

**Third AMENDED AND RESTATED BY-LAWS OF  
COALITION OF COMMUNITY DEVELOPMENT  
FINANCIAL INSTITUTIONS, INC.**

ARTICLE I  
NAME and OFFICES

Section 1. Name. The name of this organization is the Coalition of Community Development Financial Institutions (the "Corporation") and may be known as the CDFI Coalition (the "Coalition"). The Corporation may, by a vote of its membership, change its name.

Section 2. Formation. The Corporation was formed by the issuance of a Certificate of Incorporation by the State Corporation Commission of the State of Virginia on March 7, 2002, and was reincorporated in the District of Columbia on July 9, 2010.

Section 3. Offices. The Corporation shall maintain an office at such place, within or outside the District of Columbia, as the Corporation's Board of Directors shall from time to time determine.

ARTICLE II  
PURPOSE

Section 1. Purpose. The corporation is formed for religious, charitable, scientific, literary or educational purposes, including the following:

- (a) to support community development in economically distressed regions throughout the United States by coordinating, strengthening and expanding the field of community development financial institutions ("CDFIs");
- (b) to act as a source of information and knowledge around the CDFI field for the general public, media, public officials and the private sector, and
- (c) to conduct any other activities and to perform any and all acts which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any of the activities described in clauses (a) and (b) hereof.

ARTICLE III  
MEMBERS

Section 1. Membership. Membership shall be limited to any organization or individual that has an interest in supporting the work of CDFIs and is current in the payment of dues (each a "Member"), subject to qualifications as the Board of Directors from time to time may approve.

Section 2. Dues. The Board of Directors shall establish the level of dues to be paid by Members of the Corporation.

ARTICLE IV  
MEETINGS

Section 1. Annual Meeting. The Members shall hold one Annual Meeting each calendar year at such place and at such hour as shall be designated in the notice of the meeting.

Section 2. Notice. The time and place of any meeting of the Members shall be established by resolution of the Board of Directors, and notice of such meeting shall be given consistent with and by any means

permitted by Section 29-301.15 of the District of Columbia Corporations Code. Notice of the Annual Meeting or any other meeting of the Members shall specify the matters to be considered at such meeting.

Section 3. Quorum. A quorum of the Members is necessary to take action and transact business at a meeting of the Members. Attendance by 25% of the Members shall constitute a quorum. A majority of Members present at a meeting at which quorum has been established shall be able to act on behalf of the Corporation.

## ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number. The Board of Directors shall number not more than 20 Directors whose composition shall be as follows:

(a) Five Directors shall be representatives of dues-paying membership organizations who members are primarily CDFIs (“Trade Associations”) which includes the following Trade Associations: Association for Enterprise Opportunity Community Development Bankers Association, Community Development Venture Capital Alliance, National Federation of Community Development Credit Unions and Opportunity Finance Network.

(b) Seven Directors shall be CDFIs representing the following categories of CDFIs (“Representative Directors”): Loan Funds, Banks, Credit Unions, Micro lenders, Native CDFIs, Venture Capital and CDFI Intermediaries. To the extent no CDFI meeting the criteria stands for election, the seat shall be filled as an At-large seat until the term expires.

(c) Eight Directors shall be drawn from the membership at-large (“At-large Directors”).

Section 3. Election and Term of Office. The Governance and Nominating Committee will conduct the election of the Board of Directors, and following the initial election as contemplated by these by-laws, the election will take place at the Board meeting held in conjunction with the Annual Meeting of Members. The Directors shall serve staggered three year terms, with the Governance and Nominating Committee staggering the initial terms of the Representative and At-large Board seats as follows:

Class I, whose first term expires in 2011 shall be comprised of 2 Representative and 2 At-Large Directors;

Class II, whose first term expires in 2012 shall be comprised of 2 Representative and 2 At-Large Directors

Class III, whose first term expires in 2013 shall be comprised of 3 Representative and 2 At-Large Directors.

No member of the Board of Directors, other than Directors filling a seat on behalf of a Trade Association, the Officers and the At-Large member of the Executive Committee, shall serve more than two consecutive terms on the Board of Directors. Any Director elected to an initial staggered term of one or two years may run for two 3 year terms in addition to his or her initial term.

Section 4. Vacancies. Any vacancy among the Directors in the Representative and At-Large Director categories may be filled by majority of the Directors then in office upon the recommendation of the Governance and Nominating Committee. A member who fills such a vacancy shall serve until the end of the term of the vacating Board member. Any vacancy among the Trade Associations Board members, created by virtue of said Association’s resignation from the CDFI Coalition, or other determination of ineligibility, shall be filled at the discretion of the Board of Directors.

Section 5. Resignations. Any Director may resign from office at any time by delivering a resignation in writing to the Board, and the resulting vacancy shall be filled as set forth in Article V, Section 4.

Section 6. Removal. Any Director may be removed at any time with or without cause by vote of a majority of the Board (excluding such Director), such removal to take effect immediately upon such vote and the resulting vacancy shall be filled as set forth in Article V, Section 4.

Section 7. Meetings. Meetings of the Board may be held at any place within or without the District of Columbia as the Board may from time to time determine, or as shall be specified in the meeting notice or waivers of notice thereof. Meetings will be held at least twice annually, with one meeting taking place in conjunction with the Annual Meeting of Members. Directors may participate in any meeting of the Board of Directors by any means of communication so long as all members participating may simultaneously hear each other during the meeting. A director so participating shall be considered present in person at the meeting.

