



Policies and Procedures Manual – Part 1: AHDC Establishment and Structure

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I. **Articles of Incorporation**

**ARTICLES OF INCORPORATION
OF
THE AMERICAN HERITAGE DEFENSE CORPORATION
(AHDC)**

TO:

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, NE
WASHINGTON, DC 2002

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called “the Corporation”) is The American Heritage Defense Corporation (AHDC).

SECOND: The period of its duration is perpetual unless dissolved.

THIRD: The Corporation is organized exclusively for charitable, scientific, and educational purposes, including for such purposes: (1) The making of distributions to organizations that qualify under 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code; (2) The engagement in, assistance and contribution to the support of scientific activities and projects for, and performance and engagement in research, development and advisory services to or for, the United States Government; (3) The development and implementation of academic curricula in collaboration with educational organizations and other institutions of learning.

FOURTH: (1) The Corporation shall have members who shall constitute the body corporate and shall be its government, (2) the number of classes of members shall be provided in the bylaws of the Corporation, (3) the qualifications and rights of the members of each class shall be provided in the bylaws of the Corporation.

FIFTH: The manner in which directors shall be elected or appointed shall be provided in the bylaws of the Corporation.

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SIXTH: (1) The directors shall determine the policies and exercise control, supervision and regulation of the internal affairs of the Corporation, (2) No proceeds of the Corporation will enrich any individual, except that reasonable compensation may be paid for services rendered to the Corporation, (3) The Corporation shall not engage in propaganda, or otherwise intervene in any manner, directly or indirectly, in any political campaign on behalf of any candidate for public office, (4) If the Corporation is dissolved, any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as a tax-exempt, charitable organization under the provision of 501(c)(3) of the Internal Revenue Code.

SEVENTH: (1) The address of the initial registered office of the Corporation is: 1400 Sixteenth Street, N.W. Suite 700, Washington, D.C. 20036. (2) The name of the initial registered agent at this address is Mr. Ronald C. Jessamy Sr.

EIGHTH: (1) The number of directors constituting the board of directors is provided in the bylaws of the Corporation. (2) The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected are:

- (i) Mr. Anthony W. Robinson, 8134 Scottslevel Road, Pikesville, MD 21208,
- (ii) Mr. Mick L. Blackledge, 2425 Garrity Road, Saint Leonard, MD 20685,
- (iii) Dr. James A. Fabunmi, 14410 Secretariat Drive, Mitchellville, MD 20721.

NINTH: The incorporators of the Corporation are:

- (iv) Mr. Anthony W. Robinson, 8134 Scottslevel Road, Pikesville, MD 21208,
- (v) Mr. Mick L. Blackledge, 2425 Garrity Road, Saint Leonard, MD 20685,
- (vi) Dr. James A. Fabunmi, 14410 Secretariat Drive, Mitchellville, MD 20721.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE AMERICAN HERITAGE DEFENSE CORPORATION (AHDC)

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, NE
WASHINGTON, DC 2002

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Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: The American Heritage Defense Corporation (AHDC)

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

The Third Section of the Articles of Incorporation is hereby amended to include the following language: **“Notwithstanding other language (or provisions) in the creating document, the purposes of the organization will be limited exclusively to exempt purposes within the meaning of Internal Revenue Code 501(c)(3).”**

THIRD: The amendment was adopted at a meeting of the Board of Directors held on December 16, 2003, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date: December 16, 2003

The American Heritage Defense Corporation (AHDC)

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II. Bye-Laws

Bylaws of AHDC American Heritage Defense Corporation As of January 23, 2004

Article I AHDC

Section 1.1 Name: The name of the Corporation is The American Heritage Defense Corporation (hereinafter called AHDC).

Section 1.2 Corporate Status: The AHDC was chartered in the District of Columbia as a non-profit corporation on June 25, 2002.

Section 1.3 Principal Founder: The principal founder of AHDC is Dr. James A. Fabunmi. Prior to AHDC incorporation, Dr. Fabunmi had dedicated his full time engagement to the establishment of the organization since January 1, 2002.

Section 1.4 Corporate Purposes: AHDC is organized exclusively for charitable, scientific, and educational purposes, including for such purposes: (1) The making of distributions to organizations that qualify under 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code; (2) The engagement in, assistance and contribution to the support of scientific activities and projects for, and performance and engagement in research, development and advisory services to or for, the United States Government; (3) The development and implementation of academic curricula in collaboration with educational organizations and other institutions of learning; (4) Notwithstanding other language (or provisions) in the creating document, the purposes of the organization will be limited exclusively to exempt purposes within the meaning of Internal Revenue Code 501(c)(3).

