

# By-laws of the Cornell International Affairs Society, Inc.

## ARTICLE I

### OFFICES, PURPOSES & QUALIFICATIONS

- Section 1. Offices. The offices of the corporation shall be located in the County of Tompkins, State of New York. The corporation may also have offices and places of business at such other places, within or without the State of New York as the board of directors may from time-to-time determine or the business of the corporation may require, as long as such location is permitted by § 1403 of the New York State Not-for-Profit Corporation Law (the “Law”).
- Section 2. Purposes. The purposes of this corporation are to engage in charitable fundraising for the purposes of collaboration to develop and promote the educational purposes of cultivating knowledge of international affairs in the service of all individuals, especially students at Cornell University; to exercise all the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in these by-laws, including all of the general powers set forth in § 202 of the Law, together with the power to solicit and receive grants, bequests and contributions for these stated purposes; to make and perform any contracts and do any other acts and things through the exercise of any power suitable, convenient, proper, or incidental for the accomplishment of any of the powers enumerated herein or in the by-laws, including to fix, levy, collect and enforce payment by any lawful means of any charges or assessments imposed pursuant to the terms of the by-laws, and to pay all expenses in connection therewith, including all office and other expenses incident to the conduct of the business of the corporation, and to do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Law; and in a manner consistent with the foregoing, to serve as a charitable, educational, and benevolent society without profit to its officers or directors, all for the general public good, all pursuant to the provisions of the Law and § 510(c)(3) (and related provisions) of the Internal Revenue Code, and all related and implementing Regulations (the “Code”), each and all as now exist, or as the same may be hereafter amended, replaced, or re-codified. The board of directors may, by resolution, state and adopt such additional purposes as are then deemed in the best interests of the corporation, subject to the review and repeal thereof by the members.
- Section 3. General and Special Powers. The corporation shall have all general and special powers accorded to Not-for-Profit corporations by the State of New York, including all powers set forth in §§ 202 and 1403 of the Law. However, all such powers, and the method and manner of exercise thereof, shall be limited in accord § 204 of the Law and § 501(c)(3) of Code.
- Section 4. Membership and Qualifications. The corporation is a membership corporation and the

rights, privileges and duties of members are set forth in these by-laws. All persons who are members, and all persons who serve the corporation as directors, officers, or upon any committee, shall by so accepting such membership or duties, duly be deemed to have knowingly warranted and affirmed that they are not disqualified from participating in the business and operations of the corporation pursuant to any prohibition or debarment in law, including but not limited to, the rules and prohibited persons lists of the U.S. Office of Foreign Assets and Control. In addition, no person who is an employee of the corporation may serve as chair of the board of directors, or any in any equivalent executive position or capacity as such rule and terms are used and defined in § 713 of the Law.

## **ARTICLE II**

### **MEMBERS AND MEMBERSHIP DUTIES AND QUALIFICATIONS**

Section 1. *Members.* Members of the corporation shall consist of those natural persons who have signed the Certificate of Incorporation as incorporators, together with all persons who are hereafter received in and qualified for membership pursuant to these by-laws, or whom are appointed as members by the board of directors.

There shall be one class of members, and all members shall individually and collectively have and possess each and all of the rights and privileges of members as provided for in and by the Law, including the right to vote, to attend meetings of members, and to elect officers and directors of the corporation.

Membership in the corporation shall be evidenced by the written listing of natural persons in the official membership roll of the corporation, which shall at all times be kept up-to-date by the Secretary of the Executive Committee and produced for inspection by any member, officer, or director upon reasonable request.

Section 2. *Qualifications for Members.* Members must meet the following four requirements *before* becoming members (unless appointed by or to the board):

- (1) The person must subscribe to the purposes and basic policies of the corporation;
- (2) Such person must be a full-time or part-time student enrolled at Cornell University in an on- or off-campus program, including study abroad, and including as a teaching or research assistant, or employment in a like or similar capacity, including for qualified training;
- (3) The person must have at least 6 recorded attendances at meetings of the members, training meetings, or any combination of the foregoing; and
- (4) Such person must have a record of participatory attendance at a minimum of one conference approved by the corporation for participation, with conference engagement being at or above the minimum requirements set forth by the designated Head Delegate of such event (as defined by the corporation or event sponsor for each event) or, in lieu

thereof, by documented full participation as an operational or organizational member or volunteer upon the staff, dais, or Secretariat at a local conference.

Section 3. Annual Audit of Members. The Corporation, through its Secretary, shall conduct an annual enrollment of members, but persons may be admitted to membership at any time by meeting the qualifications therefor.

Section 4. Duration and Renewal of Memberships. Once admitted, membership continues from year-to-year and does not lapse due to sabbatical leaves, University-approved leaves of absence, breaks, a summer or holiday hiatus, or other like reasons, until the earlier of death, removal, resignation, or departure from Cornell University as a student or teaching or research assistant (or position or employment in a like or similar capacity, including qualified training).

Any such loss of membership (death, removal, etc., as noted above) results in the loss of all benefits, rights and privileges provided by the corporation, including the right to attend corporate meetings and to vote on matters to be voted on by members.

Section 5. Resignation. Any member may withdraw as a member of the corporation by creating a written notice of such intention, which becomes effective upon delivery by any person to any director or officer of the corporation. Any person who receives any such notice shall deliver the same to the Secretary, who shall cause such notice to be presented to the Board of Directors at its next meeting. A resignation need not be accepted, approved, or acknowledged to effective, and no resignation releases or removes any past or ongoing obligation the member had or owes to the corporation. Any member who resigns shall, upon delivery of such written resignation to any member, director, or officer, immediately lose all benefits, rights and privileges provided by the corporation, including the right to attend corporate meetings and to vote on matters to be voted on by members.

Section 6. Suspension and Expulsion. It shall be the duty and responsibility of each member to uphold the principles of the corporation and to be loyal to it, to refrain from any act or omission that tends to discredit the corporation or prejudice its best interests, and to abide by the provisions of any contract or agreement approved by the corporation. A member may be suspended for a period of 60 days or expelled, but only for and upon good cause as determined by the board of directors. For cause includes the violation of any of the by-laws or rules of the corporation, engaging in conduct prejudicial to the best interests of the corporation, or the commission of a misdemeanor, felony, or other act of moral turpitude involving theft, dishonesty, embezzlement, or like civil or criminal activities.

