

## **ANNEXURE**

### **BYLAWS of the INSTITUTE OF MANAGEMENT CONSULTANTS USA, INC. AS AMENDED AND RESTATED THROUGH JUNE 15, 2010**

#### **ARTICLE I. GENERAL PROVISIONS**

##### **SECTION 1. NAME**

The name of the organization shall be the Institute of Management Consultants USA, Inc. (the "Institute").

##### **SECTION 2. OFFICES**

The principal office of the Institute shall be at such place as may be designated from time to time by the Board of Directors.

##### **SECTION 3. PURPOSE**

The purpose of the Institute shall be to promote excellence and ethics in management consulting through certification, education and professional resources.

##### **SECTION 4. STATUS OF THE INSTITUTE**

The Institute shall be a non-stock, not-for-profit corporation and no dividends, liquidating dividends, or distributions shall be declared or paid to any private individual, officer, or director of the Institute.

No part of the net earnings or the net income of the Institute shall inure to the benefit of any private individual, officer or director; provided, however, that such a person may receive compensation for personal expenses necessary to carrying out the educational and cooperative purposes of the Institute.

#### **ARTICLE II. MEMBERS**

##### **SECTION 1. MEMBERSHIP**

Management consulting professionals, firms, and others interested in furthering the professionalism and ethics of consulting and who agree to comply with the standards of the Institute, including the Code of Ethics, shall be eligible for membership.

The Board of Directors may from time to time establish such classes and categories of membership, based on such distinctions, designations, rights, and privileges that it finds

June 15, 2010

appropriate to carry out the goals and purposes of the Institute.

#### SECTION 2. DUTIES OF MEMBERS

It shall be the duty of all members to support the mission and purpose of the Institute, to abide by the provisions of these Bylaws, and to comply with the Code of Ethics of the Institute.

#### SECTION 3. TERMINATION OF MEMBERSHIP

Members who resign, fail to pay their dues when due, or are expelled for breach of the Institute's Code of Ethics shall automatically cease to be members, and shall no longer be entitled to enjoy any of rights and privileges of membership, other than as stated in Section 4, Reinstatement.

#### SECTION 4. REINSTATEMENT

Any member who has resigned or been expelled may petition the Board of Directors for reinstatement. The Board of Directors, in its sole and absolute discretion, may grant or deny requests for reinstatement. The decision of the Board of Directors shall be final.

### **ARTICLE III. MEMBERS -- MEETINGS**

#### SECTION 1. ANNUAL MEETING

The Annual Meeting of the members of the Institute for the election of the Board of Directors and for the transaction of other business shall be held not earlier than March nor later than May at a time and place to be designated by the Board of Directors. Any member may attend the Annual Meeting at no charge, at his or her own expense.

#### SECTION 2. SPECIAL MEETINGS

Special Meetings of the members of the Institute may be called by the Board of Directors at any time, or shall be called by the Chair upon written request of ten percent (10%) of the members entitled to vote at such meeting, within fifteen (15) days after the filing of such request with the Secretary. Special Meetings of the members shall be held not less than thirty (30) days nor more than ninety (90) days from the date they are called, and shall be held at such place as may be fixed by the Board of Directors. The business to be transacted at each Special Meeting shall be stated in the notice thereof, and no other business may be considered at such Special Meeting.

#### SECTION 3. NOTICES AND RECORD DATE

No more than 50 nor less than 30 days preceding any Annual or Special Meeting of the members, the Secretary shall mail to all members at their addresses as they appear in the records of the Institute a written notice of the meeting. Notices may be effected by regular or electronic

June 15, 2010

mailing. The date of mailing shall be the record date for the determination of those members entitled to vote at that meeting.

#### SECTION 4. VOTING AND PROXIES

At all Annual and Special Meetings of the members, each member shall be entitled to one vote, in person or by proxy. Each proxy must be executed in writing and shall be valid only for the meeting at which it is presented. Unless otherwise specifically provided for in these Bylaws, a majority vote of the members, present and voting in person or by proxy when a quorum is present, shall govern.

#### SECTION 5. QUORUM

At any Annual or Special Meeting of the members, a quorum shall consist of that number of members who in the aggregate amongst them hold at least (i) one hundred (100) votes or (ii) one-tenth (1/10) of the total number of votes entitled to be cast, whichever is less, who are present in person or by proxy. If less than a quorum is present at any such meeting, the presiding officer may adjourn the meeting until a quorum is present. No business except presentation of officer and committee reports and adjournment may be transacted in the absence of a quorum.

