

**RESTATED AND AMENDED BY-LAWS OF  
PLAN INTERNATIONAL, INC.<sup>1</sup>**

**Preamble:** Be it herein recognized that Plan International under varying names has existed since 1937, and that, with the growth of its child-centred community development activities and the desire to provide more channels of assistance to children, families and communities in developing countries of the world, an international company has been incorporated. This company establishes and supervises, and /or sets the policies and standards for, all programs carried out under the Plan International name, and has a directing and coordinating role over the national organizations established in donor countries to seek support from individuals and groups in those countries. The Corporation will take into account the provisions of national legislation affecting data protection, the tax-exempt status and funding eligibility of national organizations.

**ARTICLE I  
Names and Offices**

1. The name of this organization is PLAN INTERNATIONAL, INC., hereinafter referred to as the Corporation.
2. The principal office of the Corporation is in the State of New York.
3. The Corporation may establish and maintain from time to time other offices at which the activities of the Corporation may be carried on.

**ARTICLE II  
Purposes and Objectives**

The purposes of the Corporation are as set out in the Corporation's Certificate of Incorporation, as amended from time to time.

**ARTICLE III  
National Organizations**

1. Each National Organization (as defined in the Corporation's Certificate of Incorporation and previously known as a National Company) shall be a separately organized, non-profit organization incorporated or otherwise constituted under the laws of the country in which the operations of such National Organization are to be carried on (or such other jurisdiction as the Members' Assembly may approve) and shall have and maintain objectives, purposes and constitutions compatible with the purposes set forth in the Certificate of Incorporation of the Corporation.
2. Unless approved otherwise by the Members' Assembly, a National Organization shall be incorporated or otherwise constituted, and shall do business, under the name of "*Plan [name of country]*" or "*Plan International [name of country]*". The name may also include any additional phrase or abbreviation required under local law to indicate the legal form in which the National Organization is incorporated. Each National Organization shall be entitled to display the appropriate emblems, symbols, logos, tradenames, trademarks, service marks or other identifying marks or names of every nature and kind of the Corporation ("marks and names"). Such rights, including any right to use the names "Plan", "Foster Parents Plan" and "Plan International" and all other rights and privileges of a National Organization shall cease upon suspension or termination of its status as a National Organization of the Corporation. Each National Organization agrees to enter into a licence agreement with the Corporation providing detailed terms and conditions for the use of such marks and names.

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<sup>1</sup> Incorporating amendments since the effective date of the By-laws of 16th November, 1990; in March 1995; on 22nd November, 1997, with effect from 1st July, 2003, on 20th November, 2004 and with effect from 1st January 2007 on 9th October 2006; on 13<sup>th</sup> November 2009 and on 9th June 2017.

3. A National Organization may only be established if:
  - (a) the National Organization meets the qualifications and complies with the procedures and requirements for such establishment as prescribed in the By-laws of the Corporation or as the Members' Assembly may from time to time prescribe and provides to the Corporation its written undertaking to comply with the Certificate of Incorporation and By-laws of the Corporation as they apply to National Organizations; and
  - (b) such establishment, and any approvals that are required to be given pursuant to the provisions of Sections 1 and 2 of this Article III, is authorized by at least three-quarters (3/4) of the votes cast at a meeting of the Members' Assembly.
4. Subject to operation in compliance with the standards established by the Members' Assembly for continued affiliation, National Organizations shall enjoy full authority with respect to the design and application of their internal governance, methods of operation and locally-adopted policy and the Corporation shall not infringe thereon, subject to the powers derived from these By-laws to prescribe standards of operation and to receive information and to make audits of records and statistics for the purpose of assuring compliance therewith. Adequate management and technical assistance shall be made available by the Corporation to the National Organizations through procedures set up by the Board of Directors.
5. Status as a National Organization is subject to continuing operation of such National Organization in accordance with such standards as the Members' Assembly may from time to time establish. The Board of Directors shall review the operations of each National Organization periodically to determine its compliance with such standards.
6. The Members' Assembly shall have the power to suspend or expel any National Organization for violation of these By-laws, for violation of a Members' Agreement, for conduct inimical to the objectives and purposes of the Corporation and/or its Members, for recurrent failure to adhere to the standards referred to in Section 5 of this Article, or for other good cause, provided, however that any such suspension or expulsion must be authorized by at least three quarters (3/4) of the votes cast at a meeting of the Members' Assembly called to consider such suspension or expulsion.
7. In order to provide the funds necessary for the operation of the Corporation, the Members' Assembly shall agree with the National Organizations such reasonable payments to the Corporation as the Members' Assembly determines are necessary. All National Organizations shall be kept informed on a quarterly basis of receipts and expenditures by the Corporation.
8. It shall be the duty of the Corporation and of the National Organizations to prevent in any lawful manner the wrongful unauthorized or deceptive use of the names "Plan", "Foster Parents Plan" or "Plan International", or any confusingly similar name, and to prevent misuse of the Corporation's emblems, symbols, logos, trademarks, tradenames, or other identifying marks or names of every nature and kind of the Corporation by any unauthorized parties.
9. Each National Organization shall become a Member of the Corporation upon:
  - (a) its becoming a party to and agreeing to be bound by the provisions of the agreement dated 1st January, 2012 made among Members of the Corporation, as the same may from time to time be amended in accordance with the provisions thereof, which agreement is herein referred to as the "Members' Agreement"; and
  - (b) its compliance with any other requirements that may be prescribed in the Certificate of Incorporation or By-laws of the Corporation or by the Members' Assembly in connection with the admission of a National Organization as a Member of the Corporation.
10. If a National Organization has not, within a period of five completed fiscal years after its establishment as a National Organization pursuant to the provisions of Section 3 of this Article III, met the criteria prescribed by these By-laws for admission as a Member and or for continuing status as a National Organisation, the Members' Assembly, together with representatives of the National Organization, shall analyze the situation and the Members'