Suspension or expulsion shall only occur upon the concurring vote of at least 67% of the board of directors, provided first that a statement of the charges shall have been served upon the affected member at least 10 days before a hearing, which statement shall contain a notice of the time when and place where such hearing before the board of directors will occur. The member shall be given an opportunity to present an explanation or defense at such hearing, and may produce such relevant witnesses and

evidence as he or she deems advisable, within reasonable limits as prescribed by the board of directors.

Any member who is suspended loses all benefits, rights and privileges provided by the corporation, including the right to attend corporate meetings and the right to vote on matters to be voted on by the members, for the duration of the period of suspension. Expelled members lose such rights permanently and may never again qualify for membership in the corporation.

Further and alternate procedures regarding the removal of members are set forth in Article XI, *infra*.

Section 7. Vote. Each member shall have one vote at meetings of the members.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS AND PROCEDURES**

Section 1. Annual Meetings. The annual meeting of members shall be held in September, and notice of the time and place of such annual meeting shall be given personally, mailed by first class, or delivered electronically by facsimile or email, it shall be given not less than 10 nor more than 50 days before the date of the meeting. Delivery shall be deemed sufficient if to an email or electronic address provided to the Secretary by the member for such purposes.

Section 2. Special Meetings. Special meetings of members may be called by the President at any time on his or her own initiative, or by the President or Secretary upon the written request of 20% or more of the members made in writing. Notice of the meeting shall be mailed (or emailed) in the same manner as notices of annual meetings, and at such special meeting there shall only be considered such business as is specified in the notice of the special meeting.

Section 3. Waiver of Notice. Members may expressly waive notice of any meeting at, before, or after any such meeting, and the attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of such notice.

Section 4. Adjournments. When an annual or special meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Participation by Remote Means. Any member may participate at any meeting by means of any electronic, telephonic, or remote means using any method of video, audio, internet, digital, analog, telephonic, satellite, or cellular data or voice transmission ("Remote Means") as may be approved by the board of directors. The listing of one or more

known methods of communication by Remote Means shall not preclude the use or approval of new or different forms of communication by remote means in the future. The Secretary shall take such reasonable steps as are deemed appropriate to verify that the person or entity attending by Remote Means is entitled to participate, and the Secretary shall ensure that participation by Remote Means enables and allows all meeting participants to hear and communicate with each other such that meaning may be imparted and discussion can occur, and that the member participating by Remote Means has duly verified for and upon the record that all discussions and deliberations are private, confidential, and not subject to perception or reception by third parties. Participation by Remote Means shall constitute presence in person and counts towards any quorum requirements.

- Section 6. Quorum. At all meetings of the corporation, either regular or special, the presence in person of a majority of all members in good standing shall constitute a quorum. If a quorum is not present, the presiding officers may adjourn the meeting to a subsequent day and hour fixed by the officers without need of issuing a new notice.
- Section 7. Voting. Each member shall be entitled to one vote. Where the manner of deciding any question is not otherwise prescribed, it shall be decided by a majority vote of the members present in person or by absentee ballot if the presiding officer deems it appropriate.
- Section 8. Order of Business. At all meetings of the members of the corporation the order of business shall be as follows: the reading of minutes of the last meeting for information and approval; the reports of officers and committees; the election of officers to fill the designated directorships or, if at the second meeting for the election of directors, then the filling of remaining directorship seats; any unfinished business; and finally any new business.
- Section 9. Action Without Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent signed by all of the members entitled to vote thereon, provided such consent clearly sets forth the action to be taken. Such written consent by all members entitled to vote shall have the same effect as a unanimous vote of members.
- Section 10. Anti-Discrimination Prohibition. No person seeking membership and no member of the corporation shall be discriminated against because of age, race, creed, color, national origin, sex, mental or physical disability, immigration status, marital status, sexual orientation, or sexual identity; nor shall the corporation discriminate in the admission of new members, or the election or appointment of members, officers, or directors to the based upon any such classification.

## **ARTICLE IV**

### **DIRECTORS AND THE BOARD OF DIRECTORS**

- Section 1. Number; Tenure. The number of directors which shall constitute the entire board of

directors shall be 9, or such greater number as shall be designated by amendment to these by-laws. Each director shall be elected to serve a two-year term and no director may serve more than 5 consecutive terms, nor more than 5 terms over their lifetime, unless such director has not served upon the Board for a continuous period of 4 consecutive full years. All directors shall be considered "in term" until their successor has been elected and has qualified. The Nominating Committee shall ensure that the board of directors is filled and without vacancies within a month of the date of election of the corporation's officers, including by present timely slates of directors or nominations to the members at the meetings whereat officers will be elected.

Section 2. Manner of Election. Three of the directorship seats shall be filled by the elected President, Vice President, and Treasurer, as so elected by the members annually. The Vice President of Public Relations and Secretary shall not constitute or fill a director's seat. The remaining 6 (or more or less) directorships shall be filled annually at large by the Nominating Committee. Additional grounds and procedures governing elections, removal, or impeachment are set forth in Article XI, infra.

Section 3. Resignation; Removal. Any director may resign at any time. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. Unless otherwise specified therein, the acceptance of such resignation by the board of directors shall not be needed to make a resignation effective.

The board of directors may by majority vote of all directors then in office remove any director, with or without cause at any time. In no event may there be less than one director, and if all directors shall resign, and notwithstanding the foregoing, the last director so resigning: (a) shall automatically be appointed to the Nominating Committee; and (b) shall not have such resignation recognized or accepted by the corporation, and neither shall it become effective, until his or her successor is duly elected, has been qualified to so serve, and has assumed the seat of a director. Additional grounds and procedures governing removal or impeachment are set forth in Article XI, infra.

Section 4. Vacancies. If any vacancies occur on the board of directors by reason of the death, resignation, retirement, disqualification, or removal from office of any director, or if any new directorships are created, all of the directors then in office, although less than a quorum, may, by majority vote choose a successor or successors or fill the newly created directorship, and the directors so chosen shall hold office until their successors shall be duly chosen by the Nominating Committee and qualified. The board of directors or the President may call special meetings to temporarily or permanently fill such vacancies as may exist.