Section 1.5 Limitations on Activities: Consistent with its charitable, scientific and educational status; (a) AHDC shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) No part of AHDC net earnings shall inure to the benefit of its officers, directors or other private persons; however, it is authorized to pay reasonable compensation for services rendered and otherwise make payments and distributions in furtherance of its purposes; (c) AHDC shall only take actions permitted an organization exempt from taxation under paragraph 501(c)(3) of the Internal revenue Code and pertinent Income Tax Regulations, as they are amended.

Section 1.6 Corporate Government: The members of AHDC constitute the body corporate and are its government.

Section 1.7 Registered and Principal Offices: The address of the initial registered office of AHDC is: 1400 Sixteenth Street, N.W. Suite 700, Washington, D.C. 20036. The name of the initial registered agent at this address is Mr. Ronald C. Jessamy Sr. The mailing address of the initial principal office of AHDC shall be 14410 Secretariat Drive, Mitchellville, MD 20721. The President of AHDC shall be in charge of the principal office. The registered office need not be identical with the principal office of AHDC and may be changed at any time by the members of AHDC.

Section 1.8 Other Offices: AHDC may also have offices at such other places both within and without the District of Columbia as the members may from time to time determine or the business of AHDC may require to make desirable.

Section 1.9 Officers: The officers of AHDC shall be the Chair of AHDC, the President, the Treasurer, the Secretary of AHDC, and such other officers as may be appointed from time to time in accordance with these Bylaws. The Principal Founder of AHDC will be first the Chair and President.

Section 1.10 Committees: The AHDC shall have the following standing committees: Executive, Alliance, Investment, Development, Information, Visiting and the Auditing. The Chair of AHDC may also appoint ad hoc and special committees from time to time as required, subject to the approval of a simple majority of the members of AHDC.

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Article II ***The Alliance***

Section 2.1 Strategy: The strategy for corporate development of AHDC hinges on the formation of the American Heritage Defense Alliance (hereinafter called AHDA) with participation from governmental, industrial, academic and philanthropic organizations. These organizations will be stakeholders and assist in accomplishing the mission of AHDA.

Section 2.2 AHDA Mission: The mission of AHDA is to create, fund and operate Engineering Centers for expediting national defense and homeland security and to accelerate the production of higher quality American engineers in sufficient quantities for the defense and advancement of the United States of America.

Article III ***Members of AHDC***

Section 3.1 Classes of Members: AHDC shall have the following classes of members:

Section 3.1.1 Alliance Members: One representative from each of the organizations participating in AHDA provided such organization is in good standing as determined by the Alliance Committee of AHDC.

Section 3.1.2 Ex-Officio Members: The Chair of AHDC; the President; the Treasurer; the Secretary and other officers of AHDC that are from time to time recommended for membership by the Executive Committee, provided such other officers shall be approved for ex-officio membership by the simple majority of the members of AHDC.

Section 3.1.3 Professional Members: No more than three members in office at any one time, who are experts in matters of National Defense and Homeland Security of the United States of America and workings of Federally Funded Research and Development Centers. Nominations for membership in this class shall be from the Alliance Committee and subject to approval by a simple majority of the members of AHDC.

Section 3.1.4 Life Members: The Principal Founder of AHDC and others elected by the members of AHDC pursuant to Article IV, provided that the number of such life members shall never be greater than twenty-five at any one time.

Section 3.2 Duration of Membership: All members (other than life members), shall be elected for five years with the following exception: those members chosen to fill vacancies (including a member elected in place of a nominee who shall have failed of election) shall hold their membership until the expiration of the term of the original member or originally proposed member whose vacancy they fill.

Section 3.3 Conflict of Interest: No one under engagement to provide personal services to AHDC with or without compensation (except an officer of AHDC or a former President) shall be elected a member of AHDC. If such engagement to provide services or enrollment occurs after election, membership in AHDC shall immediately end

Section 3.4 Removal: Any member of AHDC may be removed, with or without cause, by the votes of a majority of the members present at a meeting of members of AHDC called for the purpose, at which a quorum is present, provided such majority includes not less than two thirds of members of AHDC.

Section 3.5 Leave of Absence: Any member of AHDC at any time or times may be granted a leave of absence by the Executive Committee, upon such terms as the Executive Committee may determine, during all or any part of any period while engaged in any work for the Government of the United States of America or for any corporation controlled by it. In such an instance, the member's elected term will not be considered vacant and the member may return to serve any unexpired portion of the elected term when the leave of absence ends. Members on a leave of absence shall receive all notices, minutes, and reports of meetings of the members of AHDC, but shall be excused from attending and shall be without vote at such meetings.

