

AS AMENDED ON JULY 2003

BYLAWS OF
THE DOMINICAN AMERICAN NATIONAL ROUNDTABLE

ARTICLE I

Members

Section 1.1 Classes of Members. The Corporation shall have three classes of members: individual, student, and organizations. Any natural person may apply for membership in the Corporation as an individual member. Any person enrolled at any school, college or university as a full time student may apply for membership in the Corporation as a student member. Any community or civic organization serving the Dominican-American community in the United States and Puerto Rico may apply for membership in the Corporation as an organizational member.

Section 1.2 Election of Members. The members of the Corporation shall be elected from time to time by the Board of Directors.

Section 1.3 Term of Membership. The term of membership shall be one year, subject to renewal through the payment of dues and ratification by the Board of Directors.

Section 1.4 Voting Rights.

1.4.1 Each individual or student member in good standing and above the age of eighteen shall be entitled to one vote on each matter submitted to a vote of the members. Each organizational member in good standing shall be entitled to five (5) votes on each matter submitted to a vote of the members. A member in good standing is a member who, as of the Fixing Date set pursuant to Section 2.8 of these Bylaws, (a) is current on his, her or its dues and (b) has participated in at least one activity sponsored by the Corporation in the immediately preceding twelve months.

1.4.2 Each member entitled to vote pursuant to subsection 1.4.1 above shall have the right to vote: (a) to elect the members of the Board of Directors from the slate of candidates proposed by the Nominations Committee as provided in Article VI below; (b) to approve the Corporation's issue agenda proposed by the Board of Directors for the twelve months following the membership meeting at which the issue agenda is submitted for a vote; and (c) on any other matter submitted to a vote of the membership.

Section 1.5 Removal and Resignation. The Board of Directors may, by resolution passed by two thirds of the directors then in office, remove any member

at any time, with or without cause. Any member may resign by written notice to the Secretary, to be effective at the time specified in such writing.

Section 1.6 Transfer of Membership. Membership in the Corporation is not transferable or assignable, and, except as otherwise provided in these bylaws, rights of membership may be exercised solely by the person elected to membership.

Section 1.7 Membership Dues. Each member of the Corporation shall pay annual dues. The annual dues for each class of members shall be:

Individual \$50; Student \$25; Organizational: \$250

The Board of Directors may change the above dues structure through a majority vote of all the directors then in office, provided that said change shall not become effective until the Corporation's following fiscal year.

ARTICLE II

Meetings of Members

Section 2.1 Place of Meetings. All meetings of members for the election of directors or for any other purpose whatsoever shall be held at such place within the United States as may be decided upon from time to time by the Board of Directors and indicated in the notice of meeting.

Section 2.2 Annual Meetings. An annual meeting of members shall be held for the election of directors at such date, time and place as may be designated by resolution of the Board of Directors from time to time. Such other business may be transacted thereat as may be specified in the notice of the meeting or as may properly be brought before the meeting.

Section 2.3 Special Meetings. Special meetings of members for any purpose or purposes may be called at any time by a majority of the directors constituting a quorum, or by members having at least one-twentieth of the votes entitled to be cast at such meeting, but such special meetings may not be called by any other person or persons.

Section 2.4 Notice of Meetings; Waiver of Notice. A written or printed notice of every annual or special meeting of the members stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes therefor, shall be given to each member entitled to vote thereat and to each member entitled to notice as provided by law. Unless otherwise provided by law, such notice shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in

the United States mail, postage prepaid, directed to the member at the member's address as it appears on the records of the Corporation. Any member may waive in writing before or after any meeting of the members any notice required to be given by law or these bylaws and, by attending or voting at any meeting without protesting the lack of proper notice, a member shall be deemed to have waived notice thereof.

