

SISTER CITIES INTERNATIONAL, INC.,
a District of Columbia Nonprofit Corporation

AMENDED AND RESTATED BYLAWS

ARTICLE I — OBJECT

The Corporation's mission is to promote peace through mutual respect, understanding and cooperation — one individual, one community at a time.

ARTICLE II — MEMBERSHIP

Section 2.1. Classes of Membership. The Corporation shall have three classes of members: voting members, non-voting members and honorary members.

Section 2.1.1. Voting Members. Voting members of the Corporation shall be:

- (a) Any local or state government in the United States,
- (b) Any local or state (or its equivalent) government outside of the United States that is party to a recognized sister cities program with a community in the United States, or
- (c) Any local or state (or its equivalent) governmental association (or similar organization),

provided that each such local or state (or its equivalent) government or association (or similar organization), as the case may be, (i) has been approved for voting membership in the Corporation by the Board of Directors and (ii) has paid its annual dues to the Corporation.

Section 2.1.2. Non-voting Members. Non-voting members of the Corporation shall be:

- (a) Any individual interested in furthering the purpose of the Corporation, or
- (b) Any partnership, corporation, business entity or association of corporations or businesses,

provided that such individual, partnership, corporation, business entity or association of corporations or businesses, as the case may be, (i) has been approved for non-voting membership in the Corporation by the Board of Directors and (ii) has paid its annual dues to the Corporation.

Section 2.1.3. Honorary Members. Honorary members of the Corporation shall be:

- (a) Any individual who has rendered conspicuous service for the improvement of international relations through activities connected with sister cities programs and has been approved for honorary membership in the Corporation by the Board of Directors, or
- (b) Any past President of the Corporation.

Honorary members of the Corporation shall not have a vote in any meeting of the Corporation.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1. Powers and Composition. The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors. The

composition of the Board of Directors and the qualifications to be a Director shall be as set forth in the Articles of Incorporation.

Section 3.2. Compensation and Reimbursement. No Director shall receive any compensation from the Corporation and shall only be reimbursed for expenses approved in advance by the Board of Directors and earmarked in the Corporation's budget.

Section 3.3. Terms. Directors who are elected from among the youth delegates, qualified participants of the Ambassador Association or State Coordinators shall serve a term of one year. A Director who is elected by virtue of being the President of the Corporation shall serve as director for as long as he or she continues to serve as President of the Corporation. All other Directors shall serve a term of three years. Each Director shall hold office until the Director's successor is elected and begins to serve or until the Director's earlier resignation or removal. Directors' terms shall begin immediately upon the conclusion of the Annual Meeting at which they were elected.

No Director shall serve on a continuous basis for more than two full terms. The foregoing sentence shall not prevent a Director from serving on a continuous basis beyond two full terms if he or she continues to serve on the Board for a third term by virtue of being elected President of the Corporation, as contemplated by Section 3.4. Any Director who has served on a continuous basis for two full terms, or as President of the Corporation, shall only be eligible for election again to the Board of Directors at the Annual Meeting following the one at which his or her last term ended.

Section 3.4. Election. The President of the Corporation shall become a Director of the Corporation upon assuming the position of President. All other Directors shall be elected at the Annual Meeting by a majority of those votes entitled to be cast at the Annual Meeting. Each person, including existing directors, who wishes to have his or her name printed on the ballot as a candidate for election as a Director of the Corporation, at a minimum, must notify, not more than 90 days and not less than 60 days in advance of the Annual Conference, the Secretary of the Corporation and furnish the Secretary with (i) a brief biographical description, (ii) a statement of the reason why the person wishes to become a Director, and (iii) a statement declaring whether the person is running for a position on the Board of Directors as an authorized representative of a member, as a youth delegate, as a qualified participant of the Ambassador Association, or as a State Coordinator for inclusion in the notice of the meeting. The Board of Directors shall distribute the description and the statement along with the notice of the Annual Conference sent to members. This provision does not prevent write-in candidacies.

Section 3.5. Resignation, Removal.

(1) Each Director may resign by giving written notice to the President or Secretary or by failing to meet the attendance requirement specified in Section 3.6. A resignation takes effect when received or at a specified date and shall not require acceptance.

(2) The Director who serves as First Vice President of the Corporation shall be deemed to resign his or her Position as a Director upon assuming the position of President. Such person's resignation shall result in a vacancy in the Board of Directors which shall be filled pursuant to Section 3.7. The resignation shall not prejudice the new President's immediate election as a Director pursuant to Section 3.4.

