiration of a Director's term by death or removal, or by an increase in the number of Directors comprising the Board, shall be filled by the affirmative vote of a majority of the remaining Directors in office even though less than a quorum. A non-parent vacancy shall be filled by a non-parent and a parent vacancy shall be filled by a parent.
- H. A Director may resign at any time by giving notice thereof in writing to the Board.
- I. A Director may be removed with or without cause by a three-quarters vote of the other Directors then in office.
- J. Advisor(s) may be identified and contacted by the Board to advise the Board as necessary on educational, budget, audit, legal, and other issues.

Section 3. Meetings of the Board of Directors.

- A. Regular meetings of the Board of Directors shall be called by the Chair and held once each month. Special meetings shall be called at the discretion of the Chair or at the request of one-third of the Directors in office. A Director who does not attend at least one-half (1/2) of all Board meetings scheduled in a sixth-month period may be removed from the Board, pending a Board review and at the discretion of the Board.
- B. A representative of the U.S. Government Accountability Office, chosen by GAO management; the Center's Executive Director; and a representative from any Federal tenant organization shall be allowed to be present at all Board meetings in a nonvoting capacity. Executive session meetings, consisting only of voting members of the Board, may be called at the discretion of the Chair or at the request of one-third of the Directors in office. No actions requiring a majority vote of the Board pursuant to paragraph F of this section may be decided during executive session meetings.
- C. All meetings of the Board shall be held between the hours of seven o'clock a.m. and ten o'clock p.m. The time and place of all meetings of the Board shall be designated by the entity or entities calling the meeting. The meetings shall be held within the District of Columbia metropolitan area. The meetings shall be held at or within a reasonable distance of the Center.
- D. Notice of a meeting of the Board shall specify the date, time, and place of the meeting. To the extent possible, the Board will receive advance notice of the Board meeting agenda, including items that will require Board action, as well as supplemental material needed to inform the Board's decision making process.

- E. At least ten days' written, computer or voice mail notice of a regular meeting of the Board shall be given to each Director and to each person specified in article IV, section 3.B. of these By-Laws. A special meeting of the Board may be held upon written, computer or voice mail notice of five (5) days. Notice shall be deemed provided when properly sent in good faith.
- F. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board by written statement filed with the Board or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.
- G. A majority of the number of Directors serving on the Board shall constitute a quorum for the transaction of business at any meeting of the Board, except that if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time within five (5) working days, without further notice.
- H. Except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, all matters before the Board shall be decided by a majority vote of the Directors present and voting at a meeting at which a quorum exists or by telephone or other means of telecommunications for routine, noncontroversial matters. A matter is not to be considered "routine, noncontroversial" if any Board member requests that the matter be addressed at a Board meeting.
- I. Any action required or permitted to be taken at any meeting may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board at a meeting and may be described as such in any document executed by the Corporation.
- J. If a Director participates in a meeting of the Board, or a committee of the Board, by means of conference telephone or by any means of communication by which all persons participating in such meeting are able to hear one another, such participation shall constitute presence in person and be considered as a meeting of the Board, provided, the number of such Directors so participating otherwise meets the requirements of the Act, the Articles of Incorporation, and these By-Laws.

Article V Officers

Section 1. Positions.

The Officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as may from time to time be deemed advisable by the Board. Officers shall be chosen by and from the Board by a majority vote of the Directors then in office.

Section 2. Election.

The Board shall elect by majority vote the Officers for the Corporation at the first regular Board meeting of each year.

Section 3. Terms.

No two offices may be held by the same person unless the Articles of Incorporation or these By-Laws otherwise provide. The term of office shall be one (1) year and Officers may not serve more than two (2) consecutive terms in the same office. Any Officer may be removed at any time by a majority vote of the Directors in office. Any vacancy occurring in an office of the Corporation shall be filled by the Board.

Section 4. Contracts and Agreements.