Section 2.5 Voting and Proxies. Each member is entitled to vote at a meeting of members as provided in Article I, Section 4 above. Each member entitled to vote at a meeting of the members may authorize another person or persons to act for such member by proxy by a notarized written instrument naming such person, but no such proxy shall be voted or acted upon after 11 months from the date of its execution, unless the proxy provides for a longer period. In addition, the Board of Directors may, in its discretion, permit members entitled to vote at a meeting of members to vote on one or more stated proposals or for the election of directors by mail in accordance with such directions as may be issued from time to time by the Board of Directors. Such a mail vote may be in addition to voting in person or by proxy at a meeting of members entitled to vote or in lieu of such a meeting. In any election as to which the Board of Directors permits voting by mail, mail votes received prior to the date of the meeting of members or such other date as may be set by the directors shall be combined with the votes of other members of the Corporation present in person or by proxy at any meeting held in conjunction with such vote. A member with voting rights may revoke any proxy and any mail vote by (a) attending the meeting and voting in person, (b) an instrument in writing (or other means permitted by District of Columbia law) revoking the proxy or mail vote or (c) another proxy or mail vote bearing a later date. Unless otherwise provided in these bylaws, voting at meetings of members need not be by written ballot unless the members having a majority of the votes entitled to be cast in the election of directors, present at such meeting in person, by proxy or by mail vote, shall so determine. Unless otherwise provided by law, the Articles of Incorporation or these bylaws, at all meetings of members at which a quorum is present, and in all mail votes in which a quorum participates, a plurality of the votes entitled to be cast in the election of directors shall be sufficient to elect directors; all other elections and questions shall be decided by the vote of the members having the majority of votes entitled to be cast thereon present at the meeting in person, by proxy or by mail vote, provided that (except as otherwise required by law or by the Articles of Incorporation) the Board of Directors may, by two-thirds vote of the directors then in office, require a larger vote upon any election or question.

Section 2.6 Adjournments. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 2.7 Quorum. At each meeting (and in each mail vote) of members, except where otherwise provided by law, the Articles of Incorporation or these bylaws, members entitled to cast one third of the votes entitled to be cast at the meeting, present in person, by proxy or by mail vote, shall constitute a quorum. In the absence of a quorum, the members with voting rights so present may, by majority vote, adjourn the meeting from time to time in the manner provided in Section 2.6 above until a quorum shall be present.

Section 2.8 Fixing Date for Determination of Members of Record. In order that the Corporation may determine the members of the Corporation, entitled to notice of or to vote at any meeting of members or any adjournment thereof, to vote in any mail vote, to express consent to corporate action in writing without a meeting, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 50 days nor less than ten days before the date of such meeting or mail vote, nor more than 50 days prior to any other action. If no record date is fixed, the date on which notice of the meeting, consent or mail vote is mailed, or the date on which the resolution of the Board of Directors relating to such other action is adopted, as the case may be, shall be the record date for such determination of members. Except as otherwise required by the District of Columbia Nonprofit Corporation Act, a determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for an adjourned meeting.

Section 2.9 Action by Consent of Members. Any action required or permitted to be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice and without a vote, if one or more written consents, setting forth the action so taken, shall be signed by all of the members entitled to vote on the action and delivered to the Secretary of the Corporation for filing with the minutes of proceedings of the members.

ARTICLE III

Board of Directors

Section 3.1 Number. The number of directors shall be 28. The number of directors may be increased or decreased from time to time by amendment of these bylaws. The members of the Board of Directors shall be elected from a list of candidates nominated in the manner herein prescribed and shall take office at the close of the annual meeting at which they were elected.

Section 3.2 Tenure, Vacancies and Removal

3.2.1 Tenure

3.2.1.1 Election Classes and Term of Office. For election purposes, Directors shall be divided into three classes, as nearly as equal in number as possible. Each class of directors shall be elected for staggered three-year terms, subject, however, to the provisions of subsections 3.2.1.2 and 3.2.1.3 below, and to prior resignation, death or removal as provided by law or these bylaws. Any director may resign at any time, upon written notice to that effect delivered to the Secretary, to be effective upon its acceptance or at the time specified in such writing.

3.2.1.2 Term Limit. No director shall be eligible to serve on the Board of Directors for more than nine consecutive years.

3.2.1.3 Initial Board. The initial Board of Directors shall serve until its successors are elected and qualified. The initial Board shall determine by lot which directors' terms, if any, shall expire immediately prior to the Corporation's first annual meeting, and which directors' terms shall expire immediately prior to the second and third annual meetings.

3.2.2 Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a two-third vote of the remaining members of the Board of Directors, even if such two-thirds is less than a quorum. Each director so elected shall hold office until the expiration of the term of office of the director whom such director has replaced. A vacancy occurring in the Board of Directors by reason of an increase in the number of directors may be filled by election at an annual or special meeting of members entitled to vote called for that purpose.