(3) Directors may be removed with cause by a two-thirds vote of the Board of Directors without the approval of the Corporation's members. Directors may be removed with or without cause by a two-thirds vote at a meeting of the Corporation. For purposes of this section, a Director's violation of the Corporation's Code of Ethics or the general conflict of interest provision in Section 3.15 shall be cause for removal.

Section 3.6. Attendance. Directors are expected to attend in person all regular meetings of the Board of Directors and in person or by teleconference all special meetings of the Board of Directors. If because of illness or a reasonably unavoidable conflict a Director cannot attend a meeting, the Director shall notify the President or Executive Director of this fact in advance of

the meeting. Any Director who fails to attend two consecutive board meetings without providing advance notice shall be deemed to have resigned from the Board of Directors.

Section 3.7. Vacancies.

(1) A vacancy on the Board of Directors created by the lack of a youth delegate, qualified participant of the Ambassador Association or a State Coordinator shall only be filled by the members of the Corporation.

(2) A vacancy on the Board of Directors created by the resignation of a Director pursuant to paragraph 2 of Section 3.5 shall be filled for the remainder of the unexpired term by the members of the Corporation at the Annual Meeting at the end of the current President's term, pursuant to paragraph 4 of this Section 3.7, and shall take effect upon the creation of the vacancy. Notwithstanding the prior sentence, if a vacancy is created because the Director who serves as First Vice President assumes the position of President due to the prior President's earlier resignation or removal, then the vacancy shall be filled by a majority of the remaining Directors, and the person filling such vacancy shall hold office on an interim basis until the next Annual Meeting. If there is time remaining in the term, a vacancy that has not already been filled by the members shall be filled by the members at the next Annual Meeting for the remainder of the unexpired term pursuant to paragraph 4 of this Section 3.7.

(3) All other vacancies on the Board of Directors, whether caused by resignation or removal, may be filled by a majority vote of the remaining Directors. The person filling such vacancy shall hold office on an interim basis until the next Annual Meeting. If there is time remaining in the term, a vacancy, whether already filled by the Board of Directors on an interim basis or left vacant, shall be filled by the members at the next Annual Meeting for the remainder of the unexpired term pursuant to paragraph 4 of this Section 3.7.

(4) As contemplated by paragraphs 2 and 3 of this Section 3.7, a vacancy shall be filled at an Annual Meeting of the members by the candidate receiving the highest number of votes after those candidates who have been elected to full terms, provided that the candidate receives at least a majority of the votes entitled to be cast at the meeting of members. If no candidate receives a majority of the votes entitled to be cast at the meeting, a runoff election will be conducted between the two candidates receiving the next highest number of votes after those elected to full terms. If no candidate receives a majority of the votes entitled to be cast at the meeting, the position on the Board shall be filled by the Board of Directors until the next Annual Meeting.

Section 3.8. Regular Meetings. The Board of Directors shall meet not less than four times each year. One meeting shall be immediately following the conclusion of the Annual Conference, as defined in Section 8.1, two meetings shall occur between two Annual Conferences, and one meeting shall be prior to the Annual Conference.

The dates for the four regular meetings of the Board following the Annual Meeting shall be set by the President in reasonable consultation with the Board of Directors and shall be announced to the members of the Corporation no later than 105 days prior to the Annual Meeting.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, the written request of nine directors or the written request of a majority of the voting members of the Executive Committee. When a special meeting is called, the Secretary shall give each Director at least 10 business days notice of such a meeting, stating the time, place and purpose of the meeting. Directors may participate in special meetings either in person or by teleconference.

Section 3.10. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 3.11. Voting. Any action of the Board of Directors must be taken by a majority vote of those present at any regular or special meeting unless a greater majority is specified elsewhere in these Bylaws. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors.

A waiver in writing signed by a Director, whether before or after the time, shall be the equivalent of giving notice. The presence at a meeting of a Director constitutes a waiver of notice unless the Director is attending the meeting to object to the lack of notice.

Section 3.12. Membership Dues. The Board of Directors shall set the annual membership dues of the Corporation.

Section 3.13. Budget. The Board of Directors shall adopt a budget for the Corporation by a majority vote of all voting directors. The Budget/Finance Committee may recommend amendments to the budget, and the Board of Directors must approve any such amendment. The board shall establish operational policies and procedures to ensure that the adopted budget is followed.

Section 3.14. Audit. An audit of the Corporation's books and records shall be conducted annually by an independent and reputable accounting firm selected by the Audit Committee and approved by the Board of Directors. The audit report shall be presented to the Board of Directors within 30 days of its completion and made available to the members of the Corporation within 60 days of its completion.

Section 3.15. Conflicts of Interest. Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Corporation while serving in such capacity. Directors shall not conduct private business in a manner that places them at a special advantage because of their association with the Corporation.