Assembly shall determine the appropriate action. The decision on the action to be taken shall be by a majority vote of the Members present and voting. This procedure shall be repeated annually, except that if the National Organization has not met the criteria prescribed by these By-laws by the tenth year, the decision to continue as a Member National Organisation after the tenth year and annually thereafter shall be authorized by at least three-quarters (3/4) of the votes cast at a meeting of the Members' Assembly. In the event that the Members' Assembly does not decide to authorize such continuance, the National Organization shall cease to be a National Organization and shall not be entitled to exercise any of the rights or powers conferred upon it by or pursuant to these By-laws and, except as may be expressly authorized by the Members' Assembly in order to permit an orderly winding up of its affairs, shall cease to use any emblems, symbols, logos, trade names, trademarks, service marks or other names or marks of every nature and kind of the Corporation including, without limitation, the names "Plan", "Foster Parents Plan" and "Plan International" and shall cease to identify itself as having any status in or connection with the Corporation."

#### **ARTICLE IV Members**

1. The Corporation shall be composed of Members, which Members shall be the National Organizations which have been admitted to membership in the Corporation in accordance with the By-laws of the Corporation.
2. Each Member shall enter into a Members' Agreement.
3. The Members' Assembly shall maintain a list of Members. The list so maintained shall be available for inspection at each meeting of Members, and a copy thereof shall be supplied at other times to any Member upon request.
4. A Member shall continue to be a Member of the Corporation until it ceases to be a National Organization pursuant to these By-laws.
5. Members shall receive copies of all external auditors' reports and shall, on request, receive any management reports, financial statements and information on the operations or management of the Corporation from the Corporation or its directors.

#### **ARTICLE V Meetings of the Members' Assembly**

1. The Members' Assembly is the highest decision-making authority of the Corporation with respect to all matters, including, without limiting the generality of the foregoing, governance, policies regarding the Corporation's business strategies, field programs, financial policies, budgets, the definition of performance criteria and the evaluation of the Corporation's performance, and the Board of Directors is accountable in all respects to the Members' Assembly. All powers not granted to the Directors by the Members shall remain with the Members' Assembly.
2. The Members' Assembly shall meet twice in each year in regular meetings or such greater frequency as is determined by the Members' Assembly. Meetings of the Members' Assembly shall be held at such time and at such place as the Members' Assembly or the Chair of the Members' Assembly of the Corporation may from time to time determine.
3. Responsibilities and powers of the Members' Assembly for which final decision cannot be delegated to the Board of Directors are as follows:

##### **Strategy**

- (a) establishing the vision, mission and overall strategic goals of the Corporation;

##### **Finance**

- (b) approving annual budgets for the Corporation;
- (c) approving the long term business and financial plans for the Corporation;
- (d) approving the appointment of the Auditors of the Corporation for the forthcoming

- fiscal year;
- (e) approving the financial statements of the Corporation and the Auditor's report thereon;

**Governance**

- (f) authorizing an amendment to the Certificate of Incorporation of the Corporation;
- (g) authorizing an amendment to the By-laws of the Corporation;
- (h) authorizing a merger or other combination with another organization;
- (i) authorizing the winding up or dissolution of the Corporation;
- (j) approving all matters concerning membership, including the admission and removal of Members;
- (k) electing and removing directors;
- (l) electing and removing the Chair of the Members' Assembly;
- (m) establishing Committees of the Members' Assembly;
- (n) ratifying the appointment of the Chief Executive Officer;

**Performance Measurement**

- (o) establishing goals and criteria for measuring and evaluating, and monitoring performance of the Board of Directors and Committees of the Members' Assembly and Board of Directors; and

**Other**

- (p) any other matter determined by a majority of votes cast at a meeting of the Members' Assembly or required by statute, the Certificate of Incorporation or By-laws of the Corporation or the Members' Agreement to be authorized by the Members' Assembly of the Corporation.