3.2.3 Removal. The Board of Directors may remove any director for cause by a two-third vote of the directors then in office; **except that the failure to attend or participate by telephone in two consecutive meetings of the Board shall constitute automatic cause for removal, subject to ratification by the Board. Any Board members who misses over 50% of the meetings of the Board within a 12 month period shall be automatically removed from serving on the Board.**

Section 3.3 Annual Meeting. After each annual meeting of the members or special meeting held in lieu thereof, the newly elected Board of Directors, if a quorum is present, shall hold an annual meeting at the same place for the purpose of electing officers and transacting any other business. If, for any reason, the annual meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

Section 3.4 Regular Meetings. Regular meetings of the Board of Directors for the transaction of any business may be held without notice of the time, place or

purposes thereof and shall be held at such times and places as may be determined in advance by the Board of Directors.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon call by the President or by a majority of the directors constituting a quorum. Reasonable written (including by facsimile transmission or electronic mail) notice thereof shall be given by the person or persons calling the meeting, no later than 72 hours before the special meeting.

Section 3.6 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated in these bylaws or by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 3.7 Quorum. Except as otherwise required by law, these bylaws or the articles of incorporation, at all meetings of the Board of Directors, fifty-one percent of the active* number of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 3.8 Proxies. Directors shall not vote by proxy.

Section 3.9 Compensation. The directors of the Corporation shall receive no compensation, provided, however, that in the appropriate circumstances, as determined by a two-third vote of the directors then in office, the Corporation may reimburse the reasonable travel expenses incurred by a director to travel to and from any meeting of the directors, the annual membership meeting, or any meeting of a committee of the Board of Directors.

Section 3.10 Action of Board of Directors and Committees Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, 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 all members of the Board or the committee, as the case may be, consent thereto in writing (via mail, facsimile or electronic mail) and the writing or writings are filed with the minutes of proceedings of the Board or the committee.

*An active board member, is one in good standing, who is not on an authorized leave of absence by the President.

ARTICLE IV

Committees

Section 4.1 Executive Committee.

4.1.1. Designation. The Board of Directors may, by resolution passed by a majority of the directors in office, designate an Executive Committee, such committee to consist of five or more of the directors of the Corporation. The Board of Directors may, at any time, remove any member of the committee with or without cause and may designate one or more directors as alternate members of the committee, who may replace any absent or disqualified member at any meeting of the committee. In the event the Board of Directors has not designated a chair, the committee shall appoint one of its own number as chair, who shall preside at all meetings, and may also appoint a secretary (who need not be a member of the committee) who shall keep its records and who shall hold office at the pleasure of the committee.

4.1.2 Powers and Authority. Except as set forth in this Section 4.1.2, any such Executive Committee, to the extent provided by resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon the Board or any director by law. No such committee shall have such power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the members a dissolution of the Corporation or a revocation of a dissolution, or amending these bylaws.

Section 4.2 Additional Committees. The Board of Directors shall appoint a Nominations Committee and an Elections Committee as provided in Article VI hereof. The Board of Directors may, by resolution passed by a majority of all the directors then in office, designate one or more committees in addition to the Executive Committee, the Nominations Committee, and the Elections Committee each such committee to consist of two or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall have and may exercise such powers and authority of the Board of Directors as provided in the resolution of the Board of Directors creating the committee; provided that the powers and authority of any such committee shall not exceed those that may be exercised by an Executive Committee.

Section 4.3 Regular Meetings. Regular meetings of all committees may be held without notice of the time, place or purposes thereof and shall be held at such times and places (or by telephone) as each committee may from time to time determine in advance.

Section 4.4 Special Meetings. Special meetings of all committees may be held upon 48-hour notice of the time, place and purposes thereof. Until otherwise ordered by the committee, special meetings shall be held at any time and place (or by telephone) at the call of the chair.