Any dual interest or possible conflict of interest on the part of any Director shall be disclosed to the Board of Directors and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any Director having a dual interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter and shall not be counted in determining the quorum for the meeting. The minutes shall reflect that a disclosure was made, that the Director abstained from voting, and which Directors were present and counted in the quorum.

Directors who do not adhere to this provision on conflicts of interest may be removed from the Board pursuant to Section 3.5.

No Director or officer shall receive any payment from Corporation funds for any contract with the Corporation nor shall any Director or officer receive financial benefit from or for any contract for furnishing goods, services or supplies to the Corporation. This provision does not prevent payments to the Executive Director for salary and benefits.

ARTICLE IV — OFFICERS

Section 4.1. Officers, Terms. Officers of the Corporation shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and the Executive Director.

The term of the President shall be two years. The terms of the First Vice President, Second Vice President, Secretary and Treasurer shall be one year. The President cannot serve more than one consecutive term, unless the President has just completed the unfinished term of a previous President. The term of the Executive Director shall be determined by the Board of Directors and in no case shall be more than three years. The Executive Director may serve either under a contract or at the pleasure of the Board of Directors. The Board of Directors may renew the Executive Director's appointment. Each officer shall hold office until the officer's successor is elected or appointed and begins to serve or until the officer's earlier resignation or removal.

Section 4.2. Election, Appointment. The Board of Directors shall elect all officers of the Corporation from among the Directors, with the exception of the President and the Executive Director. The currently serving First Vice President shall automatically become the President upon the expiration of the previous President's term or the previous President's earlier resignation or removal, and the position of First Vice President shall become vacant. The Executive Director shall be appointed by the Board of Directors.

Section 4.3. Compensation and Reimbursement Prohibition. With the exception of the Executive Director, no officer shall receive any compensation from the Corporation and shall only be reimbursed for expenses approved in advance by the Board of Directors and earmarked in the Corporation's budget.

Section 4.4. Resignation, Removal. An officer may resign by giving written notice to the Board of Directors, President or Secretary. A resignation takes effect when received or at a specified date and shall not require acceptance.

Officers may be removed with or without cause by a two-thirds vote of the Board of Directors or by a two-thirds vote at a meeting of the members.

Section 4.5. President. The President shall:

- (1) Preside at all meetings of the Board of Directors, Executive Committee and members;
- (2) Appoint committee chairs and members as specified in Article V and all others not specifically mentioned in Article V, subject to approval of the Board of Directors or Executive Committee;
- (3) Appoint for a specific period of time and purpose individuals to perform special functions, such as a Parliamentarian, with the approval of the Board of Directors or the Executive Committee;
- (4) Serve as an ex-officio member of all committees and task forces except the Elections, Audit and Bylaws committees;
- (5) Set agendas for meetings of the Board of Directors, Executive Committee and members;
- (6) Sign and execute, in the Corporation's name, certificates of membership and such other documents authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors to some other officer or agent of the Corporation; and
- (7) Exercise such powers as are, from time to time, assigned to him or her by the Board of Directors.

If the President is absent or unable to serve, the order of succession to assume the President's duties, with all of the President's rights, responsibilities and privileges, shall be First Vice President, Second Vice President and Secretary.

Section 4.6. First Vice President. The First Vice President assists the President and performs other duties requested by the Board of Directors or President.

Section 4.7. Second Vice President. The Second Vice President assists the President and performs other duties requested by the Board of Directors or President.

Section 4.8. Treasurer. The Treasurer shall:

- (1) Ensure that full and accurate accounts of the Corporation's receipts and disbursements are made in the Corporation's books;
- (2) Monitor the disbursement of funds as directed by the Board of Directors;
- (3) Work with the Executive Director to prepare the Corporation's annual budget;
- (4) Prepare an annual report on the Corporation's finances to the Board of Directors and the Corporation's members to be presented no later than at the Annual Meeting;
- (5) Make the Corporation's financial records available for inspection by the President, Executive Director, Executive Committee, Audit Committee and Board of Directors;
- (6) Provide full cooperation to the Corporation's outside auditor;

- (7) Serve as an ex-officio member of the Audit Committee; and
- (8) Perform other duties requested by the Board of Directors or President.

Section 4.9. Secretary. The Secretary shall:

- (1) Promptly prepare the minutes of all meetings of the Board of Directors, Executive Committee and members;
- (2) Be custodian of the corporate seal;
- (3) Maintain the official list of the members of the Corporation;
- (4) Maintain the official list of State Coordinators;
- (5) Maintain a file of all reports and official correspondence of the officers and the Board of Directors; and
- (6) Perform other duties requested by the Board of Directors or President.