Section 8. Special Meetings. Special meetings of the Board may be called at any time by the Chair or by the Secretary upon receipt of a request for a special meeting from a majority of the entire Board. The Secretary shall provide notice of each special meeting as soon as practicable following the request for such meeting.

Section 9. Quorum. A quorum of the Directors is necessary to take action and transact business at a meeting of the Directors. Attendance by one-half of the Directors shall constitute a quorum. A majority of Directors present at a meeting at which quorum has been established shall be able to act on behalf of the Corporation.

Section 10. Compensation. No Director of the Corporation shall receive compensation for services rendered to the Corporation as a Director.

## ARTICLE VI OFFICERS, EMPLOYEES, AGENTS

Section 1. Number and Qualifications. The officers of the Corporation shall be a Chairperson, a Vice Chair, a Secretary, and a Treasurer (“Officers”) and such other officers, if any, including Assistant Secretaries or Assistant Treasurers as the Board may from time to time appoint. The Officers shall be chosen from among the Directors.

Section 2. Election and Term of Office. The Governance and Nominating Committee will conduct the election of the Officers, and following the initial election upon adoption of these by-laws, the election will take place at the Board meeting held in conjunction with the Annual Meeting of Members. The Officers of the Corporation shall be elected for a two-year term. No Officer shall serve more than one two-year term in the same Officer position.

Section 3. Vacancies. Vacancies may be filled, subject to the provisions in Article V, Section 4, or new offices created and filled at any meeting of the Board, except that the Vice Chair shall be appointed to fill the Chairperson position in the event that position becomes vacant.

Section 4. Employees and Other Agents. The Board may appoint from time to time such employees, consultants and other agents as it shall deem necessary, each of whom shall serve or be employed at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such

reasonable compensation as the Board may from time to time determine. To the full extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board.

Section 5. Removal. Any officer, contractor or agent of the Corporation may be removed with or without cause by a vote of the Board in accordance with Article V, Section 6.

Section 6. Chairperson: Powers and Duties. The Chairperson shall preside over all meetings of the Board and the Executive Committee, shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. The Chairperson has the power to sign alone, unless the Board shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. The Chairperson has the power to delegate signature authority to another Officer. The Chair person shall perform such other duties as shall from time to time be assigned by the Board.

Section 7. Vice Chair: Powers and Duties. The Vice Chair shall act in the absence of the Chairperson. The Vice Chair shall perform such other duties as shall from time to time be assigned by the Board. The Vice Chair shall, without further election, succeed to the position of Chairperson upon the conclusion of the two- year term of the Officers.

Section 8. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings. The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 9 Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting of the Board and whenever else required by the Board, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and shall serve as the Chair of the Finance Committee.

## ARTICLE VII COMMITTEES

Section 1. Executive Committee. An executive committee of the Board (the "Executive Committee") shall be established following the adoption of these By-laws, consisting of the four Officers and one at-large member ("at-large Executive Committee Member") selected from the members of the Board of Directors, who, like the Officers, shall serve for a two- year term and who shall not serve more than one two-year term in that office.

Section 2. Election and Term of Office. The At-Large member of the Executive Committee shall be elected for a two year term by the Board at the Board meeting at the same time as the election of Officers in conjunction with the Annual Meeting of Members.

Section 3. Meetings. Meetings of the Executive Committee may be held at any place within or without the District of Columbia as the Executive Committee may from time to time fix, or as shall be specified in the notice or waivers of notice thereof provided in accordance with Article IV.

Section 4. Quorum. The presence at a meeting of a majority of the members of the Executive Committee shall constitute a quorum. Once a quorum is established, a vote by a majority is sufficient for the transaction of business or of any specified item of business by the Executive Committee.

Section 5. Powers, Voting. The Board hereby delegates to the Executive Committee the power to oversee the property, affairs and business of the Corporation in between meetings of the Board of Directors, except in the case of actions concerning the following subject matters, in each of which cases a vote of the full Board in accordance with these By-laws is required to constitute an act of the Board:

- a. Removal of Directors or Members;
- b. Amendments to these By-laws or to the Articles of Incorporation of the Corporation; or
- c. Dissolution of the Corporation.

Section 6. Other Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint other standing committees besides the Executive Committee. The following Committees are hereby established: Governance and Nominating Committee, and a Finance and Audit Committee (to be chaired by the Treasurer). All Committees must be chaired by a member of the Board of Directors, and must be composed of a minimum of 3 Members. At any meeting of such standing committees, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business.

Section 7. Special Committees. Special Committees may be appointed by the Chair with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

ARTICLE VIII  
BOOKS, CONTRACTS, BANK ACCOUNTS  
INVESTMENTS AND FISCAL YEAR

Section 1. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the charter, a copy of these By-laws, and all minutes of meetings of the Board.

Section 2. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and the Chairperson, in accordance with Article VI, Section 6, shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 3. Investments. The funds of the Corporation may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

Section 4. Fiscal year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX  
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director, officer, employee or agent of the

Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law. The Corporation may make provision with respect to such indemnification of or advancement of expenses to officers and Directors by agreement or by resolution of the Board of Directors.

ARTICLE X  
AMENDMENTS

The Articles of Incorporation or the By-laws may be amended by the Board. For the purposes of such amendments, attendance by two-thirds of the Directors shall constitute a quorum. A majority of Directors present at a meeting to consider such amendments shall be able to act on behalf of the Corporation, provided that notice of the proposed amendment has been included in the notice of the meeting.

*Adopted by the Board of Directors as of February 18, 2010.*

*Amended: March 29, 2011.*

*Amended: March 10, 2025*