Section 3.6 Resignation: A member may resign at any time by delivering notice to AHDC. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

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Article IV

Nomination and Election of Life Members and Other Members

Section 4.1 Nomination: Nominations of life members and other, including nominations to fill vacancies, shall proceed from the Alliance Committee. Such members may be elected at any meeting of the members of AHDC, provided other applicable provisions of these Bylaws are complied with. Any member shall be eligible for election as a life member at any time, subject to the limitations in Article III. It shall be the duty of the Alliance Committee to send the names of the persons proposed for membership in AHDC, to each existing member of AHDC at least ten days before the meeting at which the election is to be held, and no election of a member shall be held unless notice to that effect shall have been inserted in the notice of the meeting. The members of AHDC shall give careful consideration to the nominations and terms of membership recommended by the Alliance Committee, but the members of AHDC may elect any person as a life member, provided there is no conflict with any of the provisions of Article III. Elections for membership shall be by ballot and no person shall be deemed to be elected who does not receive the votes of two-thirds of the members of AHDC present at the time of the election or against whom seven negative ballots were then thrown.

Article V

Principal Founder of AHDC

Section 5.1 Life Membership: The Principal Founder of AHDC will remain in place for the life of AHDC or any new Corporation or rewritten bylaws, which replaces or fulfills the function on AHDC.

Section 5.2 Non-Amendment: For the duration of the life of AHDC or any successor organization, the provisions of this Article shall not be subject to any amendment.

Article VI

Emeritus Life Members of AHDC

Section 6.1 Eligibility: After age 65 and prior to age 75, any life member may request transfer to the status of emeritus life member, subject to the approval of the Executive Committee. At age 75 a life member shall transfer to the status of emeritus life member.

Section 6.2 Non-Voting: Emeritus life members shall be welcome at all meetings of the members of AHDC; shall receive all notices, minutes, and reports of such meetings; and shall be free to participate in all transactions thereof but shall be without vote at meetings of the members of AHDC.

Article VII

Meetings of AHDC

Section 7.1 Annual Meeting: The annual meeting of the members of AHDC shall be held on the first Friday of November. The Chair of AHDC may advance or postpone the date of any stated meeting of AHDC to a date not more than two weeks before or after the stated date. The Chair of AHDC, at any time, may call special meetings of AHDC. A special meeting shall be called by the Secretary of AHDC upon the written request of three members of AHDC.

Section 7.2 Adjournments: Anything to be done at any meeting may be done at any adjournment thereof.

Section 7.3 Notices: Written notices of all stated meetings, including those whose date is altered by the Chair of AHDC as above provided, shall be sent to each member's usual address at least ten days prior to the stated date or the altered date of the meeting, whichever is earlier. Written notices of special meetings shall be sent at least three days prior to such meetings. The failure of any emeritus life member or member on leave of absence to receive notice of any meeting, or any irregularity in such notice, shall not affect the validity of the meeting.

Section 7.4 Quorum: Two-thirds of the current number of members of AHDC shall constitute a quorum for the transaction of business except when otherwise ordered by these Bylaws.

Section 7.5 Reports: At stated meetings of the members of AHDC, members shall receive the reports of the Chair of AHDC, the President, the Treasurer, the Secretary of AHDC, and all standing Committees. They shall also receive the reports of ad hoc and special committees as they become available. The

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members of AHDC shall take such action on the reports as they deem fit. They shall also transact such other business as may be specified in these Bylaws, and take any other action consistent with these Bylaws which they deem in the interest of AHDC.

Article VIII ***Officers of AHDC***

Section 8.1 Officers: The officers of AHDC shall be those specified in Section 1.9 and such others as may be appointed in accordance with these Bylaws.

Section 8.2 Election: The members of AHDC, by majority vote of the total number of voting members, other than *ex officio* members, shall elect each of the officers specifically named in Section 1.9 in whose office there is at the time a vacancy, subject to Section 9.1.

Section 8.3 Recommendations: The Executive Committee shall recommend the candidates to fill any vacancy that may occur in any of the offices. The recommendation for these offices shall be transmitted to each member of AHDC not later than the notice of the meeting at which election occurs.

Section 8.4 Departures: While the Executive Committee recommendations should have great force, the members of AHDC are free to depart from them.

Section 8.5 Service: Officers elected by the members of AHDC shall serve at the pleasure of the members, and officers appointed by the Executive Committee shall serve at the pleasure of the committee.

Section 8.6 Removal: Any officer elected by the members of AHDC may be removed at any time, with or without cause, at any duly held meeting of the members of AHDC by vote of a majority of the total number of voting members other than *ex officio* members.