Section 4.10. Executive Director. The Executive Director shall have executive authority for the management of the business and affairs of the Corporation, subject to the control of the Board of Directors. The Executive Director may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The Executive Director shall have discretion to prescribe the duties of other employees of the Corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

The Executive Director shall not be a director of the Corporation.

The Executive Director may attend and speak at all Board of Directors and Executive Committee meetings, except when matters of the Executive Director's own employment are under consideration. The Executive Director may attend and speak at all meetings of standing and special committees except those of the Elections, Audit and Bylaws committees which the Executive Director may attend by invitation of the committee chairs. The Elections, Audit or Bylaws committees shall meet with the Executive Director at the Executive Director's request.

ARTICLE V — STANDING COMMITTEES

Section 5.1. Executive Committee. The Executive Committee of the Board of Directors shall consist of all of the officers of the Corporation and two other Directors elected annually by a majority of the voting members of the Board of Directors. The Executive Director shall not have a vote in the Executive Committee.

The Executive Committee may exercise all of the powers and authority of the Board of Directors. Notwithstanding the foregoing, the Executive Committee may not:

- (1) Purchase, lease or sell real estate or borrow money on the Corporation's behalf;
- (2) Remove an officer or a Director;
- (3) Fill a vacancy on the Board of Directors or replace an officer;
- (4) Appoint or remove the Executive Director;
- (5) Approve or amend the budget;
- (6) Enter into a partnership agreement with another organization;
- (7) Amend the Articles of Incorporation or these Bylaws; and
- (8) Approve any action that, under applicable law or the provisions of these Bylaws, requires the approval of the members.

Notice and agenda of Executive Committee meetings shall be delivered to all Directors at least five working days in advance of the meeting date. Any Director who is not a member of the Executive Committee may attend an Executive Committee meeting without voice or vote.

The Secretary shall present Executive Committee meeting minutes within 15 calendar days of each meeting to the Board of Directors and report to each Board of Directors meeting the actions taken by the Executive Committee since the last Board of Directors meeting.

Section 5.2. Budget/Finance Committee. The Budget/Finance Committee of the Board of Directors shall consist of the Treasurer as chair and as many as two other authorized representatives of a member. The Budget/Finance Committee shall work with the Executive Director to prepare a budget to present to the Board of Directors no later than 10 working days prior to the regular Board of Directors meeting immediately before the start of the fiscal year. In addition, the Budget/Finance Committee shall monitor cash flow projections, review monthly financial statements, review the audit and propose amendments to the budget. Other than the Treasurer, no member of the Audit Committee may also be a member of the Budget/Finance Committee.

Section 5.3. Audit Committee. The Audit Committee shall consist of a chair and as many as two other Directors elected annually by the Board of Directors who are not officers or members of the Budget/Finance Committee. In addition, the Treasurer serves as an ex-officio member of the Audit Committee. At least one Audit Committee member shall have appropriate financial experience. The Audit Committee shall:

- (1) Select the outside auditor of the Corporation and determine the services the auditor will perform,
- (2) Review any reports prepared by the auditor and report its findings to the Board of Directors and the Corporation's members, and
- (3) Check that accounts are properly kept, income and expenses properly booked and perform other oversight functions, as may be assigned by the Board of Directors or the Executive Committee, to ensure responsible custodianship of the Corporation's assets.

Section 5.4. Fundraising and Development Committee. The Fundraising and Development Committee shall recommend a fundraising and development plan for the approval of the Board of Directors and implement the plan.

Section 5.5. Membership Committee. The Membership Committee makes recommendations to the Board of Directors about membership services, programs and initiatives to increase membership.

Section 5.6. Youth and Ambassadors Committee. The Youth and Ambassadors Committee shall consist of the Directors elected from the Youth Delegates and from the qualified participants of Ambassador Association, and as many other Directors or other individuals as the Board of Directors deems necessary. The Youth and Ambassadors Committee makes recommendations to the Board of Directors to develop and maintain effective national youth and Ambassador programs and to provide services to assist members' local youth programs.

Section 5.7. Site Selection Committee. The Site Selection Committee recommends to the Board of Directors for its approval the date and location of the Annual Conference in accordance with policies and procedures set by the Board of Directors. No Director who lives in the same state as any voting member bidding for the conference site may serve on this committee. The President shall appoint a Director to act as chair and a minimum of two other Directors to serve on this committee.

Section 5.8. Conference Committee. The Conference Committee recommends to the Board of Directors for its approval the program for the Annual Conference.