4. At the request of the Board of Directors or not less than one-third (1/3) of the Members, the Chair of the Board of Directors of the Corporation shall call a special meeting of Members' Assembly of the Corporation at any time and at such place as the Board of Directors or the Chair may from time to time determine to consider any of the matters referred to in Section 3 of this Article V. Any three of the Members shall together be entitled to add an item to the agenda of any Members' meeting.
5. With respect to a meeting to be called to consider a matter referred to in Section 4 of this Article V, in the event that neither the Board of Directors nor the Chair of the Board of Directors of the Corporation, within 5 days of receiving the request to call the special meeting of the Members' Assembly, fixes the time, date and place for such meeting, the Members requesting such meeting may fix the time, date and place for such meeting and notice of such meeting shall be given by the Chair of the Board of Directors of the Corporation in accordance with the provisions of the By-laws with respect to the giving of notice of meetings of the Members' Assembly of the Corporation.
6. Any meeting of Members' Assembly may be held anywhere in the world and a regular meeting may be held in conjunction with a special meeting and vice versa, in which case the meeting shall be called as a regular and special meeting of Members' Assembly of the Corporation.
7. (a) For the purposes of these By-laws, Net Contribution shall be defined as the total of:
  - (i) funds which a National Organization has transferred to the Corporation or has otherwise granted to programs which are included in an Approved Country Strategic Plan or are otherwise pursuant to other field program requirements of the Corporation; and
  - (ii) in the case of a National Organization registered in a country in which field programs are conducted in the name of Plan: (1) funds raised by that National Organization which it used in the relevant fiscal year to fund such programs (including field programs, advocacy and development education) that are conducted in accordance with the country's Approved Country Strategic Plan and approved budget or pursuant to other field program requirements of the Corporation; and (2) amounts contributed by it to the Corporation which are not

already included by virtue of Section 7 (a)(i) above or Section 7 (a)(iii) below of this Article V; and

- (iii) any payments made by the National Organization on behalf of other Members of the Corporation which, had they not been paid, would have enabled the National Organization to transfer additional funds to the Corporation;
  - (iv) less any payments received by the Corporation for services related to fundraising, governance, marketing or similar activities which are provided to the National Organization by the Corporation or by other National Organisations.
- (b) Average Net Contribution shall mean the average of a Member's Net Contribution over the two most recently completed fiscal years.
- (c) For purposes of these By-laws, the "Approved Country Strategic Plan", for a National Organization registered in a country in which field programs are conducted in the name of Plan, means a written document , approved by the Corporation, that describes the program activities to be conducted in that country during one or more fiscal years (including advocacy and development-education activities to the extent they are legitimately deemed to be part of field-program activities), including information with respect to top-line budgets, the relationship of the programs to longer-term objectives and such other content and details as the Corporation may require, but excluding any activities that are part of or directly related to fundraising or marketing.
8. Each Member shall be entitled to one vote. A Member which makes an Average Net Contribution of US\$6 million (or its equivalent in alternative currencies) shall be entitled to two votes, with one additional vote for every US\$3 million thereafter. Notwithstanding the foregoing provisions, no Member shall be entitled to exercise more than forty-five per cent (45%) of the number of votes which all the Members of the Corporation are entitled to exercise in the aggregate. The Members' Assembly shall maintain a list of the Members of the Corporation and the number of votes to which each Member is entitled as at any time.
9. The Chair of the Members' Assembly shall not have a vote with respect to decisions of the Members' Assembly.
10. Except as required by statute, the Certificate of Incorporation or the By-laws of the Corporation or the Members' Agreement, decisions of the Members at any meeting of the Members' Assembly of the Corporation are valid only if authorized by the affirmative vote of at least a majority of the votes cast at such meeting. Any affirmative vote taken by the Members' Assembly must include the affirmative vote of at least a majority of the Members of the Corporation or such greater proportion as is provided in these By-laws. A majority of the Members of the Corporation present or represented at the meeting shall constitute a quorum for meetings of the Members' Assembly.
11. A Member may, by a written proxy signed by such Member, appoint the number of delegates to which it is entitled under Article V Section 13 below to act for the Member and cast that Member's vote(s) at a meeting of the Members' Assembly. A Member may only appoint a delegate or delegates who are members of its Board of Directors or equivalent body who are not employees of the Corporation or any National Organization. Delegates may be directors of the Corporation unless determined otherwise by the Members' Assembly.
12. Members entitled to more than one vote shall exercise such votes as one block. Every proxy so given shall be revocable at the pleasure of the Member executing it and, unless otherwise provided in the proxy, shall expire eleven (11) months from the date thereof.
13. A Member may be represented at a meeting of the Members' Assembly by between one to three delegates, depending on each Member's Average Net Contribution to the Corporation. The number of delegates shall be determined according to: (a) the formula set out below (provided that such formula shall be revised by a majority of votes cast at a meeting of the Members' Assembly at such time as is necessary to ensure that meetings of the Members' Assembly shall not be attended by more than 40 delegates); or (b) such other formula as is

