

**GLOBAL INVESTIGATIVE
JOURNALISM NETWORK, INC.**

BYLAWS

**ARTICLE I
NAME**

SECTION 1.01. *Name.* The name of the Corporation is the **Global Investigative Journalism Network, Inc.** (the “Corporation”).

**ARTICLE II
PURPOSES OF THE CORPORATION**

SECTION 2.01. *Purposes.* The Corporation has been organized to operate exclusively for the following purposes:

- (a) to share and distribute education materials on investigative journalism and computer-assisted reporting;
- (b) to support and promote methods of best practices in investigative journalism and computer-assisted reporting;
- (c) to assist in the formation and continuation of journalism organizations involved in investigative reporting and computer-assisted reporting in all countries;
- (d) to provide resources and networking services for participating groups and for investigative help to organize and promote regional and international conferences and workshops;
- (e) to support and promote efforts to ensure free access to public documents and data in every country; and
- (f) to engage in any other activities which are not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

**ARTICLE III
OFFICES AND REGISTERED AGENT**

SECTION 3.01. *Offices.* The principal office of the Corporation shall be located within or without the State of Maryland at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the State of Maryland as the Board of Directors may designate.

SECTION 3.02. *Registered Agent.* The Corporation shall designate a person to serve as the registered agent for the State of Maryland. The Board of Directors may change the registered

agent from time to time.

ARTICLE IV MEMBERS

SECTION 4.01. *Classes of Membership.* This Corporation shall have one class of voting members and such class shall consist of regular members, as described in Section 2 below. The Board shall have the authority to further establish and define non-voting categories of membership

SECTION 4.02. *Eligibility for Membership.* Regular membership shall be open to all non-profit journalism organizations that support investigative or computer-assisted reporting who, in the opinion of the Directors, shall have attained adequate journalistic standing. Individual journalists and commercial entities are not eligible for membership.

SECTION 4.03. *Application for Membership.* All candidates for membership shall make written application by mail or electronically to the secretary or chair of the membership committee, said application being a promise to adhere to all bylaws, rules and regulations adopted by the Society or its board of Directors. Applications shall be on a suitable form, making clear the qualifications for membership and experience of the applicant organization. The names of applicant organizations for membership shall be presented to the board of Directors for election or rejection. To elect an applicant organization to membership it shall require an affirmative vote of the majority of the Directors present.

SECTION 4.04. *Membership Dues.* The board of Directors, by a majority vote, shall have authority to set the annual dues. Membership may be terminated if any member organization shall fail to pay dues by the date of maturity, at which point notice of delinquency shall be given to the member organization; at the end of four weeks if the member organization still remains delinquent, membership may be forfeited unless otherwise ordered by the board of Directors

SECTION 4.05. *Resignation of Members.* Voluntary resignations shall be in writing by mail or e-mail to the secretary; but if any resignation be made after payment is due, the member organization presenting it shall not be relieved from liability for the dues for the year entered upon.

SECTION 4.06. *Suspension or Termination of Members.* The board of Directors shall have power to suspend or expel any member organization of this organization for due cause, as may be determined in the judgment of the board, provided that written notice of the consideration of such action, together with the statement of alleged causes, shall be given the member organization concerned 30 days previous to the meeting of the board of Directors and further provided that a hearing shall be granted such member organization, if the member organization shall so desire; and further provided that the temporary suspension of a member organization may be ordered by a majority vote of all members of the board of Directors, but that expulsion shall not be ordered except upon the approval of two-thirds of the full board; and provided further that any member organization so expelled by the board of Directors shall have the right to appeal to the full body of membership at the next succeeding annual meeting of the Corporation, in which case a majority vote of member organizations present and voting shall be recognized as

the final decision of the Corporation.

SECTION 4.07. *Effect of Resignation or Termination.* Any member organization who, for any cause, shall cease to be a member shall forfeit all rights and interests in the Corporation.

SECTION 4.08. *Voting.* On all matters coming before the membership, each member organization shall have one vote.