Section 5.9. Governance Committee. The Governance Committee prepares reports and recommendations to the Board of Directors concerning the governance of the Corporation and its policies and procedures. The Governance Committee offers its recommendations on proposed amendments to the Articles of Incorporation to the Board of Directors for its consideration. The

President shall appoint a Director to act as chair and a minimum of two other Directors to serve on this committee.

Section 5.10. Strategic Planning Committee. The Strategic Planning Committee recommends, evaluates and updates the Corporation's strategic plan for consideration by the Board of Directors.

Section 5.11. Elections Committee. The Elections Committee shall consist of the Secretary and four individuals, each of whom is an authorized representative of a member of the Corporation but is not a Director. The Secretary shall chair the Elections Committee. The Elections Committee shall review the qualifications of candidates for the Board of Directors and supervise the election, including presentation of candidacy statements, preparation of ballots, conduct of elections and tallying of ballots. No member of the Elections Committee may be a candidate in an upcoming election. A Secretary who seeks to run for re-election shall immediately resign as Secretary, and the Board of Directors shall elect a new Secretary.

Section 5.12. Human Resources Committee. The Human Resources Committee reviews all personnel policies and procedures developed by the Executive Director and makes recommendations to the Board of Directors regarding personnel policies and procedures. The Human Resources Committee shall also conduct the preliminary annual evaluation of the Executive Director and make recommendations about the evaluation and to set management objectives for the next year to the Board of Directors for its approval. The President shall appoint a Director to act as chair and a minimum of two other Directors to serve on this committee.

Section 5.13. Bylaws Committee. The Bylaws Committee shall consist of one (1) Director and four (4) individuals, each of whom shall be an authorized representative of a member of the Corporation but is not a Director. The Bylaws Committee shall review and recommend on a periodic basis revisions to the Bylaws to the Board of Directors and members of the Corporation, pursuant to Article XIII.

Section 5.14. Committee Composition. All appointments to a committee shall be approved by the Board of Directors. Unless otherwise prescribed, the President shall appoint to each committee (1) a minimum of two Directors and (2) any number of other persons. Unless otherwise prescribed, any person on a committee shall serve at the pleasure of the Board of Directors, except for those who serve on a committee as an officer of the Corporation.

Section 5.15. Additional Standing Committees. The Board of Directors may designate additional standing committees.

Section 5.16. Meeting Times, Action Items. Each committee shall meet regularly at times designated by its chair. The chair shall submit recommended action items for the Board's consideration to the President at least 30 working days before the next meeting of the Board of Directors and a written report to the President and the Executive Director at least twenty working days before the next regular Board meeting for distribution to the Directors.

Section 5.17. Quorum. A quorum of a committee unless otherwise specified in these Bylaws is a majority of the voting members of the committee.

Section 5.18. Agendas. The chair of each committee shall distribute a written agenda at least one week prior to its next meeting to committee members, the Board of Directors and the Executive Director. Within one week following a meeting, the chair shall distribute to those who received the agenda a summary of the meeting including all committee actions, decisions and recommendations.

Section 5.19. Responsibility. The designation of any committee and the delegation thereto of authority shall not relieve the Board of Directors or any member, of any responsibility imposed by law, the Articles of Incorporation or these Bylaws.

Section 5.20. Financial Obligations. Other than expenditures authorized in the budget, no committee shall expend money or incur a financial obligation for the Corporation without the approval in advance of the Board of Directors.

Section 5.21. Miscellaneous Committee Provisions. All committees except the Bylaws and Audit Committees act in an advisory capacity to the Board of Directors, and each has powers and duties not inconsistent with law, the Articles of Incorporation and these Bylaws. Each committee shall keep a full and fair account of its transactions and transfer that information to the incoming chair and committee members.

ARTICLE VI — AFFILIATED ORGANIZATIONS

The Board of Directors may recognize or establish one or more organizational units or other special groups within or affiliated with the Corporation including, but not limited to:

- (1) An Advisory Board to provide assistance and advice to the Corporation composed of members and officers appointed by the President with approval of the Board of Directors for a term of two years eligible to be re-appointed for additional two-year terms;
- (2) A Council of Partners composed of representatives of partners of the Corporation selected for a term of two years eligible to be selected for additional two-year terms; and
- (3) An Honorary Board composed of persons who have served the Corporation in an exemplary manner and rendered outstanding service locally, nationally or internationally who are appointed by the President with approval of the Board of Directors for a two-year term eligible to be re-appointed for additional two-year terms.

ARTICLE VII — STATE COORDINATORS

Section 7.1. Purpose. State Coordinators shall work with Corporation members, facilitate the formation of new sister relationships, provide expertise at local, county and state levels and encourage the growth of existing programs.