Section 5. Nominations of Persons for Election to the Board of Directors. Nominations of persons for election to the board of directors of the corporation may be made by the written consent or statement of a majority of the board of directors, by the Nominating Committee, or by the members. Nominations, other than those made by the Nominating Committee, shall be made pursuant to timely notice in writing to the Vice President of the corporation. To be timely, such notice shall be delivered to or mailed and received at the

principal executive offices of the corporation not less than 7 days nor more than 90 days prior to the meeting at which any such election will occur; provided, however, that in the event that less than 40 days' notice or prior public disclosure of the date of the meeting is given or made, notice, to be timely, must be so received not later than the close of business on the 10<sup>th</sup> day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.

Such notice shall set forth, as to each person who nominated for election or re-election as a director, (i) their name, age, business address, and residence address, (ii) their principal occupation, (iii) relevant or prior business experience, (iv) any other offices or directorships held currently or within the past 5 years, together with the name of the entity and a description of the position held and duties performed, (v) whether there are any contracts or transactions between such person and the corporation or any of its members, directors, or officers, and (vi) a disclosure of any potential conflicts of interest, or an express statement that no conflicts are known to exist.

The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation.

No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein. The President shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if (s)he should so determine, (s)he shall so declare to the meeting, and the defective nomination shall be disregarded.

Section 6. Honorary Members of the Board of Directors. The board of directors may appoint one or more honorary members of the board by unanimous vote of the whole of the board. Honorary members shall only be advisory and ex-officio members of the board, and shall not (i) be entitled to vote on any matter before the board, or (ii) eligible to attend any executive sessions unless invited by the President or Vice President.

Section 7. Basic Duties of Directors. The directors may and should: (a) hold and attend meetings at such times and places as required or permitted under these by-laws; (b) remove board and committee members; (c) review bills and disbursements of the funds of the Corporation; (d) print and circulate documents and publish articles; (e) carry on correspondence and communicate with other associations interested in cultivating knowledge of international affairs in the service of all individuals, especially students at Cornell University; (f) strive to raise funds, encourage monetary donations, and secure sponsorships to aid in the mission of the organization; (g) employ agents and hire employees of the corporation; (h) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the corporation; (i) manage and modify the corporation's investments; and (j) do and perform such other acts and services alter as required by the board of directors or as set forth in the certificate of Incorporation or these by-laws.

Section 8. Proxies. Directors may not sign, provide, or designate any proxy; nor may the

corporation recognize any proxy of, for, or from any director as valid for any purpose.

## ARTICLE V

### MEETINGS OF THE BOARD

- Section 1. General. Meetings of the board of directors are private and no person who is not a director or officer of the corporation may attend any meeting unless expressly so invited. The board of directors may hold meetings both regular and special either within or without the State of New York at any time and upon any day.
- Section 2. Regular Meetings. Regular meetings of the board of directors may be held at such time and at such place as shall from time to time be determined by the board, but there should never be fewer than 2 regular meetings in a year.
- Section 3. Special Meetings. Special meetings of the board of directors may be called by the President or by the concurrence in writing of two-thirds of the directors then in office. The President, or the board members so calling such meeting, shall serve or deliver upon the Vice President a document stating the date, time and location of such special meeting, and the Vice President, if (s)he shall be satisfied that the meeting was lawfully requested, shall serve each director with notice of such meeting, either personally, by mail, by telegram, or by email, on not less than seven (7) days' notice to each director.
- Section 4. Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all of the directors consent in writing to the adoption of the resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the board and any action so authorized shall be the act of the board of directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the board.
- Section 5. Quorum. At all meetings of the board of directors a majority of the entire board shall be necessary to and constitute a quorum for the transaction of business, unless more than nine (9) members shall constitute the full board, and then and in such event the quorum requirements shall be as stated in § 707 of the Law. The vote of a majority of the directors present at the time of the vote, if a quorum is present, shall be the act of the board of directors, except as may be otherwise specifically provided by law, by these by-laws, or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present. Notice of any such adjournment shall be given to any directors who were not present and, unless announced at the meeting, to the other directors.
- Section 6. Participation by "Remote Means". Any director or honorary member of the board may participate at any meeting by means of any electronic, telephonic, or remote means using any method of video, audio, internet, digital, analog, telephonic, satellite, or cellular data or voice transmission ("Remote Means") as may be approved by the board of directors. The listing of one or more known methods of communication by Remote



Means shall not preclude the use or approval of new or different forms of communication by Remote Means in the future. The board of directors shall take such reasonable steps as it deems appropriate to verify that the person or entity attending by Remote Means is entitled to participate. The board of directors may make and enforce such rules and restrictions pertaining or relating to Remote Means communications as it deems in the best interests of the corporation. Participation by Remote Means shall only be valid if (1) all persons participating in the meeting can hear or communicate with each other such that meaning may be imparted and discussion can occur, and (2) only if the person or entity participating by Remote Means states or communicates on the record that all discussions and deliberations are private, confidential, and not subject to perception or reception by third parties. Participation by Remote Means shall constitute presence in person at such meeting, and shall count towards any quorum requirements.

- Section 7. Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the board of directors a fixed fee and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or any committee of the board, provided that (i) nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor, and (ii) no such payment or reimbursement shall be proposed or made in violation of the § 510(c)(3) (and related provisions) of the Code.
- Section 8. Procedures. Board parliamentary procedure and rules of order shall be governed by Robert's Rules of Order, 10<sup>th</sup> Edition (the "Rules"), as applied to deliberative assemblies. However, by a two-thirds vote of the board, such Rules may be temporarily suspended to allow alternate procedures where it is determined that such temporary suspension is necessary to permit accelerated or detailed discussion without formality. No such temporary suspension of the Rules shall continue from meeting to meeting, from session to session, or from agenda item to agenda item, and such suspension of the Rules may be terminated by a one-third plus one vote of the board.
- Section 9. Board Votes. At all meetings of the board of directors, each director present shall have one (1) vote. Voting by the director is permitted Remote Means so long as such director orally states his/her vote at and before the members participating in such meeting.
- Section 10. Majority Vote. Except as otherwise provided by statute, by the certificate of incorporation, or by these by-laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors.