ARTICLE V MEETINGS OF MEMBERS

SECTION 5.01. *Annual Meetings.* The annual meeting of the Corporation shall be held at a place and time decided upon by the board of Directors. The meeting need not be in the State of Maryland. At the annual meeting, the member organization shall elect Directors and receive reports on the activities of the Corporation and the direction of the Corporation for the coming year. Failure to hold the annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Participation in the annual meeting may occur via conference telephone, electronic video screen communication, or other communications equipment as long as all members participating in such meeting can hear one another and as long as there is some means of verifying that (i) a person participating in the meeting is a person entitled to participate in the meeting and representing a member organization, and (ii) all actions of, or votes by, are taken or cast only by persons representing member organizations and not by persons who are not representing member organizations.

SECTION 5.02. *Special Meetings.* The Chairperson or the Board of Directors may call a special meeting of the members at any time. Twenty-five percent (25%) of the member organizations may also call a special meeting of the member organizations by signing a petition requesting such meeting. The petition shall set forth the purpose of the meeting. The Chairperson shall designate the specific date, time and location of a special meeting. The location of any special meeting need not be in the State of Maryland. Once the member organizations have called a special meeting, the demand for the special meeting cannot be revoked. Special Meetings can be held through use of conference telephone, electronic video screen communication, or other communications equipment as long as all member organizations participating in such meeting can hear one another and as long as there is some means of verifying that (i) a person participating in the meeting is a person entitled to participate in the meeting and representing a member organization, and (ii) all actions of, or votes by, are taken or cast only by persons representing member organizations and not by persons who are not representing member organizations.

SECTION 5.03. *Record Date.* The record date shall be the date as of which the Corporation shall determine who is a member organization of the Corporation and eligible to vote at the meeting of the member organizations. The record date for an annual meeting of the member organizations shall be the date that is 65 days prior to the date of the annual meeting. The record date for a special meeting of the member organizations called by the Chairperson or the Board of Directors shall be 15 days prior to the date of the special meeting. The record date for a special meeting called by 25% of the member organizations shall be the date the first

member signs the petition. The determination of who is a member eligible to vote shall be made as of the close of business on the record date.

SECTION 5.04. *Notice of Meetings.*

(a) The Corporation shall give notice to the member organizations entitled to vote of the date, time, and place of each annual or special meeting of the member organizations. The notice shall be given 60 days before the annual meeting date and 10 days in the case of a special meeting. The notice of an annual meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) Notice is given when it is delivered personally to the organizations, left at the member organization's stated place of business, or sent by facsimile or e-mail, or, in the alternative, by U.S. mail to the member's address as it shall appear on the records of the Corporation based on information provided by the member organization. Notwithstanding the foregoing, a member organization may waive notice of any meeting of the member organizations by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the member organizations shall also constitute a waiver of notice, except where a member organization states that he or she is attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened. Any meeting of the member organizations may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 5.05. *Quorum.* Except as otherwise provided in the Maryland Corporation Code, the Articles of Incorporation or by these Bylaws, 51 percent of the votes of member organizations entitled to vote in person or by proxy shall constitute a quorum.

SECTION 5.06. *Conduct of Meeting.*

(a) The Chairperson shall preside at each meeting of member organizations. The Chairperson shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The Chairperson shall announce at the meeting when the polls close for each matter voted upon by the member organizations. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a member organization's vote may be accepted. Each member organization may vote in person or by proxy, and is entitled to one vote.

(b) At any annual or special meetings, any member organization may vote by proxy. A proxy must be in a form that satisfies the requirements of the Maryland Corporation Code. Such proxy shall be effective only if executed in writing by the member organization and received by the Chairperson or Executive Director prior to said meeting. On any matter presented to the member organization for vote by mail or e-mail, proxies shall not be allowed, and each member organization's vote must be given by that member organization to be valid. The death or incapacity of the member appointing a proxy does not affect the validity of the proxy unless the Chairperson or Secretary of the Corporation had prior knowledge of the member's death or incapacity.

(c) After fixing a record date for a meeting, the Corporation shall prepare a list of the names of all its member organizations that are entitled to notice of the meeting, in accordance with the Maryland Corporation Code. The list of member organizations must be available for inspection in accordance with the Maryland Corporation Code. A member organization is entitled to copy the list, during regular business hours and at the member organization's expense, during the period it is available for inspection. The list will also be sent by Email, if possible or by mail to any member organization upon written request of the member organization, with the costs of copying and sending, as necessary, to be borne by the member. Certified copies of books and records will also be sent by Email, if possible or by mail to any Regular member upon written request of the member, with the costs of copying and sending, as necessary, to be borne by the member organization.