determined by a majority of votes cast at a meeting of the Members' Assembly

<b>Average Net Contribution to Plan International, Inc.</b>	<b>No. of delegates</b>
Up to, but not including US\$5 million (or its equivalent in alternative currencies)	1
US\$5 million up to, but not including, US\$50 million (or its equivalent in alternative currencies)	2
US\$50 million (or its equivalent in alternative currencies) and over	3

14. Attendance at meetings of the Members' Assembly in general shall be limited to Member delegates appointed in accordance with Article V Section 11 and anyone else invited by the Chair of the Members' Assembly, provided that the Members may decide to exclude such invitee from all/any part of any meeting.
15. Alternative to the Members acting at a meeting thereof in accordance with the provisions of this Article V of these By-laws, the Members may act by the unanimous consent in writing of all Members entitled to vote at a meeting of the Members.

#### **ARTICLE VI Directors**

1. Subject to the provisions of Article V Section 3 of these By-laws the business of the Corporation shall be managed by the Board of Directors, which shall include its Chair, and be accountable to the Members' Assembly for the performance of its functions.
2. The fiduciary obligations of each director, including the Chair of the Board of Directors, when acting in his or her capacity as a director, whether he or she is also a delegate of a National Organization to the Members' Assembly or not, shall be to the entire Corporation.
3. The Board of Directors shall be composed of not more than eleven (11) individual directors, including its Chair. The composition of the Board of Directors shall meet the following criteria:
  - (a) a majority plus one of the directors shall serve on the board of directors or equivalent bodies of Members of the Corporation provided that not more than one person may be appointed a director from any one Member;
  - (b) a minimum of two (2) directors shall come from developing countries and shall not serve on the board of directors or equivalent bodies of any National Organization;
  - (c) members of the Board of Directors shall collectively possess the core skills identified in the recruitment procedures adopted by the Members' Assembly and, within the discretion of the Members' Assembly, any desirable skills identified therein. In order to achieve this, the Members' Assembly shall be entitled to appoint individuals who are external to the Corporation and/or any governing body of any National Organization to the Board of Directors;
  - (d) all directors must have demonstrated a knowledge of and dedication to the ideals and goals of the Corporation; and
  - (e) no director shall be an employee of the Corporation or of any National Organization.
4. None of the Members shall be limited in its entitlement to nominate candidates for election to the Board of Directors in accordance with these By-laws.
5. No director or Members' Assembly delegate may receive compensation for his services from either the Corporation or any National Organization.
6. Each director elected at a meeting of the Members' Assembly, and each director elected to fill a

vacancy in an unexpired term, shall hold office for a term of three (3) years from the date of his or her election and, upon re-election by the Members' Assembly, for a further three (3) year term.