## **ARTICLE VI**

### **COMMITTEES OF THE BOARD**

- Section 1. Designation. The board of directors, by resolution adopted by a majority of the entire board, may designate from among its members one or more committees, each consisting of one or more directors and such other committee members as the board shall appoint.

Each committee shall have one chairperson who shall be responsible to ensure that

minutes of any committee meetings shall be kept and preserved. Committee Chairpersons shall be directors of the corporation.

Where so authorized by the board and allowed under the Law, the committee shall have the authority of the board as so designated by the board. However, no such committee shall have or be designated or assigned any authority as to any of the following matters: (a) the taking of any action prohibited by resolution of the board or of the members, by law, by these by-laws, or by the articles of incorporation; (b) the fixing of compensation of any director or committee member for serving on the board or on any committee; (c) the amendment or repeal of any resolution of the board or of the members; (d) any other action prohibited by the board of directors, or as to which the board of directors does not have the power to take or decide, whether by law, agreement, the terms of the articles of incorporation, or otherwise.

The board may designate one or more directors as alternate members of any such committee, who may stand-in for any absent member or members at any meeting of such committee.

Section 2. Committees. The following committees shall have perpetual existence:

*Executive Committee:* This committee shall be comprised of five members; the three officers of the corporation that are also directors (the President, the Vice President, and the Treasurer), the Secretary, and the Vice President of Public Relations. Appointed Secretary-Generals shall be ex-officio members of this committee and shall be notified of all meetings.

*Nominating Committee:* This committee shall be comprised of three members all of whom are directors and officers, consisting of the President, the Vice President, and the Treasurer. The Nominating Committee shall always entertain nominations and suggestions from the members and shall assist members in making formal nominations. The Nominating Committee shall compile a list of all nominations and proposed nominees and slates of nominees for directorship seats and ensure that the same are available to the board and members at least 14 days before the annual elections whereat officers and directors will be elected. The Nominating Committee shall further, at least 14 days prior to such meetings compile and present a full list of all persons who have been nominated for any officer position, whether by third parties, the Nominating Committee, the board of directors, or by self-nomination, to the members and the board.

*Financial Committee:* This committee shall be comprised of three members; two of which are directors and officers (the President and the Treasurer), and one more member who is a seated director as chosen and appointed to the committee by the President. This committee shall be in charge of auditing the financial statements on an annual basis, presenting the results for review, and creating financial guidelines for the corporation and its investments.

The recitation or listing of one or more committees in these by-laws does not preclude the creation or appointment of other committees by the board. The President may

designate such other standing committees as (s)he deems appropriate, and once so designated, the board of directors shall populate such committee with such members as may be deemed necessary and prudent to allow such committee to fulfill its purpose(s).

Section 3. Tenure; Reports. The Nominating Committee, Executive Committee, and Financial Committee shall be perpetual standing committees, and all other committees shall serve at the pleasure of the board. All committees shall keep minutes of meetings and report the same to the board, and all committees may appoint such ex-officio members as they shall deem necessary or advisable, on the consent of the board of directors or the President.

Section 4. Committee Procedures. Each committee shall adopt such internal procedures as it deems necessary to meet its goals, except that in all cases and for all committees, a quorum is necessary for the committee to take any formal or official action, or to make any recommendation to the board, the members, or the corporation. However, in limitation of the foregoing, the board may mandate that the committee follow certain parliamentary procedures and adhere to certain quorum or voting requirements.

## **ARTICLE VII**

### **NOTICES**

Section 1. Form; Delivery. Notices to directors shall be in writing and may be delivered personally or by mail, telegram, facsimile, or email, at any such location, number, address, URL, domain, or related location provided by a director for delivery and receipt of such notices. Notice by mail shall be deemed to be given at the time when deposited in the post office or letter box, in a post-paid sealed wrapper. All other methods of delivery of notices shall be deemed completed when delivered.

Section 2. Waiver. Whenever a notice is required to be given by any statute, the certificate of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. In addition, any director attending any meeting of the board without protesting the lack of adequate notice thereof at the commencement of such meeting shall be conclusively deemed to have waived notice of such meeting.

## **ARTICLE VIII**

### **OFFICERS**

Section 1. Executive Officers. The executive officers of the corporation shall be a President (who shall also act as President/Chairperson of the board of directors), a Vice President, a Treasurer, a Secretary, a Vice President of Public Relations, and such subordinate or assistant officers as the board of directors may appoint. Executive officers shall be elected for 1-year terms by the members at the annual meeting or a special meeting called for such purpose. Additional grounds and procedures governing elections, removal, or impeachment are set forth in Article XI, infra.

- Section 2. Assistant and Subordinate Officers. The board of directors may select one (1) or more assistant treasurers, one (1) or more assistant secretaries, and such other subordinate officers or agents as it may deem proper from time to time, who shall each hold office only at the pleasure of the board. The board of directors may from time to time authorize the Executive Committee to appoint and remove such assistant and subordinate officers and agents and prescribe the powers and duties thereof.
- Section 3. Authority and Duties. All officers, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in these by-laws, or, to the extent not so provided, by the board of directors.
- Section 4. Term of Office; Removal. All officers shall be elected by the members of the corporation and shall hold office for one (1) year. Any such officer elected or appointed by the members of the corporation may be removed with or without cause at any time by procedures provided by these by-laws or as specified in the Law. Additional grounds and procedures governing removal or impeachment are set forth in Article XI, infra.
- Section 5. Compensation. Officers, as such, shall not receive any stated salary for their services, but, by resolution of the board of directors a fixed fee and expenses of attendance, if any, may be allowed, provided that (i) nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor, and (ii) no such payment or reimbursement shall be proposed or made in violation of the Law or the Code.
- Section 6. Vacancies. If an office becomes vacant for any reason, the members of the corporation shall fill such vacancy. If not filled within 30 days, the board of directors may fill such vacancy. Any officer so appointed or elected by the members or the board shall serve only for the unexpired term of his or her predecessor.
- Section 7. The President. The President shall be the president and chairperson of the board of directors, shall possess the title of Chief Executive Officer of the corporation, shall preside at all meetings of the directors, and shall have such other powers and duties as may from time to time be assigned by the board.
- Section 8. The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the board of directors or the President shall prescribe. The Vice President shall also attend all meetings of the board and record, or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose. The Vice President shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or the president. The Vice President, whenever required, shall be the official election inspector of the corporation. The Vice President shall keep in safe custody the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it and when so affixed, it shall be attested by his or her signature. The Vice President shall keep in safe custody the books and records of the corporation, and perform all other duties incident to the office of the

Vice President or as directed by the board.