SECTION 5.07. Voting. Except as otherwise provided in these Bylaws, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. There shall be no cumulative voting.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.01. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these Bylaws and the Maryland Corporation Code. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided the Corporation's affairs shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 6.02. Number of Directors; Qualifications.

(a) The Board of Directors shall consist of not more than 21 Directors as follows:

6 Directors will be designated representatives of the six chosen regions of the world: Asia/Pacific, Europe, Middle East/North Africa, North America, Latin America/Caribbean, and Sub-Saharan Africa;

1 Director will be a representative of the host organization for the next global conference;

No more than 14 Directors will be at large Directors; however, at no time may any single region be represented by more than 4 at large Directors

(b) All Directors must belong to a GIJN member organization. The maximum number of Directors may be changed by an amendment to these Bylaws, but any such amendment shall not affect the tenure of office of any Director, except as provided in Section 6.04. Directors need not be residents of the State of Maryland.

SECTION 6.03. Election and Tenure of Directors.

(a) New Directors and current Directors shall be elected or re-elected by the member organization entitled to vote, as determined in accordance with Section 5.03.

(b) In the first election, the winning candidates shall be split into two categories:

Group 1 shall be elected to one year terms and shall consist of the following Directors:

The representative of the host organization for the next conference;

The representatives of North America, Latin America/Caribbean, and Middle East/North Africa regions; and

Between 4 and 7 at large directors (half of the total number of then-at large directors), chosen at random.

Group 2 shall be elected to two year terms and shall consist of the following Directors:

The representatives of Europe, Asia/Pacific, Sub-Saharan Africa; and

Between 4 and 7 at large directors (half of the total number of then-at large directors), chosen at random.

(c) Thereafter, all Directors will be elected to two year terms, with Group 1 Directors elected in odd numbered years and Group 2 Directors being elected in even numbered years. A committee of the Board shall be responsible for nominating a slate of prospective board members representing the Corporation's diverse constituency. In addition, any member organization can nominate a candidate to the slate of nominees during the Annual Meeting. If a Director's term expires and a successor has not been elected, such Director shall continue to serve until a successor is elected or the number of Directors is reduced.

(d) The election process shall be as follows:

There will be one ballot per member organization.

Electronic voting will be employed.

Each member organization shall complete two ballots:

The first shall contain one vote for only those persons running from the members' region; the individual obtaining the most votes in this category will be the designated regional representative

The second shall contain a number of votes equal to the amount of at large vacancies on the board, though only one vote may be cast per candidate.

The individuals receiving the most votes among all candidates will fill the available openings. However, if an individual has already been elected as a regional representative, he or she shall be removed from the list of elected at large representatives. Similarly, if an individual's election would mean one region exceeds

the allowable amount of at large representatives, he or she shall be removed from the list of at large representatives. If, at this point, there is a tie for the final at-large opening, the winner will be chosen by coin flip.

SECTION 6.04. *Removal or Resignation of Director.*

(a) The member organizations may remove any Director, with or without cause, at the annual or special meeting of the member organizations, by the affirmative vote of two-thirds of the members present at the meeting, provided a quorum is present. The notice of the meeting at which the removal of a Director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the Director.

(b) The Board of Directors, by the affirmative vote of a majority of the Board of Directors then in office, may remove a Director who: (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a Director; or (4) has missed three (3) or more meetings in any twelve month period without being excused.

(c) A Director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

SECTION 6.05. *Vacancy on Board.* A majority of the remaining Directors, whether or not sufficient to constitute a quorum, at any time may fill a vacancy on the Board of Directors that results from any cause. A Director elected by the Board to fill a vacancy shall serve until the next annual meeting of the member organizations. At the next annual meeting, the member organizations shall elect an individual to fill the unexpired term of the Director whose resignation or removal created the vacancy on the Board.