7. No director may serve more than three (3) consecutive terms, with the exception of a director who is elected as Chair of the Member's Assembly, who may serve no more than four (4) consecutive terms.
8. The Members' Assembly shall have the right to remove any director from office, with or without cause, and to fill vacancies whether or not caused by such removal.
9. The Chair of the Board of Directors shall have a vote with respect to decisions of the Board of Directors, but shall not have a casting vote.
10. Meetings of the Board of Directors may be held anywhere in the world.
11. The Board of Directors shall meet as often as necessary to enable it to carry out its responsibilities, but in no event shall the Board of Directors meet less than four (4) times in each year or such other frequency as it shall determine. Meetings of the Board of Directors may be called by the Board of Directors or the Chair of the Board of Directors, or shall be called by the Chair of the Board of Directors upon the written request of a majority of the directors.
12. At all meetings of the Board of Directors, except as may be otherwise specifically provided by statute, the Certificate of Incorporation or the By-laws of the Corporation or the Members' Agreement, one-half (1/2) of the entire Board of Directors, including its Chair or Vice-Chair, shall constitute a quorum for the transaction of business.
13. Attendance at meetings of the Board of Directors in general shall be limited to directors and anyone else invited by the Chair of the Board of Directors.
14.
  - (a) As an alternative to the Board of Directors acting at a meeting thereof in accordance with the provisions of Section 10 of this Article VI, the Board of Directors may act by the unanimous consent in writing of all the directors of the Corporation, including the Chair of the Board of Directors.
  - (b) In lieu of personal attendance at a meeting of the Board of Directors, any director may attend such meeting by telephone, video conference or other electronic means, provided that such communications are so arranged that all of the directors present in person at the meeting, if any, and all the directors so attending by telephone, video conference or other electronic means are able to hear and communicate with each other.
  - (c) The provisions of this Section shall be applicable to the meetings and actions of any committee appointed by the Board of Directors.
15. Unless otherwise required by statute, the Certificate of Incorporation or the By-laws of the Corporation or by the Members' Agreement, decisions of the Board of Directors are valid if authorized by an affirmative vote of a majority of the votes cast at a meeting of the Board of Directors.
16. Draft minutes of all meetings of the Board of Directors or a note of all decisions taken under Article VI Section 13(a) shall be prepared for transmittal to all Members within 21 days thereof. Approved minutes will be transmitted to all Members within 21 days of approval.

## **ARTICLE VII**

### **Responsibilities and Powers of the Board of Directors**

Except as the Members' Assembly may otherwise determine or limit, the responsibilities and powers of the Board of Directors shall include:

1. The management of the Corporation's affairs consistent with these By-laws.

2. The preparation of recommendations or options to the Members' Assembly for their consideration.
3. Doing all things necessary to implement the vision, mission, overall strategic goals and any other policy or decision of the Members' Assembly, to include making such decisions and establishing such policies as may be necessary in order to do so.
4. Overseeing the development of and monitoring and evaluating the implementation of the budgets and long term business and financial plans approved by the Members' Assembly, including supervising the affairs of the Corporation in accordance with such budgets and plans approved by the Members' Assembly.
5. Oversight of activities of committees of the Board of Directors.
6. Selecting, proposing, supervising and evaluating the performance of the Chief Executive Officer in accordance with the provisions of these By-laws, and evaluating the performance of the Corporation's management.
7. Establishing how the Corporation's program, financial or other performance is to be measured and evaluating such performance.
8. Assuring the financial integrity of the Corporation and reporting results of assurance activities to the Members' Assembly.

**ARTICLE VIII**  
**Committees of the Members' Assembly**

1. There shall be an Audit and Compliance Committee consisting of three or more delegates of the Members' Assembly who shall be appointed by the Members' Assembly and none of whom shall be directors of the Corporation or members of any committee of the Board of Directors. The Members' Assembly shall appoint one of such delegates as Chair of the Audit and Compliance Committee.
2. The Audit and Compliance Committee shall have the following powers and duties:
  - (a) Evaluating all reports and the results of all audits created or conducted by the Board of Directors or its committees including especially finance and program matters;
  - (b) Making requests, on behalf of the Members' Assembly to the Board of Directors for any additional information the Committee deems is needed to fulfill the duties of the Committee;
  - (c) Evaluating the compliance by the Board and the Corporation with the policies approved by the Members' Assembly and with applicable legal and contractual requirements;
  - (d) If the Committee or Members' Assembly deems it appropriate, initiating and conducting further audits and investigations; and
  - (e) Reporting to the Members' Assembly with respect to the foregoing.
3. The Members' Assembly may adopt more specific terms of reference for the Audit and Compliance Committee to the extent they are not inconsistent with the foregoing.
4. There shall be a Nominating and Governance Committee consisting of at least three delegates of the Members' Assembly (or such larger number as the Members' Assembly sees fit from time to time) who shall be appointed by the Members' Assembly and meet the following criteria:
  - (a) not more than one person from any one Member may be appointed to the Nominating and Governance Committee;