#### SECTION 6. MINUTES OF ANNUAL AND SPECIAL MEETINGS

The Secretary shall keep minutes of all Annual and Special Meetings of the members with the records of the Institute and such records shall be made available to members.

### **ARTICLE IV. MEMBERS -- DUES AND ASSESSMENTS**

#### SECTION 1. POWERS AND AUTHORITY

All member fees, dues, and any assessments and manner of their payment with respect to the Institute shall be determined from time to time by the Board of Directors.

### **ARTICLE V. CERTIFICATION**

#### SECTION 1. QUALIFICATIONS

Individuals who meet the standards of education, experience, competence, and character as prescribed by the Board of Directors shall be certified CERTIFIED MANAGEMENT CONSULTANT upon satisfactorily completing the assessment process prescribed by the Board of Directors, and shall be entitled to use the CMC<sup>®</sup> and CERTIFIED MANAGEMENT

June 15, 2010

CONSULTANT certification marks, and other certifications and marks on such terms and conditions as may from time to time be prescribed by the Board of Directors.

Firms or organizations which meet the standards of a Certified Firm, or such other certifications and marks as prescribed by the Board of Directors, shall be allowed to use Certified Management Consulting Firm, or other marks, respectively, on such terms and conditions as may from time to time be prescribed by the Board of Directors.

## SECTION 2. RULES AND CERTIFICATION

The Board of Directors shall from time to time promulgate and adopt such rules, regulations, and prerequisites for certification of individuals, firms, and organizations and for the use of marks associated with those certifications.

## SECTION 3. RECIPROCITY

The Institute agrees to accept the principle of reciprocity between the Institute and any other member institute recognized by the International Council of Management Consulting Institutes (ICMCI) as a full member. Reciprocity for the CMC<sup>®</sup> includes the privileges, rights, and responsibilities as outlined by the standards and guidelines of ICMCI.

# ARTICLE VI. CODE OF ETHICS

## SECTION 1. CODE OF ETHICS

The Institute, through its Board of Directors, shall adopt and maintain a Code of Ethics to which all members shall subscribe and adhere, that reflects the standards of the Institute, its members and the consulting profession at large.

## SECTION 2. ENFORCEMENT OF THE CODE OF ETHICS

The Institute shall enforce its Code of Ethics by means of such procedures as may be adopted from time to time by the Board of Directors. Such procedures shall be published by the Institute.

**ARTICLE VII.  
BOARD OF DIRECTORS**

**SECTION 1. GOVERNANCE**

The affairs of the Institute, including but not limited to its overall policy, general control of activities, funds, membership, property and programs, shall be vested in a Board of Directors.

**SECTION 2. COMPOSITION**

The Board of Directors shall have the power to fix the number of Directors, but in no case shall the total number of Directors be less than 3 elected Directors nor more than 20 Directors, the majority of which shall be CERTIFIED MANAGEMENT CONSULTANTS. The Immediate Past Chair shall be a member of the Board of Directors, as shall be the Chair of the Chapter Presidents' Council (CPC) and the Lead Trustee to ICMCI.

**SECTION 3. ELECTION AND TERM**

Elected Directors shall be elected at the Annual Meeting of members by a vote of the membership in person or by proxy for a term of three (3) years, or until their successors have been elected and have assumed office.

Directors who serve by virtue of their position (Appointed Directors), shall serve as long as they hold the position.

The Chair shall be elected by the membership for a one (1) year term, not to exceed three consecutive terms.

**SECTION 4. REELECTION**

No member of the Board of Directors who has served two (2) consecutive full three (3) year terms shall be eligible for reelection until at least two (2) years have elapsed.

**SECTION 5. QUORUM**

Fifty-one percent (51%) of the entire Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Participation by Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, shall constitute presence in person at the meeting.

**SECTION 6. MANNER OF ACTING; VOTING**

Members of the Board of Directors must personally exercise their own votes. Voting rights of a Director shall not be delegated to another or exercised by proxy. The Board of Directors may act only in a duly called and constituted meeting. Action may also be taken by the Board of

Directors without a meeting by unanimous written consent.

All votes of the Board of Directors shall be by majority vote of the Directors present when a quorum is present, except as otherwise required by law or as provided in these Bylaws.

#### SECTION 7. VACANCIES ON THE BOARD OF DIRECTORS

Any elected Director's vacancy may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall hold the position until the next Annual Meeting of the members and until his or her successor is elected or appointed and qualified.

Nominations for such candidates shall be submitted to the Nominating Committee prior to any such vote by the Board of Directors.