SECTION 6.06. *Annual and Regular Meetings.* The Corporation shall hold an annual meeting of its Board of Directors for: (a) the election of Officers, and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held during the Corporation's fiscal year at such place and at such time as determined by the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Maryland Corporation Code or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Board meetings can be held through use of conference telephone, electronic video screen communication, or other communications equipment as long as all Directors participating in such meeting can hear one another and as long as there is some means of verifying that (i) a person participating in the meeting is a Director entitled to participate in the meeting, and (ii) all actions of, or votes by, are taken or cast only by the Director and not by persons who are not Directors.

SECTION 6.07. *Special Meetings.* The Chairperson or any four (4) Directors may call a special meeting of the Board of Directors at any time. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a special meeting is the removal of a Director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the Director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting. Special board meetings can be held through use of conference telephone, electronic video screen communication, or other communications equipment as long as all members participating in such meeting can hear one another and as long as there is some means of verifying that (i) a person participating in the meeting is a Director entitled to participate in the meeting, and (ii) all actions of, or votes by, are taken or cast only by the Directors and not by persons who are not Directors.

SECTION 6.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each Director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a Director when it is delivered personally to the Director, left at the Director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the Director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 6.09. *Action by Directors.* Unless the Articles of Incorporation, the Maryland Corporation Code or these Bylaws require a greater proportion, the action of a majority of the Directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

SECTION 6.10. *Action by Written Consent.* Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent that sets forth the action to be taken is signed by each Director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 6.11. *Meeting by Conference Telephone.* Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 6.12. *Compensation.* The Corporation shall not pay any compensation

to any Director for services rendered to the Corporation as a Director, except that Director may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, though any reimbursement in excess of \$ 2000.00 shall require approval by the Board of Directors. A Director who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors

ARTICLE VII COMMITTEES

SECTION 7.01. *Board Committees.*

(a) The Board of Directors, by a vote of a majority of the Directors then in office, may establish one or more standing committees comprised of one or more Directors. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except the power to (1) elect or remove Directors; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or the Bylaws; (4) approve or propose to member organizations any action that the Maryland Corporation Code, the Articles of Incorporation or the se Bylaws require by approved by the members; or (5) decide such other matters as the Board may hereinafter determine by a majority vote of the Directors.

(b) The Chairperson of the Board of Directors shall appoint the individuals and the chairperson of each committee, subject to the approval of a majority of the Directors then in office. Each committee shall adopt rules of procedure for its business that are consistent with Section 6.08 of these Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent that sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The Chairperson of the Board of Directors shall be an *ex officio* voting member of all committees. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.11.

(c) Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such member be removed from such committee, with or without cause, by a vote of a majority of the Directors then in office, or (3) such member shall cease to be a Director or otherwise resign from such committee.

SECTION 7.02. *Special Committees of the Board.* The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

SECTION 7.03. *Advisory Committees.* (a) The Board of Directors may appoint individuals who may or may not be Directors of the Corporation to serve as an advisory

committee to the Board. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority or functions to the advisory committee. Each advisory committee may adopt rules of procedure for its business that are consistent with Section 6.08 of these Bylaws and with the rules adopted by the Board of Directors.

(b) The Chairperson shall appoint the members and the chairperson of each advisory committee, subject to the approval of the Board of Directors. A majority of the members of an advisory committee shall constitute a quorum for the transaction of business. The members of an advisory committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.10.

(c) Each member of an advisory committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated; (2) such member be removed, with or without cause, by a vote of the Board of Directors; or (3) such member shall otherwise resign from such committee.

SECTION 7.04. *Compensation of Members of Committees.* The Corporation shall not pay any compensation to any member of a committee for services rendered to the Corporation as such, except that a member may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by the Board of Directors. A member of a committee who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VIII OFFICERS

SECTION 8.01. *Officers.* The Corporation shall have a Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chairperson and Vice Chairperson of the Board shall be duly elected and qualified members of the Board. All other Officers may, but need not be, members of the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as Chairperson and either Treasurer or Secretary of the Corporation. The Board may elect or appoint such other Officers as may be deemed necessary or appropriate.