- (b) each person appointed to the Nominating and Governance Committee must have been a delegate of the Members' Assembly for at least two years; and
  - (c) no director of the Corporation may be appointed to the Nominating and Governance Committee.
5. To the extent possible, appointments to the Nominating and Governance Committee shall be made so as to achieve a desirable degree of continuity among the delegates who shall serve thereon.
6. The Nominating and Governance Committee shall choose its own Chair and shall have the following powers and duties, in addition to such other powers and duties as the Members' Assembly shall prescribe from time to time:
- (a) to solicit and receive nominations from the Members of the Corporation for candidates for election as directors of the Corporation, Chair of the Members' Assembly and for selection as Committee members;
  - (b) to consider the qualifications and availability of eligible persons, whether or not so recommended, to fill such positions, taking into account the skills and experience of such persons, the need for ethnic, cultural and individual diversity and the need to maintain strong links with individual National Organizations;
  - (c) to manage a Members' ballot and recommend to the Members' Assembly individual appointments to the Board of Directors, ensuring that such proposed appointments comply with recruitment procedures established by the Members' Assembly;
  - (d) to recommend to the Members' Assembly, from time to time in the discretion of the Nominating and Governance Committee, persons to serve as Chairs of Committees of the Members' Assembly and to comprise, in whole or in part, the membership of such Committees where such positions and membership are not otherwise specified in these By-laws;
  - (e) to review the efficiency and effectiveness of the governance of the Corporation.
7. The designation of members of all standing Committees of the Members' Assembly shall be determined by the Members' Assembly each year. Committee members who are not delegates from the Members' Assembly shall be eligible to be non-voting members of Committees, except that no salaried employee of the Corporation or of any National Organization shall be eligible.
8. The Members' Assembly, by resolution, may appoint other committees to serve at the pleasure of the Members' Assembly and to perform such functions as the Members' Assembly may determine. Any such resolution, or subsequent amendment thereto, may designate the persons who are to comprise the membership of the Committee or the manner in which the membership is to be selected (including appointment by the Chair of the Members' Assembly or the Chair of the Committee itself or any combination thereof), may designate the Chair of the Committee or the manner of his or her selection (including appointment by the Chair of the Members' Assembly or by the Committee itself) and may provide for the term of the Committee or of the Chair or any person appointed to the Committee. The maximum number of persons on any such Committee shall not exceed the then current number of Members of the Corporation. The authority exercised by all such Committees shall be limited to advising the Members' Assembly concerning appropriate actions or policies within the scope of its responsibilities.
9. All Committees of the Members' Assembly shall be created to serve the needs of the Members' Assembly and, to the extent their activities involve the activities of management of the Corporation, they shall interface with management only through the Board of Directors, except that the Audit and Compliance Committee shall have direct access to the chief of the Corporation's global assurance function as it deems necessary or appropriate.
10. Use of the Corporation's personnel or other resources by any Committee of the Members' Assembly shall be only upon the authorization by the Chair of the Members' Assembly.

**ARTICLE IX**  
**Committees of the Board of Directors**

1. There shall be a Financial Audit Committee comprised of at least three directors of the Corporation (or such larger numbers as the Board of Directors sees fit from time to time) who shall be appointed by the Board of Directors. With the prior approval of the Members, delegates from the Members' Assembly shall be entitled to attend as non-voting members. The Financial Audit Committee shall be entitled to elect its own Chair and shall have such powers and duties as the Board of Directors shall prescribe from time to time in order to achieve the goals set by the Members' Assembly. Minutes of and all reports to all meetings of the Financial Audit Committee shall be prepared for transmittal to all Members forthwith after such meeting and in any event within 14 days thereof. Reports of the Financial Audit Committee shall be disclosed to Members without amendment by the Board of Directors.
2. There shall be a Program Committee comprised of at least three directors of the Corporation (or such larger number as the Board of Directors sees fit from time to time) who shall be appointed by the Board of Directors. With the prior approval of the Members, delegates from the Members' Assembly shall be entitled to attend as non-voting members. The Program Committee shall be entitled to elect its own Chair and shall have such powers and duties as the Board of Directors shall prescribe from time to time in order to achieve the goals set by the Members' Assembly. Minutes of and all reports to all meetings of the Program Committee shall be prepared for transmittal to all Members forthwith after such meeting and in any event within 14 days thereof. Reports of the Program Committee shall be disclosed to Members without amendment by the Board of Directors.
3. The designation of members of all standing Committees of the Board of Directors shall be determined by the Board of Directors each year. Except as otherwise provided in Article VIII, such persons as the Board of Directors may from time to time deem fit shall be eligible to be non-voting members of Committees.
4. The Board of Directors, by resolution, may appoint other committees to serve at the pleasure of the Board of Directors and to perform such functions as the Board of Directors may determine. Any such resolution, or subsequent amendment thereto, may designate the persons who are to comprise the membership of the committee or the manner in which the membership is to be selected (including appointment by the Chair of the Board of Directors or the Chair of the committee itself or any combination thereof), may designate the Chair of the committee or the manner of his or her selection (including appointment by the Chair of the Board of Directors or by the committee itself) and may provide for the term of the committee or of the Chair or any person appointed to the committee. The maximum number of persons on any such committee shall not exceed the then current number of Members of the Corporation. The authority exercised by all such committees shall be limited to advising the Board of Directors concerning appropriate actions or policies within the scope of its responsibilities.
5. Subject to the right of a director, including the Chair, to attend meetings of Committees of the Board of Directors, the only persons entitled to attend meetings of a Committee of the Members' Assembly or Board of Directors shall be: (a) the persons who have been appointed to the Committee; (b) any advisers retained by the Corporation, with the approval of the Chair of the body to which the Committee reports, to advise the Committee; and (c) any other persons whose attendance is authorized by the Chair of the Committee. The Chief Executive Officer shall be entitled to attend all Committee meetings except where the Chair directs otherwise.
6. A majority of the voting members of any Committee shall constitute a quorum for the transaction of business. Unless otherwise required by statute, the act of a majority of the members of the Committee present and voting at a duly constituted meeting shall be the act of the Committee.