Section 8.7 Resignation: An officer may resign at any time by delivering notice to AHDC. A resignation is effective when the notice is delivered.

Article IX ***Chair of AHDC***

Section 9.1 Eligibility: The Chair of AHDC, at the time of election, shall be either; the Principal Founder or his heir, a former Chief Executive Officer, the retiring Chief Executive Officer, or a member (not emeritus) of AHDC. The specified duties of the Chair of AHDC shall be:

Section 9.1.1: To preside at all meetings of the members of AHDC and to be an *ex officio* member of AHDC.

Section 9.1.2: To propose to the members of AHDC the members of the Alliance Committee, and to be the chair and an *ex officio* member of the Alliance Committee.

Section 9.1.3: To be an *ex officio* member of the Executive, Investment, and Development Committees; and to chair these committees.

Section 9.1.4: To appoint such ad hoc and special committees as may be required from time to time for special studies or actions that are not specifically delegated to other committees in these Bylaws, subject to the approval of the members of AHDC.

Section 9.1.5: To assume such other duties as the Executive Committee shall determine (see Article XV, Executive Committee).

Article X ***Chief Executive Officer of AHDC***

Section 10.1 Functions: The Board shall appoint a Chief Executive Officer (CEO) of AHDC. The CEO shall serve as an *ex officio* member of AHDC; as the chair and an *ex officio* member of the Executive Committee; and as an *ex officio* member of the Alliance and Development Committees.

Section 10.2 Meetings: The CEO shall prepare the agenda for Executive Committee meetings; preside at the meetings; and present all matters on which Executive Committee action, concurrence, or advice may be necessary or appropriate.

Section 10.2 AHDA: The Chief Executive Officer shall preside over the AHDA workforce. The CEO shall recommend for Executive Committee action the organizational structure of AHDA; such appointments and salaries as the Executive Committee from time to time directs; annual budgets; scope of

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educational, engineering and research programs; special contract services for the Federal government and other organizations; new plant and facilities needs; and all other matters relating to AHDA operations on which Executive Committee action or concurrence may be necessary or appropriate.

Section 10.3 Responsibilities: In all matters not requiring action or concurrence by the Executive Committee or by the members of AHDC, the CEO shall be responsible not only for initiation but for action.

Article XI

Treasurer of AHDC

Section 11.1 Functions: The Treasurer shall be the officer of AHDC responsible for stewardship of AHDC financial resources. The Treasurer shall report on the financial condition of AHDC to the members at the annual meeting, or more often if determined by the Treasurer or requested by the Executive Committee. Acting in accordance with the policies and procedures established by the Investment Committee, and as revised from time to time, the Treasurer shall have full authority: (1) to sell and transfer, invest, and reinvest in such manner and upon such terms as shall seem best to the Treasurer, the whole or any part of the personal property of AHDC; and (2) subject to the prior authorization of the Investment Committee, to enter into arrangements on behalf of AHDC for the appointment of an Investment Manager or Investment Managers with full authority to sell and transfer, invest, and reinvest in such manner and upon such terms as to any such Investment Manager (acting in accordance with such policies and procedures) seem best, the whole or any part of the personal property of AHDC. The Custodian of Securities, transfer agents, and other third parties shall not have the duty to ascertain if the policies and procedures of the Investment Committee have been fulfilled. Regular and complete reports on the investments of AHDC shall be supplied by the Treasurer to the members of the Investment Committee as determined by the Investment Committee. The Treasurer shall have such other powers and duties the Executive Committee may confer as from time to time.

Section 11.2 Assistants: The Executive Committee may appoint one or more officers to assist the Treasurer, each of whom shall have such title and perform such duties, including any duties of the Treasurer, as the Executive Committee may designate.

Section 11.3 Bonding: The Treasurer, and any such other officers to assist the Treasurer, shall each give a bond with such sureties and in such amount as shall be determined from time to time by the Executive Committee.

Section 11.4 Signatures: All checks and proxies shall be signed by the Treasurer or such other officer as the Executive Committee may authorize, and the President of AHDC. All other documents may be signed, sealed, acknowledged, and delivered by the Treasurer or such other officer or officers as the Executive Committee may authorize, with such approval as may be required by these Bylaws.

Section 11.5 Other Actions: When the Treasurer takes action beyond the scope of the financial acts as to which the Treasurer reports to the Investment Committee (as provided in Section 11.1) the Treasurer shall discharge such duties under the administration and superintendence of the President and the Executive Committee, and shall report to the President.

Section 11.6 Other Duties: The Treasurer shall serve as an *ex officio* member of the Executive, Investment, and Development Committees and of AHDC.