Section 7.2. Appointment, Term. Each of the 50 states shall have at least one State Coordinator. The Board of Directors may authorize additional State Coordinator positions. Candidates for State Coordinator shall submit an application to the chair of the State Coordinators. Applications shall be considered by the State Coordinators who shall recommend individuals to be appointed by the Board of Directors to a term of two years. State Coordinators may be reappointed to additional terms.

Section 7.3. Meetings. State Coordinators shall meet at the Annual Conference and may meet at any other time when the Board of Directors meets or when the chair of the State Coordinators calls a meeting. At each Annual Conference, the State Coordinators shall elect a chair and a secretary for the next year.

ARTICLE VIII — ANNUAL CONFERENCE AND MEETINGS OF CORPORATION MEMBERS

Section 8.1. Annual Conference. The Annual Conference is the gathering of Corporation members and others that takes place before and after the Annual Meeting. The Board of Directors shall determine the date and location of the Annual Conference.

The Annual Conference's purpose is to:

- (1) Promote the mission of Sister Cities International;
- (2) Provide general information about the Corporation to the members;
- (3) Provide a program and workshops devoted to subjects of general interest to the members;
- (4) Increase national and international involvement and membership;
- (5) Provide opportunities for communities to meet and exchange information;
- (6) Provide a venue for host city and cooperating regional public and private organizations to establish global linkages;

- (7) Provide a forum for the members to meet and hear candidates for the Board of Directors; and
- (8) Solicit financial support for the Corporation.

Section 8.2. Annual Meeting. The Annual Meeting shall take place during, and at the location of, the Annual Conference and as stated in the notice of the meeting. At the Annual Meeting, Directors shall be elected, and any other business may be transacted which may properly come before the meeting.

Section 8.3. Special Meetings. Special meetings of the Corporation may be called by the Board of Directors or the Executive Committee and shall be called by the Board of Directors upon the written request of those members representing at least three percent of the total number of possible votes entitled to be cast by all members. The business conducted at a special meeting of members shall be confined to the purpose or purposes stated in the meeting notice. All special meetings of Corporation members shall be held at such place as may be fixed from time to time by the Board of Directors and stated in the meeting notice.

Section 8.4. Notice of Meetings. Written notice of each meeting of members shall be given to each member entitled to vote at that meeting by the Secretary not less than 10 nor more than 50 days before such meeting.

Notice of any meeting of members shall state the place, date and hour of the meeting and,

- (1) in the case of a special meeting, the general nature of the business to be transacted,
- (2) in the case of an Annual Meeting, the general nature of matters which the Board of Directors, at the time the notice is given, intends to present for action by the members,
- (3) in the case of any meeting at which Directors are to be elected, the names of all eligible candidates, and
- (4) in the case of any meeting at which the members are to consider an amendment of the Bylaws or of the Articles of Incorporation, the text of such amendment(s), any accompanying reports of the Bylaws Committee or Governance Committee as applicable and any recommendation(s) or comment(s) of the Board of Directors on the proposed amendments.

A waiver in writing signed by an authorized representative of a member entitled to notice, whether before or after the time, shall be the equivalent of giving notice. The presence at a meeting of a voting delegate of a member entitled to notice constitutes a waiver of notice unless the voting delegate is attending the meeting to object to the lack of notice.

Section 8.5. Quorum. At any meeting of members, three percent of the total number of possible votes entitled to be cast by all members shall constitute a quorum. If quorum is present, the affirmative vote of the majority of votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by law or the Articles of Incorporation. Business shall not be conducted in the absence of a quorum.

Section 8.6. Transaction of Business at a Meeting of Members. At a special meeting, action may not be taken with respect to business, the general nature of which has not been stated in the notice to the meeting.

At an Annual Meeting, the only business that may be conducted is that which has been brought before the meeting: (1) by or at the direction of the President or the Board of Directors; (2) pursuant to the meeting notice; or (3) by any member entitled to vote at the meeting who complies with the procedures in these Bylaws.

For business to be properly brought before an Annual Meeting by a member, the member must be a voting member and must have given timely notice thereof in writing to the President. To be timely, a member's notice must be received at the Corporation's principal executive offices not less than 120 days, nor more than 150 days, prior to the date of the Annual Meeting; provided, however, if the members receive less than 135 days' advance notice or prior public disclosure of the date of the meeting, notice by the member to be timely must be received not

later than on the fifteenth date following the day on which notice of the Annual Meeting date was mailed.