- Section 9. The Secretary. The Secretary shall have such powers and duties as may from time to time be assigned by the board. The Secretary shall, in the absence or disability of the Vice President, perform the duties and exercise the powers of the Vice President.
- Section 10. Assistant Secretaries. The Assistant Secretaries, if any, in order of their seniority or in any other order determined by the board shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and perform such other duties as the board of directors or the Secretary shall prescribe.
- Section 11. The Vice President of Public Relations. The Vice President of Public Relations shall have such powers and duties as may from time to time be assigned by the board.
- Section 12. The Treasurer. The Treasurer shall possess the title of Chief Financial Officer of the corporation and shall have the care and custody of the corporate funds. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the board of directors, at the regular meetings of the board or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall assist with the annual report of directors as required by the Law, and shall undertake all other duties and responsibilities required by the board. If required by the board of directors the Treasurer shall give the corporation a bond for such term, in such sum, and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, defalcation, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.
- Section 13. Assistant Treasurers. The Assistant Treasurers, if any, in order of their seniority or in any other order determined by the board shall, in the absence or disability of the Treasurer, perform the duties and exercise the power of the Treasurer and perform such other duties as the board of directors or the Treasurer shall prescribe.
- Section 14. Other Offices. The board may employ, for the benefit of the corporation and its operations, such other officers as it deems necessary.
- Section 15. Secretary-Generals. Secretary-Generals shall be appointed from time to time by a unanimous vote of the Executive Committee, and shall serve as planners, coordinators, and general managers of the corporation's events and conferences. They shall be notified of all meetings of the Executive Committee and shall have a right to attend the same in an ex-officio capacity.

## ARTICLE IX

## GENERAL PROVISIONS

Section 1. Dividends and de facto Dividends. Dividends and *de facto* dividends shall not be permitted, even if allowed by law. No payments shall be made to any director, officer, or person, directly or indirectly, that are in violation of the Law or the Code, including but not limited to § 510(c)(3) therein. No director, officer, employee or person connected with the corporation, or any other private individual or entity, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the board of directors; but no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, may be distributed by the board of directors or by a court of competent jurisdiction upon application of the board of directors, exclusively to charitable, scientific, literary, or educational organizations which then qualify under the provisions

Section 2. Conflicts of Interest. Any possible conflict of interest on the part of any director or other honorary or other member of the board, any officer, any committee member, and any employee or agent of the corporation (herein "Conflictee") shall be disclosed in writing to the board and made a matter of record. Where the transaction involves any pecuniary interest of any Conflictee, such person shall be disqualified from participation in any discussion of the matter and any vote thereupon. In addition, any decision by the board or any committee shall require a two-thirds vote of the disinterested qualified voters to be or become effective whenever the matter to be decided may or could provide any direct or indirect benefit to any Conflictee, or any member of the Conflictee's immediate family. Additionally, all requirements of applicable laws and regulation shall be strictly adhered to before any Conflictee shall be accorded any benefit, payment or gain, even if for services rendered or property sold or acquired. All Directors, Officers, employees, committee members, volunteers, honorary members of the Board of Directors, and others affiliated with the Corporation shall adhere to the following conflicts of interest policies and requirements, and for this purpose all requirements, definitions, and rules applicable to § 715 of the Law and Code shall apply and inform and guide the implementation of these policies:

1. Purpose: The purpose of this conflict of interest policy is to protect the tax-exempt status and general interests of the corporation, including whenever it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director, or other person affiliated with the corporation, or as might result in a possible excess benefit transaction, or as may otherwise be in violation of the Law or the Code. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

2. Definitions: The following terms have the following meanings for purposes of

this policy and its implementation:

(i) “Interested Person” means a director, officer, honorary member of the board of directors, or member of a committee with board-delegated powers, member, or other person affiliated with the corporation who has a direct or indirect Financial Interest (including due to a related party transaction or transaction with, or benefits gained or accorded to, a relative), as defined below, in any decision, transaction, approval, or matter, whether the matter be the subject of an affirmative action or the refraining from taking action. An Interested Person shall include anyone who is a member of the board of directors that is not an “Independent Director” as defined in § 102(21) of the Law.

(ii) “Financial Interest” means a person that has, directly or indirectly, through business, investment, a related party, a relative, or family (as each of such terms are defined in the Law and the Code): (a) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement; (b) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement; and for these purposes “compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial; and further for these purposes, a Financial Interest is not necessarily a conflict of interest as a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures: The following requirements and processes apply to any Interested Person or any review of any matter or allegation that a conflict of interest may exist:

(i) Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose, and be given the opportunity to disclose, to the board and the President the existence of, and all material facts concerning, any conflict of interest or any Financial Interest, including as may pertain to any future, contingent, or proposed transaction or arrangement, whether or not the same is or is likely to be consummated or placed into effect.

(ii) Determining Whether a Conflict of Interest Exists - After disclosure of the conflict or Financial Interest and all such material facts, and after any discussion with the actual or alleged Interested Person, such person shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. Such potential Conflicttee shall refrain from attempting to influence the corporation and its directors and agents in any manner in relation to the potential conflict, and it shall be an affirmative duty of all officers and directors to report all direct or indirect communications concerning the potential conflict of interest. The remaining board or committee members shall decide if a conflict of interest exists.

(iii) Procedures for Addressing the Conflict of Interest - If a conflict of interest or violation of the Law or Code is found to exist, then (a) an Interested Person may make a presentation at the board or audit committee meeting, but after the presentation such

person shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement involving the possible conflict of interest; (b) the President (or chairperson of the committee) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (c) after exercising due diligence, the board (or committee) shall determine whether the corporation can with reasonable efforts obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; (d) if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board (or committee) shall determine by a majority vote of the disinterested directors (or committee members) whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the board (or committee) shall make its decision as to whether to enter into the transaction or arrangement. All such determinations shall be documented in writing and any decision by a committee, to be valid and binding upon any person or entity, shall be reviewed by the board and the board may affirm, modify, or reverse the decision of the committee in its sole and own discretion, without recourse by the committee or any person or entity, whether so aggrieved or otherwise.