The Chair and the Treasurer are jointly authorized to enter into and execute on behalf of the Corporation contracts, leases, debt obligations, and all other forms of agreements or instruments, whether under seal or otherwise permitted by law, the Articles of Incorporation and these By-Laws; except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation in these By-Laws, or where the Board of Directors has authorized some other Officer or Officers to sign and execute such documents. All checks, drafts, or other orders for the payment of money as may be authorized by the Board shall be signed by both the Executive Director and the Operations Manager of the Center, or if they are not available, any two of the following persons: the Chair, Vice-Chair, Treasurer, Secretary, Executive Director, and Operations Manager of the Center. Any check or draft in excess of \$10,000 must be signed by any two of the following persons: the Chair, Vice-Chair, Treasurer, and Secretary, or if they are not available, a combination of one officer—the Chair, Vice-Chair, Treasurer, Secretary—and either the Executive Director or Operations Manager of the Center.

Section 5. Duties and Powers.

The duties and powers of the Officers of the Corporation shall be determined from time to time by the Board as provided in these By-Laws, or as provided pursuant to these By-Laws or (except to the extent they are inconsistent with these By-Laws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The Chair.

The Chair shall, subject to the control of the Board, perform all duties customary to that office and shall supervise all of the affairs of the Corporation in accordance with any policies and directives approved by the Board. The Chair shall have the power to change the registered agent and registered office of the Corporation. The Chair shall be the principal liaison with the management representatives from the U.S. Government Accountability Office and any Federal tenant organization, and shall serve as an ex officio member of all standing committees of the Corporation.

The Chair shall preside at all meetings of the Board at which she or he is present, and shall perform such other duties as may be required of her or him by the Board.

Section 7. The Vice-Chair.

The Vice-Chair shall serve in the place of the Chair when the Chair is absent or unable to fulfill her/his duties and shall preside at all meetings of the Board at which the Chair is not present. The Vice-Chair shall perform such other functions as the Board shall from time to time determine.

Section 8. The Secretary.

The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board, and such other actions of the Corporation as the Board shall direct. He or she shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and in general, perform all duties customary to the office of Secretary. Because of their recordkeeping responsibilities, the Secretary shall also serve on the Governance Committee.

Section 9. The Treasurer.

The Treasurer shall:

- A. Perform or oversee all duties customary to that office, in coordination with Center Management and staff; formulate the Center's annual budget; have the custody of and be responsible for all corporate funds and securities; keep, or cause to be kept, full and accurate accounts of receipts and disbursements in the books of the Corporation; deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such depositories as shall be selected by the Board; and recommend to the Board, and work with, the firm hired to conduct the Center's annual financial audit and prepare the Center's tax filings.
- B. Disburse the funds of the Corporation, in accordance with article V, section 4, as may be authorized by the Board, taking proper vouchers for such disbursements, and render an account of all her or his transactions as Treasurer and of the financial condition of the Corporation to the Chair and the Board at its regular meetings or when the Board so requires;
- C. Serve on the Budget and Audit Committee; and
- D. Obtain the necessary bonding as determined by the Board.

Article VI
Committees

Section 1. Executive Committee

- A. The Executive Committee of the Board shall consist of the officers of the Corporation and shall meet at the request of any member of the Executive Committee.
- B. The Executive Committee is authorized in certain situations to act for the Board when Board action is necessary before the next regular Board meeting but there is not time, as provided in article IV, section 3, paragraph D, to schedule a special meeting. The Executive Committee is not authorized to make decisions that have a major impact on the Center or the Board, such as mergers, dissolution of the Corporation, electing or removing Board Members, hiring or firing the Center's Executive Director, amending the by-laws, approving or changing the budget, or eliminating or adding major programs. The Executive Committee shall report to the Board on any action taken by the Executive Committee as soon as possible after such action is taken.
- B. The Executive Committee shall make an annual report to the membership at the annual meeting containing appropriate information about the Corporation, including details about the number of children enrolled at and financial position of the Center, as well as any recommendations for next year.

Section 2. Budget and Audit Committee

- A. The Budget and Audit Committee of the Board shall consist of the Treasurer and other voting Members of the Board.
- B. The Budget and Audit Committee shall assist the Treasurer in carrying out her or his duties, as described in Section 9 of Article V of these by-laws.