A member's notice to the President shall set forth: (1) a brief description of the business such member desires to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting; and (2) the name and record address of the member proposing such business.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at the Annual Meeting except in accordance with the procedures set forth in this Section 8.6; provided, however, that nothing in this Section 8.6 shall be deemed to preclude discussion by the voting delegates of any member of any business properly brought before the Annual Meeting in accordance with such procedures. The presiding officer of the annual meeting shall, if the facts warrant, determine that business was not properly brought before the meeting in accordance with the provisions of this Section 8.6, and shall so declare to the meeting, and any such business not properly brought before the meeting shall not be transacted.

Section 8.7. Membership Resolutions. At a meeting of the members, members may pass resolutions making recommendations to the Board of Directors on any matter determined to be in the membership's interest and the organization's purposes. Proposed resolutions must be submitted to the President in accordance with Section 8.6. The Governance Committee will determine at least 50 days before the meeting of members whether any proposed resolutions conflict with the Articles of Incorporation or these Bylaws.

ARTICLE IX — VOTING OF MEMBERS

Section 9.1. Registration of Voting Delegates, Alternates. Each voting delegate and alternate will register as a voting delegate or alternate at the Annual Conference no later than 24 hours prior to the announced time for convening the Annual Meeting. Each voting delegate and alternate will register as a voting delegate or alternate at any special meeting of the Corporation no later than one hour prior to the announced time for convening the special meeting.

Section 9.2. List of Voting Delegates, Alternates. The Secretary shall maintain a list of all registered voting delegates and alternates prior to the distribution of any ballot at the Annual Meeting.

Section 9.3. Voting. Each voting member in good standing shall be accorded a certain number of possible votes in accordance with its dues classification:

- (1) Two (2) votes for voting members paying dues in the minimum classification;
 - (2) Three (3) votes for voting members paying dues in the next higher classification;
- and
- (3) Four (4) votes for voting members paying dues in all higher dues classifications.

A voting member may only cast as many votes as it has voting delegates present at the applicable meeting. Each delegate of a voting member shall be entitled to only one vote. Alternates may vote if the voting delegate is absent from the meeting. Should more voting delegates register for any voting member in excess of the number of votes the member is entitled to cast, the Elections Committee shall decide which, if any, delegates from that member may vote. For purposes of these Bylaws, the total number of votes that may be cast by voting delegates and alternates, if applicable, at the meeting shall be the total number of votes entitled to be cast at the meeting.

Except in cases where otherwise provided, voting at the Annual Meeting or special meetings shall be by voice vote, unless five or more voting delegates call for a counted vote.

Proxy voting is not permitted.

Section 9.4. Ballots. Elections shall be conducted only on paper ballots. No ballot shall be counted whereon it appears that the voting delegate has voted for a greater number of candidates than there are vacancies to be filled.

ARTICLE X — MISCELLANEOUS PROVISIONS

Section 10.1. Recorded Meetings. The Secretary shall record on tape all meetings of the members, the Board of Directors and Executive Committee and preserve the tapes for a minimum of five years.

Section 10.2. Offices. The Board of Directors shall determine the location of the Corporation's principal office. The Corporation may have any additional offices as the Board of Directors may determine.

Section 10.3. Bonds. The Board of Directors shall require bonds to be furnished by all employees handling the Corporation's finances in the amount it deems desirable or necessary. The bond shall be approved by the President and the premium paid by the Corporation.

Section 10.4. Fiscal Year. The Corporation's fiscal year is January 1 to December 31.

Section 10.5. Proxy Voting. Proxy voting is not permitted in meetings of the Board of Directors, the Executive Committee or any other committee.

Section 10.6. Roll Call Votes. Any vote taken during a teleconference or videoconference shall be a roll call vote and recorded in the meeting's minutes.

ARTICLE XI — INDEMNIFICATION

Section 11.1. Right to Indemnification. To the fullest extent permitted by law, every person who is or was a Director, officer, employee or agent of the Corporation shall have a right to be indemnified by the Corporation against all reasonable expenses incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he or she may become involved as a party or otherwise by reason of being or having been a Director, officer, employee or agent of the Corporation, provided, however, that said claim, action, suit or proceeding shall be prosecuted to a final determination and he or she shall be vindicated on the merits or, in the absence of such a final determination vindicating him or her on the merits, as the Board of Directors shall determine, subject to the provisions of Section 11.2, that his or her conduct did not constitute negligence or misconduct in the performance of a duty and that he or she fully cooperated with the Corporation in the defense or disposition of any said claim, action, suit or proceeding, such determination to be made by the board acting through a quorum of disinterested Directors or, in the absence of such quorum, on the basis of an opinion of counsel.