Article XII

Custodians of Securities

Section 12.1 Appointments and Functions: One or more Custodians of Securities shall be appointed by the Executive Committee. Each Custodian shall have custody of all securities of AHDC turned over by AHDC to the Custodian and shall on the instructions of the Treasurer, or of any other officer designated by the Investment Committee with the concurrence of the Executive Committee, or of any duly appointed Investment Manager, purchase, sell, exchange, and transfer securities for the account of AHDC. On like instructions a Custodian may sell and transfer or subscribe upon any subscription rights attaching to any of said securities, and may deposit or exchange any of said securities under any reorganization or protective plan affecting any of them, and may assent or dissent or take any other action in connection with any such plan, and may execute all other documents appropriate in connection with any of the foregoing powers or with the collection of any income from any securities

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held by the Custodian of Securities hereunder. All transfers or other documents connected with the power conferred by this Section shall be signed in the name of AHDC by a Custodian of Securities and no person or corporation dealing with said Custodian, whether in connection with the transfer of securities or otherwise, shall have the duty to ascertain whether or not the instructions of the Treasurer, such other designated officer, or duly appointed Investment Manager, have been obtained. Nothing in this Section contained, however, shall relieve the Auditing Committee of any duty it may have to determine whether or not the provisions of this Section have been complied with.

Article XIII

Secretary of AHDC

Section 13.1 Functions: The Secretary of AHDC shall keep the records of meetings of the members of AHDC and perform the duties conferred by these Bylaws or customarily devolving upon the clerk of a corporation and have such other powers and duties as may be conferred from time to time by the Executive Committee.

Section 13.2 Other Duties: The Secretary of AHDC may from time to time be assigned administrative duties beyond the scope of the duties of a recording officer. In such case the Secretary shall discharge such administrative duties in accordance with the instructions of the Executive Committee.

Section 13.3 Assistants and Associates: From time to time, subject to the approval of the Executive Committee, the Secretary of AHDC may appoint Assistant and Associate Secretaries to assist the Secretary in the performance of the duties and responsibilities specified by the Secretary.

Article XIV

Committees of AHDC

Section 14.1 Appointments: AHDC shall establish the standing committees and committees of annual recurrence provided for in Section 1.10. The Chair of AHDC shall appoint such ad hoc and special committees as may be required from time to time, subject to the approval of the members of AHDC. Standing committees and committees of annual recurrence shall be responsible to the members of AHDC, and shall report their actions to AHDC at stated or special meetings as specified in these Bylaws. Ad hoc and special committees appointed by the Chair of AHDC shall report to the Chair of AHDC or to the members of AHDC.

Section 14.2 Terms: The terms of members of the various committees of AHDC shall end when the members become emeritus life members or depart on leave of absence. Such members may be invited to meetings of the various committees of AHDC from time to time by the chairs of the committees, but shall not be eligible to serve as members of such committees.

Article XV

Executive Committee of AHDC

Section 15.1 Members: The Executive Committee shall consist of the Chair of AHDC, President, and Treasurer (*ex officio* members), five members, and two rotating members. The President shall be the chair of the committee.

Section 15.1.1: The five members, other than *ex officio* members and rotating members of the Executive Committee, shall be nominated by the Alliance Committee from the members of AHDC for a term of five years, one at each succeeding annual meeting, as vacancies occur, or at any stated or special meeting in the call for which notice has been given that a vacancy on the Executive Committee is to be filled. The members of AHDC shall give careful consideration to the nominations proposed by the Alliance Committee but shall not be obliged to follow the nominations. If any vacancy occurs through death, resignation, or otherwise before the expiration of the five years, the member elected to fill the vacancy shall serve for the unexpired term.

Section 15.1.2: The rotating members shall be nominated by the Alliance Committee from the members of AHDC for a term of not more than two years. The members of AHDC shall give careful consideration to the nominations proposed by the Alliance Committee but shall not be obliged to follow the nominations. If any vacancy occurs through death, resignation, or otherwise before the expiration of the term, the member elected to fill the vacancy shall serve for the unexpired term. No person shall be

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elected a rotating member who shall have served as a member (whether pursuant to Section 15.1.1 or 15.1.2) within one year prior to the election, except that a member who served pursuant to Paragraph 15.1.1 may be elected to complete the unexpired term vacated by a member elected pursuant to Paragraph 15.1.2.

Section 15.2 Powers and Duties: The Executive Committee shall have the following powers and duties:

Section 15.2.1: As vacancies occur; the Executive Committee shall recommend to the members of AHDC the names of candidates for the Chair of AHDC, the President, the Treasurer, and the Secretary of AHDC. (The method of election of the officers is given in Article VIII.)