Section 3. Governance Committee

- A. The Governance Committee of the Board shall consist of voting Members of the Board and the Secretary.
- B. The Governance Committee shall have responsibility to focus on, and make recommendations to improve, the functions of the Board, including but not limited to the following:
 - providing orientation and mentoring for new Board members;
 - assessing Board Member participation, commitment, and contribution to governance duties;
 - developing and leading periodic Board self-assessments; and
 - evaluating and recommending necessary changes to the Board structure, processes, and guiding documents (such as the by-laws, Board handbook, and policies).

Section 4. Other Committees

The Board has the authority to form other standing committees or ad hoc committees, as it sees fit.

Article VII
Executive Director of the Center

Section 1. General Powers and Duties.

Subject to the direction and control of the Board, the Executive Director shall:

- supervise the business and financial affairs of the Center;
- develop policies and procedures for effectively carrying out the Center's mission and goals;
- recruit, hire, train, develop, and supervise Center staff;
- evaluate and discharge Center personnel and notify the Board of major personnel actions in advance of such actions, to the extent possible;
- determine, manage and oversee the Center's education program and curriculum to ensure effective implementation and appropriate developmental opportunities for each age group;
- attend in-service training programs and complete continuing education requirements as specified;
- ensure compliance with all applicable federal and District of Columbia laws;
- assist in the preparation of annual budgets in conjunction with the Budget and Audit Committee of the Corporation;
- maintain the physical properties of the Center;
- maintain the necessary and appropriate records, including personnel records, and make periodic reports to the Board regarding the activities of the Executive Director, Center staff, and the condition of the Center;
- serve as a community liaison between the Center's staff, Board of Directors, parent community and with other public and private groups or organizations as appropriate.;
- determine and manage the programs of the Center;
- manage the process for obtaining and maintaining relevant accreditations as directed by the Board;
- attend regularly scheduled meetings of the Board and other meetings as determined by the Board; and
- in general, perform such duties as may from time to time be assigned by the Board.

Article VIII
Indemnification

Section 1. For What and Extent.

The Corporation shall indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, against expenses (including attorneys' fees), judgments and fines actually and necessarily incurred by him or her in connection with or arising out of any threatened, pending, or completed claim, action, suit, proceeding, issue, or matter of whatever nature, whether civil, criminal, or administrative, in which he or she may be involved as

a party or otherwise by reason of her or his being or having been such Director or Officer, except that any matters involving settlements or gross negligence and misconduct shall be governed by sections 2 and 3 of article VIII, respectively.

Section 2. Settlements.

The indemnification provided by this By-Law includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the litigation costs.

Section 3. Gross Negligence or Misconduct.

No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter only if the Board determines that a Director or Officer has acted with gross negligence or misconduct in the performance of her or his duty to the Corporation. A finding of gross negligence or misconduct by an external entity (e.g. courts) shall not negate the indemnification of a Director or Officer.

Section 4. Not Exclusive.

The indemnification provided by this By-Law shall not be deemed exclusive of any other rights which such Director, Officer, former Director, or former Officer may have under any agreement, vote of the Board, or otherwise.

Article IX
Severability

Section 1. Severable.

Every provision of these By-Laws is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of these By-Laws.

Article X
Miscellaneous Provisions

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September each year.

Section 2 Access to By-Laws

The By-Laws should be made readily available to all members of the corporation on an ongoing basis.

Article XI
Amendments

Section 1. Amendment of By-Laws.

These By-Laws may be altered, amended, or repealed, or new By-Laws may be adopted, at any meeting of the Board, by a vote of a 2/3 of the Directors in office, if at least ten days' written, computer or voice mail notice is given of the intention to take such action at such meeting. Any changes made to the existing By-Laws should be communicated to all members of the Corporation.

Section 2. Amendment of Articles of Incorporation.

The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board, by a vote of the majority of the Directors in office, if at least ten days' written, computer or voice mail notice is given of the intention to take such action at such meeting.