Section 11.2. Reasonable Expenses, Resolutions. For purposes of Section 11.1, "reasonable expenses" shall be deemed to include but not be limited to reasonable counsel fees and disbursements, judgments, fines, penalties and reasonable amounts paid in settlement; and "claim, action, suit or proceeding" shall be deemed to include every claim, action, suit or proceeding, whether civil or criminal, derivative or otherwise, administrative, judicial or legislative, at the trial level or on review, and shall include any reasonable apprehension or threat of such a claim, action, suit or proceeding. A settlement plea of *nolo contendere*, consent judgment, adverse civil judgment or conviction shall not of itself create a presumption that the conduct of the person seeking indemnification constituted negligence or misconduct in the performance of a duty, but the Board of Directors shall be bound by a civil judgment or conviction adjudging the person liable for or guilty of such negligence or misconduct.

Section 11.3. Indemnification Rights. The right of indemnification shall extend to any person otherwise entitled to it under this article whether or not that person continues to be a Director, officer, employee or agent of the Corporation at the time such liability or expense is incurred. The right of indemnification shall extend to the legal representative and heirs of any person otherwise entitled to indemnification. If a person meets the requirements of this article with

respect to some matters in a claim, action, suit or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former. Advances against liability and expenses may be made by the Corporation on terms fixed by the Board of Directors subject to an obligation to repay if indemnification proves unwarranted.

Section 11.4. Good Faith Reliance. To the fullest extent permitted by law, the Corporation's Directors, officers, employees and agents shall in the performance of their duties be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officers or committees selected and supervised with reasonable care, by an independent certified public accountant, by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying in good faith upon other records of the Corporation.

Section 11.5. Liability and Expense Insurance. Without limiting the generality of the foregoing and to the fullest extent permitted by the laws of the District of Columbia, the Corporation may purchase and maintain insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any of the foregoing persons pursuant to this article.

Section 11.6. Miscellaneous provisions. This Article shall not exclude any other rights of indemnification or other rights to which any Director, officer, employee or agent may be entitled by contract, by vote of the Board of Directors or as a matter of law. If any clause, provision or application of this article shall be determined to be invalid, the other clauses, provisions or applications shall not be affected but shall remain in full force and effect. The provisions of this article shall be applicable to claims, actions, suits, or proceedings made or commenced after its adoption, whether arising from act or omissions occurring before or after its adoption.

ARTICLE XII — PARLIAMENTARY AUTHORITY

The rules contained in the most recent and current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws and any special rules of order the Corporation may adopt and any laws applicable to this organization.

ARTICLE XIII — AMENDING THE BYLAWS

The Board of Directors or any voting member must submit all proposed Bylaw amendments to be considered at the next Annual Meeting to the chair of the Bylaws Committee no less than 150 days before the announced date of the Annual Meeting.

The Bylaws Committee submits all proposed Bylaw amendments to the Board of Directors for review and consideration. The Board of Directors may recommend that the members accept or reject the proposed amendments, or the Board of Directors may decline to take a position.

All amendments to the Bylaws presented to the Bylaws Committee that have not been withdrawn or that the Bylaws Committee has determined do not conflict with law or the Articles of Incorporation will be presented at the next meeting of members, subject to applicable notice requirements.

An amendment to the Bylaws must be approved by at least two-thirds of the votes entitled to be cast at a meeting of members.

ARTICLE XIV - AMENDMENTS TO ARTICLES OF INCORPORATION

Section 14.1. Proposed Amendment(s). Proposed amendments to the Articles of Incorporation shall be submitted to the President and the chair of the Governance Committee. The Governance Committee shall promptly review all proposed amendment(s) for continuity, language

consistency with the Corporation's charter documents and shall present its views to the Board of Directors. The Board may consider any proposed amendment at its own discretion.

Section 14.2. Amendment Process. The Board of Directors may adopt a resolution setting forth a proposed amendment and submitting it to a vote at the Annual Meeting, subject to the notice requirements in Section 8.4. The amendment(s) are not subject to amendment from the floor and shall be adopted upon the affirmative vote of at least two-thirds of the votes entitled to be cast at a meeting of members.

Adopted: December 2, 1967	Amended: March 13, 1976	Amended: July 17, 1993
Amended: December 6, 1968	Amended: August 19, 1981	Amended: November 7, 1993
Amended: August 29, 1970	Amended: March 20, 1982	Amended: July 23, 1996
Amended: September 17, 1971	Amended: July 19, 1986	Amended: July 24, 1999
Amended: March 5, 1972	Amended: March 11, 1988	Amended: July 28, 2001
Amended: August 19, 1972	Amended: July 23, 1988	Amended: July 20, 2002
Amended: March 4, 1973	Amended: May 16, 1992	Amended and Restated: July 26, 2003
Amended: September 21, 1974	Amended: July 11, 1992	
Amended: March 2, 1975	Amended: March 21, 1993	