4. Violations of the Conflicts of Interest Policy – (a) If the board (or committee) has reasonable cause to believe any person has failed to disclose actual or possible conflicts of interest it shall inform such person of each basis for such belief and afford such person an opportunity to explain the alleged failure to disclose; and (b) if, after hearing such person's response and after making further investigation as warranted by the circumstances, the board (or committee) determines that such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action (including removal or impeachment, including under Article XI, *infra*). All such determinations shall be documented in writing and any decision by a committee, to be valid and binding upon any person or entity, shall be reviewed by the board and the board may affirm, modify, or reverse the decision of the committee in its sole and own discretion, without recourse by the committee or any person or entity, whether so aggrieved or otherwise. Further, no indemnity shall be provided to, or for the benefit of, any person or entity (including the related parties and relatives of such persons or entities) who engages in any prohibited transaction or who fails to disclose any conflict of interest, including for the costs of any Attorney General's claims or investigations. Even further, the corporation may undertake any claim or action accorded to the Attorney General under § 715 of the Law in its own name and right, including the recovery of the value of any gain or boot from an improper transaction, the requiring of an accounting of the transaction and its fiscal and non-fiscal impacts, the removal of such person(s) from the board of directors, and the provision of indemnity and reimbursement to the corporation for the costs and expenses incurred by the corporation in defending against any Attorney General or related derivative claims, including a reasonable counsels' fee.

5. Records and Minutes of Proceedings - The minutes of the board, and the minutes of all committees shall contain:



- (i) The names of the persons who disclosed or otherwise were found to have a conflict of interest or a Financial Interest in connection with an actual or possible conflict of interest;
- (ii) The nature of the conflict or such Financial Interest;
- (iii) Any action taken to determine whether a conflict of interest was present, and the board or committee's decision as to whether a conflict of interest in fact existed, including the board's review of any committee determination (if applicable);
- (iv) The names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- (v) The content of the discussion, including discussion as to the exploration and viability of any alternatives to the proposed transaction or arrangement; and
- (vi) A record of any votes taken in connection with the proceedings.

6. Compensation Rules – the following rules apply to persons who receive compensation from the corporation:

- (i) A voting member of the board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation;
- (ii) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (iii) Notwithstanding the foregoing, these compensation rules are not to be deemed "gag orders" and no person who receives any direct or indirect compensation or benefit from the corporation is or shall be prohibited from providing information to the board, or to any committee, regarding such compensation or matters pertaining to any Financial Interest or any potential conflict of interest.

7. Annual Statements: Each director, each principal officer, and each member of a committee with board-delegated powers shall annually sign a statement which affirms such person:

- (i) Has received a copy of this conflicts of interest policy;
- (ii) Has read and understands the policy;
- (iii) Has agreed to comply with the policy; and
- (iv) Understands the corporation is charitable and that, in order to maintain its federal tax exemption and related federal and state rights and benefits, it must engage

primarily in activities which accomplish one or more of its tax-exempt purposes.

Further, each nominee for any directorship, and each director, annually upon forms promulgated by the board or the audit oversight committee, shall complete, certify, and submit to the Secretary of the corporation a written statement identifying, to the best of such person's knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee, and with which the corporation has a relationship, and any transaction in which the corporation is a participant and in which the director might have a conflicting interest. The policy shall require that each director annually resubmit and update such written statement. The Secretary of the corporation shall provide a copy of all completed statements to the chairperson of the audit oversight committee or, if there is no audit oversight committee, then to the President, in accord with § 715-a of the Law.

In lieu of separate statements, the board or audit oversight committee may promulgate a conflict of interest form that complies with the Law and the Code, which form shall be reviewed annually to assure compliance with the disclosure, related party, and conflict of interest standards and laws, including the Law and the Code.

8. Periodic Reviews - To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(i) Whether compensation arrangements and benefits are the result of arm's length bargaining and are reasonable, including as based on competent survey information; and

(ii) Whether partnerships, joint ventures, and arrangements with management and service companies conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the corporation's charitable purposes, and do not result in an inurement, an impermissible private benefit, or an excess benefit transaction.

9. Use of Outside Experts - When conducting periodic reviews as provided for in herein, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

10. Amendments to this Policy - The board may amend this policy at any time by resolution amending these by-laws. In addition, any mandatory change to, or update of, the standards or rules for non-profit conflict of interests policies promulgated by the Law or the Code shall be and be deemed to be automatically herein so incorporated. Further, should the corporation ever be required, due to the number of employees or otherwise, to adopt a "Whistleblower's Policy," the Board shall direct or draft such policy in compliance with § 715-b of the Law and the Code.

Section 3. Exempt Activities. Notwithstanding any other provisions of these by-laws, no director, honorary member of the board, committee member, officer, employee, agent, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under § 501(c)(3) of the Code.

Section 4. Indemnification. In addition to any power or duty to indemnify directors and officers of the corporation as may be set forth in the certificate of incorporation, or as may be recognized in law or equity, the following indemnification and defense provisions shall apply to all directors, officers, members, committee members, agents, and honorary members of the board or of committees of the corporation, to the fullest extent, and as limited by, Article 7 of the Law:

(i) Derivative Actions. The corporation shall indemnify and hold harmless any person made party to an action by or in the name or right of the corporation, by reason of the fact that such person, or his executor, heirs, or assigns is or was a director or officer of the corporation, against the costs, claims, and reasonable expenses thereof, including attorneys' fees, actually and necessarily incurred in connection with the defense of such action and any appeals therein, except in relation to matters as to which such director or officer is adjudged to have breached a duty to the corporation under § 717 (and related provisions of) the Law. Such indemnification shall in no case include amounts paid in settling or otherwise disposing of a pending or threatened action without consent thereto by the board and, where required, the consent of the applicable court or tribunal.