Section 4.5 Actions at Regular and Special Committee Meetings; Minutes; Actions Without a Meeting. At any regular or special meeting such committee may exercise any or all of its powers, and any business which shall come before any regular or special meeting may be transacted thereat, provided a majority of all of the members of the committee is present. The affirmative vote of a majority of the members of the committee present (in person or by telephone) at a meeting of the committee at which a quorum is present shall be necessary to take any action. Each committee shall keep regular minutes of its proceedings and distribute a copy thereof to the Secretary of the Corporation, who shall in turn distribute it to the other directors, after each committee meeting. Any authorized action by the committee may be taken without a meeting if all members of the committee consent thereto in writing (by mail, facsimile or e-mail) and the writing or writings are filed with the minutes of proceedings of the committee.

ARTICLE V

Officers

Section 5.1 Officers Designated. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting or any special meeting. They shall include a President, who shall also serve as Chair of the Board of Directors, three Vice Presidents (Should be chosen to represent the organization's national base), a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and such other officers as the Board may from time to time determine. The officers shall be chosen from among the directors. Any two offices, other than the offices of President and Secretary, may be held by the same person, but in any case where the action of more than one officer is required, no one person shall act in more than one capacity.

Section 5.2 Tenure of Office. The officers of the Corporation shall hold office for two years and until their respective successors are chosen at the designated annual meeting of the Board of Directors and qualified, except in case of their prior resignation, death or removal. No officer shall be elected to more than two consecutive terms in the same position. The Board of Directors may remove any officer at any time with or without cause by a two-third vote of a majority of the

directors in office at the time. A vacancy, however created, in any office may be filled by election by the directors.

Section 5.3 Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors; provided, however, that: (a) the President or his or her designee shall serve as the Corporation's exclusive public spokesperson; (b) the President and Vice Presidents shall prepare an annual activities report for delivery to the membership at the Corporation's annual meeting, subject to the prior review and approval by the Board of Directors; (c) the Treasurer shall prepare and submit to the Board of Directors in advance of or at all regular meetings quarterly reports detailing the financial position of the Corporation (including all revenues and expenses received or incurred that quarter); and (d) the Treasurer shall prepare and submit for approval by the Board an annual financial report which shall be presented to the membership at the annual meeting of the Corporation

Section 5.4 Executive Director. The Board of Directors may select an Executive Director of the Corporation. The Executive Director shall not be a voting member of the Board of Directors or the Executive Committee. The Executive Director shall, subject to the supervision of the Board of Directors, implement the policies and programs of the Corporation in accordance with policies adopted from time to time by the Board of Directors, the Articles of Incorporation and these bylaws. The Executive Director may sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the Corporation except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to another officer or agent. In general, the Executive Director shall perform all duties incident to the office of the Executive Director and such other duties as the Board of Directors may from time to time prescribe. The Executive Director shall attend each meeting of the members of the Corporation and the Board of Directors, unless the Executive Director is instructed not to attend by the Board of Directors

Section 5.5 Compensation. The Officers of the Corporation shall not receive compensation. The Board of Directors is authorized to determine, to provide the method of determining, or to empower the Executive Committee to determine, the compensation of the Executive Director, if any is elected.

Section 5.6 Bond. Any officer, if so required by the Board of Directors, shall furnish a fidelity bond in such sum and with such security as the Board of Directors may require.

ARTICLE VI

Nominations and Elections

Section 6.1 Nominations Committee

6.1.1 Designation. The Board of Directors shall, not less than ninety days (60) days prior to the annual meeting of the members, elect a Nominations Committee. The Nominations Committee shall consist of five active members of the Corporation who are not officers or members of the Board of Directors. In addition, the President and Vice Presidents of the Corporation shall be ex officio members of the Nominations Committee with full voting rights. No active member of the Corporation other than ex officio members shall be eligible to serve on such committee if he or she previously served as a member of the Nominations Committee the prior year.

6.1.2 Duties of the Nominations Committee. Each year, the Nominations Committee shall nominate at least two and no more than three active members for as many vacancies on the Board of Directors as are to be filled at the ensuing election. In selecting candidates, the Nominations Committee shall endeavor to ensure that the composition of the candidate slate proportionally and fairly reflects the geographic distribution of the Dominican-American community in the United States. The Nominations Committee may not nominate any of its members for any position on the ballot.

6.1.3 Report of the Nominations Committee. The Nominations Committee shall submit its report nominating candidates to the Secretary of the Corporation at least 30 days in advance of the scheduled date of the annual meeting at which the election will occur.