Section 15.2.2: The Executive Committee shall appoint and prescribe the powers and duties of such other officers of AHDC, as it may deem best.

Section 15.2.3: The Executive Committee shall determine the compensation of all officers of AHDC. It shall have power to remove with or without cause at any time any officer appointed by the Executive Committee.

Section 15.2.4: The Executive Committee shall have responsibility for general administration and superintendence of all matters relating to AHDC. Typical of such matters are the organizational structure of AHDA; such appointments and salaries as the Executive Committee from time to time directs; annual budgets; tuition; scope of educational, engineering and research programs; special contract services for the Federal government and other organizations; new plant and facilities needs; and the broad considerations concerned with providing new funds for Corporation purposes. The Executive Committee may authorize such officer or officers as it may designate to borrow money in the name and on behalf of AHDA in such amounts as it may from time to time determine, and to execute and deliver such instruments as may be necessary or appropriate in this connection.

Section 15.2.5: In the discharge of its administrative and superintendent responsibilities, the Executive Committee shall work intimately with the President and the Chair of AHDC. It shall receive and act upon the recommendations of the President or Chair of AHDC, which require the approval of the Executive Committee or the members of AHDC. It shall coordinate and oversee the functions of all of the other committees of AHDC except the Alliance Committee.

Section 15.2.6: The Executive Committee may authorize the Chair of AHDC, the President, the Treasurer or any other officer designated for the purpose to let any real estate belonging to AHDC on such terms and conditions and for such period as the Executive Committee or any such officer may determine. In like manner the Executive Committee may authorize the leasing by AHDC of real estate belonging to another. The Executive Committee may authorize the Chair of AHDC, the President, the Treasurer, or any other officer designated for the purpose to acquire or dispose of any parcel of real estate on such terms as the Executive Committee or any such officer may determine, provided that the Executive Committee may not authorize the disposal of any educational real estate whose value is in excess of \$1,000,000. The Executive Committee may recommend to the members of AHDC the sale or disposal of any educational real estate whose value exceeds \$1,000,000 and the members of AHDC may authorize such sale or disposal. The Executive Committee shall utilize independent appraisals along with other considerations to determine the value of any real estate involved in such sale or disposition. The Executive Committee shall determine conclusively what real estate acquired or disposed of by AHDC is educational real estate and what is not.

Section 15.3 Meetings: The Executive Committee shall hold regular meetings at such times as it shall determine and special meetings when requested by the Chair of AHDC, President, or by any two of its members, other than *ex officio* members. The Committee shall keep a record of its proceedings and may appoint a secretary for that purpose. A quorum for any meeting of the Executive Committee shall consist of six members, at least four of whom are not *ex officio* members.

Section 15.4 Delegation of Authority: The Executive Committee may at any time delegate to the President authority to appoint certain categories of staff, and to approve salaries for certain categories of staff, as it from time to time determines. The Executive Committee may for any month in which it is not scheduled to meet delegate to a subcommittee of its members, other than *ex officio* members, the authority to appoint, and to approve the corresponding salaries of, individual staff.

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Article XVI

Alliance Committee of AHDC

Section 16.1 Members: The Alliance Committee shall consist of the Chair of AHDC and President (*ex officio* members), and five members. The Chair of AHDC shall be the chair of the committee.

Section 16.2 Nominations: The Chair of AHDC shall nominate candidates for membership on the committee, chosen from members of AHDC for a term of five years, one at each succeeding annual meeting, as vacancies occur, or at any stated or special meeting, notice of which shall have stated that a vacancy on the Alliance Committee is to be filled. The members of AHDC shall give careful consideration to the nominations but shall not be obliged to follow them. If any vacancy occurs through death, resignation, or otherwise before the expiration of the five years, the member elected to fill the vacancy shall serve for the unexpired term.

Section 16.2 Quorum: A quorum for any meeting of the committee shall consist of five members, at least three of whom are not *ex officio* members.

Section 16.3 Functions: The Alliance Committee reports directly to the members of AHDC and has distinct and separate functions:

Section 16.3.1: The committee shall propose to AHDC candidates for membership, including without limitation, life membership, as vacancies occur and as it deems desirable. It shall transmit to AHDC with its recommendations the nominations for membership made pursuant to Article V.

Section 16.3.2: The committee shall propose to the members of AHDC for its action all candidates for assignment to the standing committees: Executive, Investment, Development; and to the committees of annual recurrence: Auditing and Visiting.

Section 16.3.3: The committee shall keep a record of its proceedings and may appoint a secretary for that purpose.