(ii) Other Actions and Liabilities. The corporation shall indemnify, to the fullest extent now or hereafter provided for or permitted by the Law, the Code, and by law, each such director or officer of the corporation acting by or for the corporation (hereafter a "Indemnified Person") involved in or made or threatened to be made a party to any action, suit, claim, proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing, or any other actual, threatened, pending, or completed proceeding, whether civil, administrative, or criminal, or whether formal or informal involving such Indemnified Person or the corporation, including all appeals therein (any such process hereafter, a "Proceeding"), from and against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorneys' fees, actually and reasonably incurred as a result of or in connection with any Proceeding whenever such Indemnified Person acted in good faith for a purpose that such person reasonably believed to be in the best interests of the corporation and such person had no reasonable cause to believe that their conduct was unlawful, except as provided in below. However, the termination of any such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such person did not act in good faith or for a purpose that such person reasonably believed to be in the best interests of the corporation or that such person did not have reasonable cause to believe that their conduct was unlawful.

(iii) Exclusions. No indemnification shall be made to or on behalf of any Indemnified

Person: (a) if a judgment or other final adjudication adverse to such Indemnified Person establishes that such Indemnified Person's acts were material to the matter adjudicated and committed in bad faith or the result of active and deliberate dishonesty; or (b) if such Indemnified Person personally gained in fact a financial profit or other advantage to which such person was not legally entitled; or (c) if any Proceeding is initiated by any such Indemnified Person against the corporation, or against a director or officer of the corporation, other than to enforce the terms of this by-law, unless such Proceeding was authorized by the board; (iv) with respect to any settlement or compromise of any Proceeding, unless and until the corporation has consented to such settlement or compromise; or (v) when the provision of indemnity or related benefits would violate § 501(c) of the Code, the Law, or the corporation's conflict of interest policy (and in any such cases, a rebuttable presumption shall arise that no such violations exist).

(iv) Notice. Written notice of any Proceeding for which indemnification may be sought by any Indemnified Person shall be given to the corporation as soon as practicable; however, any failure to provide such notice shall not relieve the corporation of its indemnification obligations hereunder, except to the extent that the corporation has been prejudiced by its failure to receive such notice in a timely manner. The corporation shall then be permitted to participate in the defense of any such proceeding or, unless conflicts of interest or position exist between such Indemnified Person and the corporation in the conduct of such defense, to assume such defense. In the event that the corporation assumes the defense of any such Proceeding, the legal counsel selected by the corporation shall be deemed acceptable to such Indemnified Person. After such assumption the corporation shall not be liable to such Indemnified Person for any legal or other expenses subsequently incurred unless such expenses have been expressly authorized by the board.

(v) Construction and Effect. The rights to indemnification and advancement of expenses granted by or pursuant to this by-law: (a) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, the common law or in equity, an injunction, by-laws, resolutions of the board, or any agreements to which the directors or officers are bound; (b) shall be deemed to constitute contractual obligations of the corporation to any Indemnified Person who serves in any capacity referred to in this by-law at any time while this by-law is in effect, whether or not thereafter repealed or amended; (c) shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this by-law to require the corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, including attorneys' fees, in each and every circumstance in which such indemnification could lawfully be permitted by express provisions of by-laws, and the indemnification required by this by-law shall not be limited by the absence of an express recital of such circumstances. In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the corporation shall have the burden of proving the contrary.

(vi) No Exclusivity. The obligations of defense and indemnity set forth above (and

elsewhere) shall not be exclusive but shall include, by implication, any and all rights and remedies available to the corporation and an Indemnified Person by statute or otherwise, including but not limited to the right of the corporation to purchase and maintain insurance to fund the aforementioned indemnification pursuant to § 726 of the Law. Further, the provisions of this by-law are cumulative and shall be in addition to and independent of any and all other limitations upon, or eliminations of, the liabilities of directors and officers persons engaged in duties of or for the Corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, by-law, agreement, vote of disinterested directors, or otherwise.

(vii) **Employees and Other Persons.** Whenever any employee, committee member, honorary member of the board of directors or of any committee, member, or other person affiliated with the Corporation (a “Potential Indemnified Party”) is made a party to any such action, suit, or claim, or to any Proceeding, the board may, upon the approval of 70% or more of the whole of the board, elect to make any such Potential Indemnified Party an Indemnified Person upon such terms, and with such limitations thereupon, as the board may so permit or require. This authority, and the limitations and terms placed upon any such provision of defense or indemnity, shall be permitted and allowed only to the extent permitted by applicable law, including the Law and the Code.

(viii) **Legal Reliance.** Each person serving the corporation while this by-law is in effect shall be deemed to be doing so in reliance on the provisions of this by-law, and neither the amendment or repeal of this by-law shall apply to or have any effect on the liability, alleged liability, or rights of indemnification of any Indemnified Person arising from an act or omission occurring prior to the date of any such amendment, repeal, or adoption of an inconsistent provision.

- Section 5. *Instruments Under Seal.* All deeds, bonds, mortgages, contracts, and other instruments requiring a seal may be signed in the name of the corporation by any officer authorized to sign such instrument by the board of directors.
- Section 6. *Checks, etc.* All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the corporation shall be signed by such officer or officers, or such other person or persons, as the board of directors may from time-to-time designate.
- Section 7. *Fiscal Year.* The fiscal year of the corporation shall be fixed by resolution of the board of directors, and if not otherwise so fixed it shall be the calendar year.
- Section 8. *Seal.* The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal New York”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.
- Section 9. *Sureties and Bonds.* In case the board of directors shall so require, any director, officer, employee or agent of the corporation shall execute and deliver to the corporation a bond in such sum, and with such surety or sureties as the board of directors may direct,

conditioned upon the faithful performance of his duties to the corporation, including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which may come into his or her hands.

Section 10. Shares of Other Corporations. Whenever the corporation is the holder of shares of any other corporation, any right or power of the corporation as such shareholder, including but not limited to the attendance of and voting at shareholders' meetings, and the executions of waivers, consents, proxies or other instruments, may be exercised on behalf of the corporation by the such person(s) as the board of directors may authorize.

Section 11. Construction. Subject headings set forth in these by-laws are for convenience only and shall not be deemed or construed to limit or define the terms, phrases, sentences, clauses and paragraphs under such headings. When the context admits or requires, the singular shall be construed in the plural, and the plural shall be construed in the singular. When the context admits or requires, pronouns and other words that are gender-referenced shall be construed in the neuter, male, or female gender, as applicable. Capitalized words and terms are not limited in their meaning or application; nor does the capitalization or non-capitalization of any term denote any specific meaning other than as the context of the surrounding words or phrases requires, suggests or permits. Whenever there is a reference to the Law or the Code, or to any law or laws generally, such term shall be construed to mean the law as now written, interpreted, applied and existing, together with any implementing and related regulations and rules, and both the laws and regulations as they now exist or as the same may be hereafter amended, recodified, or reinterpreted, whether by rule, ruling, or otherwise.