SECTION 8.02. *Chairperson.* The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chairperson shall be present; and, in general, shall perform all such duties as are assigned from time to time to the Chairperson by these Bylaws and the Board of Directors. In the absence of an Executive Director, as specified in Section 7.10, the Chair shall be the chief executive Officer of the Corporation.

SECTION 8.03. *Vice Chairperson.* The Vice Chairperson, in the absence of the Chairperson, shall preside at all meetings of the Board of Directors at which the Vice Chairperson shall be present. In general, the Vice Chairperson shall perform all duties incident to the office of a vice chairperson of a corporation and such other duties as are from time to time assigned to the Vice Chairperson by the Board of Directors.

SECTION 8.04. *Secretary.* The Secretary shall keep the minutes of the meetings of the

Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

SECTION 8.05. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Chairperson and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

SECTION 8.06. *Election and Tenure of Officers.* The Board of Directors shall elect the Officers, who shall be elected for one year terms. An Officer may be re-elected for additional terms. The Board of Directors may remove any Officer at any time, with or without cause. The Board of Directors may fill a vacancy that occurs in any office for the unexpired portion of the term. Any Officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 8.07. *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board.

SECTION 8.08. *Executive Director.*

(a) In addition to the other Officers of the Corporation specified in Section 8.01, the Board may appoint an Executive Director. The Executive Director shall be the chief executive Officer of the Corporation and report to the Board of Directors. The Executive Director shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Corporation, (2) be responsible for providing leadership and direction to the Corporation and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors.

(b) The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the Directors of the Corporation then in office. The Executive Director may be removed, with or without cause, by a majority of the Directors. The Executive Director shall report to the Board and between Board meetings to the Chairperson.

(c) In the event that the current Executive Director is unable to fulfill his or her duties for an extended period of time, the Board may appoint an acting Executive Director whose responsibilities and authority shall terminate upon the return of the Executive Director.

ARTICLE IX INDEMNIFICATION

SECTION 9.01. *Statutory Mandatory Indemnification.* Each Director or Officer now or hereafter serving the organization and each person who at the request of or on behalf of the organization is now serving or hereafter serves as a trustee, Director, or Officer of any other corporation, whether for profit or not for profit, and that person's respective heirs, executors, and personal representatives, shall be indemnified by the organization against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a trustee, Director, or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duties.

SECTION 9.02 *Additional Indemnification.* Indemnification pursuant to Section 9.01 above shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the board of Directors, or otherwise.

ARTICLE X MISCELLANEOUS

SECTION 10.01. *Maintenance of Tax Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, Director or Officer, or any private individual.

SECTION 10.02. *Execution of Documents.* A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one Officer.

SECTION 10.03. *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the either the Executive Director, the Treasurer or the Chairperson, or by the designees of either the Executive Director, the Treasurer or the Chairperson; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

SECTION 10.04. *Loans Prohibited.* No loans shall be made by the association to any

Officer or to any Director.

SECTION 10.05 *Books and Records.* The association shall keep current and complete books and records of account and shall keep minutes of the proceedings of its member organizations, board of Directors, and committees. All minutes of board, committee and official association meetings shall be available to Regular members upon request. The association shall keep at its registered office a register of the names and addresses of all member organizations entitled to vote. All books and records of the association may be inspected by any member organization, or any member organization's agent or attorney, for any proper purpose at any reasonable time. Certified copies of books and records will also be sent by Email, if possible or by mail to any member organization upon written request of the member organization, with the costs of copying and sending, as necessary, to be borne by the member organization.

SECTION 10.06. *Amendments.* These Bylaws may be amended by the affirmative vote of the members at the annual or special meeting of the member organizations at which a quorum is present or by the vote of two-thirds (2/3) of the members of the Board of Directors at the annual, regular or special meeting; provided that notice of such proposed amendment shall be given to the member organizations or the Board of Directors at least 10 days prior to such vote; and provided further that any amendment that: (1) provides that some of the member organizations have different rights from other member organizations with respect to voting, dissolution, transfer of membership or otherwise, (2) relate to the termination or suspension of membership rights, (3) require cause or change the definition of cause with respect to the removal of a Director elected by the member organizations or (4) relating to the levying of dues or assessments on the member organizations, shall be subject to the approval of the member organizations at an annual or special meeting of the member organizations.