Article XVII

Investment Committee of AHDC

Section 17.1 Members: The Investment Committee shall consist of the Chair of AHDC and the Treasurer (*ex officio* members), five members, and two rotating members. The chair of the committee shall be that one of its members (whether an *ex officio*, regular, or rotating member) who shall be recommended for the office by the Alliance Committee and elected annually by the members of AHDC. The members of AHDC shall give careful consideration to the recommendation of the Alliance Committee but shall not be obliged to follow the recommendation. If at any time a chair of the Investment Committee ceases to be a member of AHDC, that person shall at the same time cease to be chair.

Section 17.1.1: The five members shall be nominated by the Alliance Committee from the members of AHDC for a term of five years, one at each succeeding annual meeting, as vacancies occur, or at any stated or special meeting, notice of which shall have stated that a vacancy on the Investment Committee is to be filled. The members of AHDC shall give careful consideration to the nominations proposed by the Alliance Committee but shall not be obliged to follow the nominations. If any vacancy occurs through death, resignation, or otherwise before the expiration of the five years, the member elected to fill the vacancy shall serve for the unexpired term.

Section 17.1.2: The rotating members shall be nominated by the Alliance Committee from the members of AHDC for a term of not more than two years. No person shall be elected a rotating member who shall have served as a member within one year prior to the election, except that a member who served pursuant to Section 17.1.1 may be elected to complete the unexpired term vacated by a member elected pursuant to this Section.

Section 17.2 Functions: Subject to the provisions of Section 15.2.5, the Investment Committee shall establish policies and procedures with respect to investment of all funds of AHDC. It shall have general oversight of the investments of AHDC and all special reserve funds.

Section 17.3 Reporting: The Treasurer shall report to the Investment Committee, from time to time as it may determine, all activities relating to the investments of AHDC, and to funds and to their disposition.

Section 17.4 Quorum: A quorum for any meeting of the Investment Committee shall consist of five members, including at least three who are not *ex officio* members.

Section 17.5 Records: The Committee shall keep a record of its proceedings and may appoint a secretary for that purpose.

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Article XVIII

Development Committee of AHDC

Section 18.1 Members: The Development Committee shall consist of the Chair of AHDC, the President, and the Treasurer (*ex officio* members) and such term members as may be elected pursuant to Paragraph 17.2. The Chair of AHDC shall be the chair of the committee.

Section 18.2 Term Members: Term members shall be nominated by the Alliance Committee from members of AHDC, alumni, or friends of AHDA; shall serve for three years; and may be reelected. When deemed appropriate, the Alliance Committee shall propose to AHDC candidates for honorary membership on the Development Committee. The members of AHDC shall give careful consideration to the nominations proposed by the Alliance Committee but shall not be obliged to follow the nominations.

Section 18.3 Responsibilities: Subject to the provisions of Paragraph 14.2.5, the Development Committee shall have the broad responsibility for sources of funds donated to AHDA for the purposes of AHDC. It shall establish policies and plans for the procurement of endowment and operational funds. It shall cooperate with and encourage the Alumni Association in its fund-raising.

Section 18.4 Fundraising: The Development Committee, with the concurrence of the Executive Committee, shall propose to AHDC such campaigns or drives for raising large amounts of money for AHDC as it deems appropriate.

Section 18.5 Meetings and Records: The Committee, which meets annually, shall keep a record of its proceedings and may appoint an executive officer for that purpose.

Article XIX

Information Committee of AHDC

Section 19.1: Members: The Information Committee shall consist of the Chair of AHDC, the President, and the Treasurer (*ex officio* members) and such term members as may be elected pursuant to Section 19.2. The Chair of AHDC shall be the chair of the committee.

Section 19.2: Term Members: Term members shall be nominated by the Alliance Committee from members of AHDC; shall serve for three years; and may be reelected. When deemed appropriate, the Alliance Committee shall propose to AHDC candidates for honorary membership on the Development Committee. The members of AHDC shall give careful consideration to the nominations proposed by the Alliance Committee but shall not be obliged to follow the nominations.

Section 19.3 Responsibilities: Subject to the provisions of Section 15.2.5, the Information Committee shall have the broad responsibility describing to the nation the functions of the AHDA for the purposes of AHDC. It shall establish policies and plans for the procurement of a computing environment conducive to the affairs of a widely dispersed new scientific community. It shall cooperate with and encourage the supporters of AHDA in its fund-raising.

Section 19.4 Information Network: The Information Committee, in conjunction with the Development and Alliance Committees, with the concurrence of the Executive Committee, shall propose and execute for AHDC a unifying information network for operation of AHDC, as it deems appropriate.