**ARTICLE X**  
**Officers**

1. The officers of the Corporation are listed below. No two of these offices may be held by the same person.
2. **The Chair.** The Chair of the Members' Assembly shall be elected by the Members' Assembly. He or she shall serve on the governing body of a Member. He or she shall also serve as Chair of the Board of Directors and shall be President of the Corporation. He or she shall preside at all meetings of the Board of Directors and all meetings of the Members' Assembly and shall have such other duties and powers as the Members' Assembly may from time to time prescribe. He or she is the principal representative of the Corporation. The Chair of the Members' Assembly shall not receive compensation for his or her services. He or she shall hold office for a term of three (3) years from the date of his or her election. In cases where the Chair has not previously served four terms as a director and/or Chair, he or she may be re-elected by the Members' Assembly, for one further three (3) year term. In the event of his or her death, resignation or inability to act during his or her term of office, the Members' Assembly shall elect a replacement for the remainder of such term; such partial term shall not be considered in respect of this limitation on his or her term of office.
3. **The Vice-Chair of the Board of Directors.** The Vice-Chair shall be elected by the Board of Directors and shall hold office for a term of three (3) years from the date of his or her election. The Vice-Chair shall preside at any meeting of the Members' Assembly at which the Chair is not present and, in the event of the death, resignation or inability to act of the Chair, shall assume and perform the duties of the Chair until the Chair is able to resume his or her duties or a successor be elected, as the case may be.
4. **The Treasurer.** The Treasurer shall be elected by the Board of Directors and shall hold office for a term of three (3) years from the date of his or her election and have the responsibility:
  - (a) to provide for the custody and management of the Corporation's funds and securities;
  - (b) to see that full and accurate accounts of receipts and disbursements are kept in books belonging to the Corporation;
  - (c) to ensure that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors;
  - (d) to see that the funds of the Corporation are disbursed consistent with budgets and financial plans approved by the Members' Assembly, taking proper vouchers for such disbursements;
  - (e) to render to the Chair, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation; and
  - (f) to develop and submit to the Members' Assembly such budgets as the Board of Directors may from time to time require and to monitor the Corporation's compliance with such budgets approved by the Members' Assembly.
5. In addition to the officers elected under Sections 2- 4 of this Article X, there shall be a **Chief Executive Officer** and, if deemed necessary by the Board, a Deputy Chief Executive Officer who shall be officers of the Corporation. The Chief Executive Officer and Deputy Chief Executive Officer, if any, shall be appointed by and shall report to the Board of Directors upon such terms and conditions of employment as the Board of Directors may determine (provided that appointment of the Chief Executive Officer shall be ratified by the Members' Assembly in accordance with Article V Section 3). They may receive monetary consideration for their services. In co-ordination with the Chair, the Chief Executive Officer shall be the principal public spokesman of the Corporation and shall provide positive leadership in policy and program formulation and shall assure that policies and programs adopted by the Members' Assembly

and Board of Directors are applied in a manner consistent with and in furtherance of its purposes. He or she shall have general supervision over the relationships between the National Organizations and the field offices. In relation to a National Organization which has not yet become a Member, the Chief Executive Officer shall have such particular function, responsibility and authority as is specified by the Board of Directors. The Chief Executive Officer and Deputy Chief Executive Officer, if any, shall support the Chair of the Members' Assembly in his or her public leadership role and shall have such other duties and powers as the Board of Directors may from time to time prescribe. The Chief Executive Officer and the Deputy Chief Executive Officer, if any, shall be accountable to the Board of Directors for the accomplishment of their functions.