## **ARTICLE X**

### **AMENDMENTS**

Section 1. Power to Amend. The members shall have the power to amend, repeal, or adopt by-laws at any annual meeting of members. The board of directors shall also have the power to amend, repeal, or adopt by-laws at any regular or special meeting of the board, but no change or amendment may conflict with the provisions of the certificate of incorporation, the Law, the Code, or any prior amendment or change to the by-laws expressly rejected or repealed by the members (a "veto" by the members).

Section 2. Power to Veto. The members may reject or repeal any by-law adopted or approved by the board, and if this power is exercised by the members then the board shall be without authority to again consider, or reconsider, such change or amendment to these by-laws, except when reformation is required by the Law or the Code.

Section 3. Reformation. Any by-law held or found to be illegal or not in compliance with applicable law (including the Law and the Code) shall be reformed to the minimum extent necessary to bring the offending provision(s) in compliance with the law, with priority being given to preserving the original intent of the offending provision. "Original intent" shall be determined by first relying upon the standard meaning of the words and legal terms used, and second upon the intent of the remainder of these by-laws,

and finally upon such other documents or evidences as the board of directors or the members shall reasonably deem reliable.

## **ARTICLE XI**

### **ELECTIONS AND IMPEACHMENT**

Section 1. Additional Eligibility Rules for Officers. All members of the corporation who will be present for the duration of the upcoming academic year are eligible for election as officers of the corporation (specifically including the offices of Secretary, Vice President for Public Relations, Treasurer, Vice President, and President of the Corporation).

Candidates for the positions of President, Vice President, and Treasurer are additionally required to have attended at least one traveling conference with the corporation/CIAS and must be on campus for the full academic year for which they are elected.

For the positions of Secretary and Vice President for Public Relations, all members who will be away from the Ithaca, NY campus for a single semester of the academic year are eligible for such offices. Should a single-semester nominee win, there will be a special election to fill the position for the semester in which the elected single-semester candidate is not present with procedures and timing as determined by the Executive Committee.

Section 2. Special Officer Eligibility Restriction. A member of the corporation that serves on the Secretariat of a corporate/CIAS conference on the first day of elections shall not be eligible for election to any office.

Section 3. Notice and Timing. Elections shall take place during the membership general body meetings of two consecutive weeks in the months of April or May. The President shall announce the dates of elections no later than two weeks before the first planned day of elections to the members of the corporation. On the first day of elections, the offices for President and Treasurer shall be elected. On the second day of elections, the offices for Vice President, Vice President of Public Relations, and Secretary shall be elected. After such elections are completed, the remaining board of director seats shall be filled.

Section 4. Nomination. Members of the corporation may nominate themselves or be nominated for only one, single office. Within a week after elections are first announced, all persons nominated and self-nominating nominees shall submit a statement of interest as requested by the sitting President, or the non-eligible officer taking his or her place if the President is absent or running for an office. Howsoever nominated, no person shall appear on any ballot or document pertaining to officer elections unless they shall timely file a completed statement of interest.

Section 5. Default Election Procedure. The nominees for an office shall be the members of the corporation that were nominated (or submitted their nomination) and statement of interest as outlined in § 4, above. If there are no nominees for an office when elections begin, then nominations for an office shall be accepted from the floor just before election procedures are undertaken for that office, pursuant to the following process:

1. The sitting President of the corporation, or the non-eligible officer taking his or her place if the President is absent or running for an office, shall recognize each nominee for such office to speak for a duration no longer than three (3) minutes.
2. After all nominees for the office have been given a chance to speak, the election will move into a question and answer phase of a reasonable duration as determined by the sitting President. The President will entertain questions from members and each nominee will answer each such question. After the question and answer phase, the nominees will leave the room, and discussion phases will occur.
3. The sitting President shall open rounds of comments and at the beginning of each round of comments the sitting President will be given a chance to speak for no more than one minute, and then he or she will recognize members of the corporation to speak for a maximum duration of one minute, ensuring that no one member speaks twice until every member speaks once who wishes to do so.
4. After all first comments have been made, the sitting President will entertain a motion to open a second round of comments with a structure identical to the structure of the first round. If the motion to enter a second round of comments is defeated the vote shall be called. If there is a second round of comments, the sitting President will entertain a motion for a third round, and so forth, until the comment period ceases by vote of the members.
5. When the vote is called, it shall be called and counted by secret ballot. The winner of an office shall be the nominee that receives over half of the ballots cast. If no nominee receives over half of the ballots cast in the first round of voting, a second round of votes will be taken to select between the two candidates with the highest number of votes during the first round. In such a case, the sitting President will call back the candidates who did not garner the first or second highest number of votes during the first round so they will have the opportunity to vote.
6. Upon request of any such candidate that may now participate in the vote, a new round of comments may commence and such will follow the process set forth above until a vote is called as between the two remaining candidates and one is so elected.
7. The sitting President shall break all ties in election procedure.

Section 6. Office Overlap. Members of the corporation may not be elected to more than one office of the corporation.

Section 7. Impeachment and Removal of Members. An impeachment hearing to remove or impeach a member (including one that is an officer or director) can be called by either the board of directors or by a majority vote of the full membership. Members will be given one-week notice through the relevant mailing lists before such a vote, and while a hearing is noticed and pending all executive privileges of the member in question are to be immediately revoked upon good cause found by unanimous vote of the board of



directors. If directed against a director or officer, only one impeachment process may be raised, commenced, or pending at a time, and no other impeachment hearing may be noticed or called until the first hearing has come to a close (e.g., both the vote on impeachment and the votes on all other punishments, if any, have taken place). If the impeached member is found by a greater than two-thirds vote of a general membership quorum to have either (a) intentionally taken action contrary to, or has prevented the execution of, a lawful order or determination of the members, the Executive Committee, or the board of directors, or (b) been found guilty of gross neglect of duty or malfeasance, then that member will be removed from their position and be forever ineligible for re-election to any position in the corporation.