Section 19.5 Meetings and Records: The Committee, which meets annually, shall keep a record of its proceedings and may appoint an executive officer for that purpose.

Article XX

Auditing Committee of AHDC

Section 20.1 Members: The Alliance Committee shall propose five members of AHDC to act as the Auditing Committee. They shall be chosen from among the members, except *ex officio* members. The chair of the Auditing Committee shall be that one of its members who shall be recommended for the office by the Alliance Committee. The members and chair of the Auditing Committee are elected annually by the members of AHDC, who shall give careful consideration to the nominations proposed by the Alliance Committee but shall not be obliged to follow the nominations. If a vacancy occurs through death, resignation, or otherwise before the expiration of the term, the member elected to fill

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the vacancy shall serve for the unexpired term. A quorum for any meeting of the Auditing Committee shall consist of three members.

Section 20.2 Functions: Subject to the approval of the members of AHDC, the Auditing Committee shall employ public accountants to examine the books of AHDA for each fiscal year, and such other financial and investment records, as the Auditing Committee deems appropriate from time to time. The public accountants shall report thereon to the Auditing Committee, which shall in turn present the report of audit, including the scope of the examination, to the members of AHDC at their next annual meeting with such recommendations as the Auditing Committee shall deem appropriate.

Section 20.3 Records: The committee shall keep a record of its proceedings and may appoint a secretary for that purpose.

Article XXI

Visiting Committees of AHDC

Section 21.1 Members: Visiting Committees shall consist either wholly of members of AHDC or partly of such members and partly of others. It shall be the duty of the Visiting Committees to visit and inspect the several operational facilities and other divisions of AHDC, and to report thereon from time to time to members of AHDC.

Article XXII

Indemnification of AHDC Members

Section 22.1 Indemnification: Each person who at any time has served as a member of AHDC or of any committee of AHDC or as an officer of AHDC or who has served at the request of AHDC as an officer, individual trustee, director or member of any organization in which AHDC has an interest, including any trust or association established in connection with a retirement plan for employees of AHDC, shall, to the extent permitted from time to time by law, be indemnified by AHDC for all amounts paid or payable by that person as fines, penalties or judgments or as expenses, including legal fees, reasonably incurred as a result of any claim or proceeding in which that person may be involved or with which that person may be threatened by reason of any action taken or omitted or alleged to have been taken or omitted by that person in any such capacity; provided, that indemnification shall be payable only if the conduct of the person seeking indemnification has been determined to have been reasonable by a vote of a disinterested majority of either the Executive Committee or the members of AHDC then serving; and further provided, that there shall be no indemnification hereunder for amounts paid or payable by any person to AHDC itself or for expenses, including legal fees, incurred in connection with any claim or proceeding by or on behalf of AHDC, except for such expenses incurred in connection with any such claim or proceeding in which that person ultimately prevails. Whenever a person serves at the request of AHDC as an officer, individual trustee, director, or member of any organization in which AHDC has interests (including any trust or association established in connection with a retirement plan for employees of AHDC) that person's actions in the best interests of that organization shall be deemed to be in the best interests of AHDA. Indemnification shall be provided hereunder only to the extent that the status of AHDC as an organization exempt from Federal income taxation or to which contributions are deductible under the Internal Revenue Code is not adversely affected thereby. Any right granted hereunder to any person shall extend to that person's heirs, executors and administrators and shall be without prejudice to any other rights that person may have.

Section 22.2 Authorization: The Executive Committee may in its discretion authorize from time to time the indemnification of any person not otherwise entitled to indemnification hereunder who is an employee or other agent of AHDC, or who serves at the request of AHDC as an employee or other agent of an organization in which AHDC has an interest, but only to the extent permitted from time to time by law and subject to the same conditions set forth in Section 22.1.

Article XXIII

Change in Bylaws of AHDC

Section 23.1: These Bylaws may be altered, amended, suspended, or repealed, and other provisions added, with the exception of issues relating to the Principal Founder, at any meeting of the members of

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AHDC, in the notice of which it shall have been stated that a change in the Bylaws will be acted upon and the substance of the proposed change shall have been stated. Any such changes shall be made by consent of a least two-thirds of the membership of AHDC.

CERTIFICATION

As Chairman and Chief Executive Officer of The American Heritage Defense Corporation (AHDC), a Washington D.C. Non Profit Corporation, I hereby certify that the foregoing constitutes a complete and accurate copy of its Amended and Restated Bylaws, which were adopted by its Members on December 16, 2003 and are now in effect.

Signed:

Dr. James A. Fabunmi,
Chairman and Chief Executive Officer of AHDC

Date: January 23, 2004

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III. Organizational Chart