Section 6.2 Elections Committee. No later than 15 days prior to the annual meeting, the President, with the approval of the Board of Directors, shall appoint three active members of the Corporation who are not officers or members of the Board of Directors, or candidates for any position, to serve as the Elections Committee, and shall name one of the said three to act as Chairperson thereof. No person shall be eligible to serve on the Election Committee for more than two consecutive years. The Election Committee shall have charge of reviewing and counting the votes. All questions regarding the voting and the validity of the votes shall be decided by the Election Committee, subject to a written appeal to the Board of Directors, whose decision shall be final. There shall be a meeting of the Board of Directors the day of the annual meeting after the counting of the votes to consider appeals, if any, from decisions of the Election Committee. The reviewing and counting the votes shall take place as the Board of Directors may authorize or direct.

Section 6.3 Voting and Counting of the Votes. The Elections Committee shall prepare a formal ballot containing the names of all nominees for the Board of Directors and indicating the number to be voted for. The candidates shall be listed under the names of the state where each resides. At least two members of the Elections Committee and two members of the Board of Directors not running in the election shall be present during the counting of the votes, and the votes shall be

counted at a time and place determined by the Chairperson of the Elections Committee. The results of the voting shall be formally announced by the Chairperson of the Elections Committee to the membership at its annual meeting and the candidates receiving the highest number of votes shall be declared duly elected and shall assume office at the conclusion of the membership's annual meeting.

ARTICLE VII

Advisory Council

Section 7.1 Appointment. At its discretion, the Board of Directors may from time to time appoint up to fifteen individuals as advisors to the Corporation. The group of individuals so appointed shall constitute the Corporation's Advisory Council. Members of the Advisory Council shall be selected based on their prominence, leadership within the public sector, private sector or non-profit sector, commitment to the goals of the Corporation, financial and other support of the Corporation, and such other criteria as the Board of Directors may develop from time to time. The Board of Directors shall endeavor to ensure that both genders are fairly represented among the members of the Advisory Council, and that the Council's composition is geographically and occupationally diverse.

Section 7.2. Tenure and Compensation. The members of the Advisory Council shall serve two year terms, subject to resignation or to removal by a majority of all the directors in office. The members of the Advisory Council shall receive no compensation for their service.

ARTICLE VIII

Miscellaneous

Section 8.1 No Loans to Directors and Officers. The Corporation shall not make any loans to its directors and officers.

Section 8.2 Seal. In the discretion of the Board of Directors, the Corporation may have a seal which shall have inscribed thereon the name of the Corporation and the words "Corporate Seal." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 8.3 Books. The books of the Corporation may be kept (subject to any provision contained in the District of Columbia Nonprofit Corporation Act) within or without the District of Columbia at such place or places as may be designated from time to time by the Board of Directors. Pursuant to a written request, any member in good standing may review the books of the Corporation at the corporate

headquarters or at such other location as may be determined by the Board. Pursuant to a written request, any member in good standing shall receive a copy of the Corporation's quarterly or annual financial reports.

Section 8.4 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 8.5 Facsimiles. Any copy, facsimile telecommunication or other reliable reproduction of a writing, transmission or signature, including electronic mail, may be substituted or used in lieu of the original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing, transmission or signature, as the case may be.

Section 8.6 Amendment of Bylaws. These bylaws may be changed, altered, amended or repealed, and new bylaws made, by a majority of the entire Board of Directors, provided that (a) the members of the Corporation with voting rights may make additional bylaws and may change, alter, amend and repeal any bylaws, whether adopted by them or otherwise, and (b) notwithstanding any other provision of these bylaws, the affirmative vote of at least two-thirds of the entire Board or members having at least 66% of the votes entitled to be cast generally in the election of directors, voting as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal Article I, §§ 1.1, 1.4, 1.5, Article II, §§ 2.4, 2.5, 2.7, 2.8, Article III, §§ 3.2, 3.7, 3.8, 3.9, Article IV, §§ 4.1.2, Article V, §§ 5.2, 5.5, Article VI in its entirety, and Article VIII, § 8.6.

ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS OF
THE CORPORATION THIS ___ DAY OF FEBRUARY, 2000.

Chairperson, Board of Directors

Corporate Secretary