6. With the approval of the Members' Assembly, the Corporation may establish a subsidiary corporation to provide administrative services as necessary and desirable to the Corporation in carrying out its charitable objectives and activities.

#### **ARTICLE XI Notices of Meetings**

1. The Chair of the Members' Assembly of the Corporation shall cause written notice of each meeting of the Members' Assembly to be given to each Member, each National Organization that is not a Member and each director by mail, fax, receipted electronic mail or any similar means of communication. The notice shall be directed to the aforesaid persons at their addresses as they appear on the records of the Corporation. The notice shall state the place, date and hour of the meeting and indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting of the Members' Assembly shall also state the purpose or purposes for which the meeting is called but it shall not be necessary to specify a specific agenda. Notice of a meeting of the Members' Assembly called for any purpose other than consideration of the financial statements and Auditors' Report thereon, election of directors and ratification of the reappointment of the incumbent Auditors shall state or be accompanied by a statement of the nature of such business in sufficient detail to permit the Members' Assembly to form a reasoned judgment thereon and the text of any resolution or amendment to the Certificate of Incorporation or By-laws of the Corporation to be submitted to the meeting. A meeting of the Members' Assembly may be held without notice if all Members and other persons who are entitled to be present at the meeting are present at the meeting and consent to the meeting being held or waive or agree to waive notice of or otherwise consent to such meeting being held. Notice of a meeting of the Members' Assembly shall be given not less than ten (10) days and not more than fifty (50) days before the date of the meeting. A Member and any other person entitled to be present at a meeting of the Members' Assembly may in any manner waive notice of or otherwise consent to a meeting of Members being held without notice. Where a special meeting has been called for by the Members according to the provisions of Section 4 of Article V, the time specified for such special meeting may not be less than sixty (60) nor more than ninety (90) days from the date of the notice demanding such meeting.
2. Written notice of all meetings of the Board of Directors shall be given personally or by mail, fax, receipted electronic mail or any similar means of communication, to each director in such a way as to be received at least ten (10) days before the date of the meeting. Any director who submits a signed waiver of notice before or after the meeting of the Board of Directors or who attends the meeting without protest prior thereto or at its commencement, has waived his or her right to notice. Provided that a quorum is present, each newly elected Board of Directors may without notice hold its first meeting immediately following the meeting of the Members' Assembly at which such Board of Directors is elected.

#### **ARTICLE XII Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July each year and end on the last day of June of the following year unless otherwise determined by the Members' Assembly.

### **ARTICLE XIII Amendments**

These By-laws may be amended from time to time, provided that such amendment is authorized by the affirmative vote of at least two-thirds (2/3) of the votes cast on such matter at a meeting of the Members' Assembly called for the purpose of considering the same with such affirmative vote including the affirmative vote of at least a majority of the Members of the Corporation. Notwithstanding the foregoing, an amendment to these By-laws changing the provisions of:

- (1) Section 3(b) of Article III relating to the establishment of National Organizations;
- (2) Section 6 of Article III relating to the suspension or expulsion of a National Organization;
- (3) Section 1 of Article V relating to the position of the Members' Assembly as the highest decision-making authority of the Corporation;
- (4) Section 2 of Article V relating to the frequency of the regular meeting of the Members' Assembly;
- (5) Section 8 of Article V relating to the number of votes which may be exercised by a Member;
- (6) Section 3 or 4 of Article VI relating to the composition of the Board of Directors and the Members' entitlement to nominate directors of the Corporation; or
- (7) any other provision of these By-laws that is expressly set forth in the Members' Agreement;

shall require the affirmative vote of at least eighty-five per centum (85%) of the votes cast on such matter at a meeting of the Members' Assembly called for the purpose of considering the same with such affirmative vote including the affirmative vote of at least eighty-five per centum (85%) of all Members.

### **ARTICLE XIV Indemnification**

To the fullest extent permitted under the New York Not-for-Profit Corporation law, as the same may be amended from time to time (the "Act"), the Corporation shall have the power to indemnify persons against expenses (including attorneys' fees,) judgments, fines, and amounts paid in settlement arising from any threatened, pending or complete action, suit or proceeding, as provided by and in accordance with the procedures established under the Act. Subject to any applicable limitations set forth in the Act, the Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

### **ARTICLE XV Interpretation**

In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa. A reference in these By-laws to the word "majority" unless a contrary intention is expressed shall refer to the following number:

- (1) where the number in respect of which a majority is being determined is an even number, to that number which is equal to one-half of the number in question plus one; and
- (2) where the number in respect of which a majority is being determined is not an even number, the number that results from subtracting one from the number in question to make it an even number, dividing the difference by two and adding one to the quotient obtained by such division.