#### SECTION 8. MEETINGS OF THE BOARD OF DIRECTORS

There shall be at least three (3) meetings of the Board of Directors during each fiscal year, one of which shall be held within one (1) week after the Annual Meeting of the members.

#### SECTION 9. REMOVAL OF A DIRECTOR

Any Director may be removed for cause by the Board of Directors whenever the best interests of the Institute would be served. "Cause" may include, but is not limited to, breach of the Institute's Code of Ethics, abuse of trust, negligence, incompetence, or disregarding normal duties of the position. The Director in question shall not have the right to vote on the question of his or her removal. Removal shall require a two-thirds (2/3) vote of the entire Board of Directors excluding the Director who is the subject of the removal.

Any Director who is unexcused by the Chair and who fails to attend two (2) regular Board of Director meetings in any twelve (12) month period is automatically removed from the Board of Directors.

#### SECTION 10. REINSTATEMENT OF A DIRECTOR

A Director whose removal is effected in accordance with these Bylaws shall have the right to appeal for reinstatement to the entire Board of Directors. It shall take a two-thirds (2/3) vote of entire Board of Directors to reinstate the removed Director. By way of illustration, not limitation, the Board of Directors would be expected to give more favorable consideration to reinstatement if the absence(s) were the result of extenuating circumstances of a personal, not business, nature.

**ARTICLE VIII  
BOARD OF DIRECTORS -- POSITIONS**

**SECTION 1. CHAIR**

The Board of Directors shall have a Chair. The Chair shall preside at all meetings of the members and of the Board of Directors. The Chair's duties shall be such as such title by general usage would indicate, as may be specified by the Board of Directors, or as described in these Bylaws.

The Chair shall be elected by the members at the Annual Meeting of the members and shall serve until his or her successor has been duly elected and has assumed office. The Chair shall assume office immediately upon election.

**SECTION 2. VICE CHAIR(S)**

The Chair shall appoint, with the Board of Directors' approval, such Vice Chair(s) as may be appropriate. Appointed positions serve at the pleasure of the Chair.

**SECTION 3. TERMS OF CHAIR**

The Chair shall serve until the next Annual Meeting of the members, or until he or she is removed, resigns or is otherwise unable to perform. The Chair may be reelected twice for successive one (1) year terms following his or her initial election. A Chair who has served for three (3) years may not be elected to the same position until at least two (2) years have elapsed.

**SECTION 4. VACANCY OF CHAIR**

A vacancy in the Chair position due to death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In the absence of the Chair, the Immediate Past Chair shall serve as Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

In the event the Chair position is vacant and the Immediate Past Chair refuses or is unable to serve as Chair, then the Executive Committee shall appoint from among the Board of Directors an individual to serve as Chair until the next meeting of the Board of Directors and/or until a Chair is elected and installed.

**SECTION 5. REMOVAL OF CHAIR**

The Chair may be removed by the Board of Directors for cause. "Cause" may include, but not limited to, breach of the Institute's Code of Ethics, abuse of trust, negligence, incompetence, or disregarding normal duties of the position. Such action shall not be initiated except on vote of two-thirds (2/3) of the total number of members of the Board of Directors. The Chair shall be given written notice of such complaint not less than twenty (20) days prior to a meeting of the

Board of Directors. At any such meetings, the Chair shall be afforded reasonable opportunity to be heard. Removal shall require a two-thirds (2/3) vote of the entire Board of Directors, excluding the Chair.

**ARTICLE IX.**  
**BOARD OF DIRECTORS -- COMMITTEES**

**SECTION 1. EXECUTIVE COMMITTEE AND STANDING COMMITTEES**

By resolution adopted by a majority of the entire Board of Directors, the Board of Directors may designate from among its members an Executive Committee consisting of three (3) or more directors. The Executive Committee, and other committees of the Board of Directors, shall have all the authority of the Board of Directors, except with respect to:

- (a) Amending, altering or repealing these Bylaws;
- (b) Electing, appointing or removing any member of a Board-appointed committee or any director, officer or member of the Institute;
- (c) Amending or restating the Certificate of Incorporation of the Institute;
- (d) Adopting a plan of merger or adopting a plan of consolidation with another association;
- (e) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Institute;
- (f) Authorizing the voluntary dissolution of the Institute, revoking proceedings therefore, or adopting a plan for the distribution of the assets of the Institute;
- (g) The appointment of committees of the Institute or of the Board of Directors; or
- (h) Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

**SECTION 2. STANDING COMMITTEES**

By resolution adopted by a majority of the entire Board of Directors, the Board of Directors may designate Standing Committees of the Board of Directors as it deems appropriate. The Chair of the Board of Directors shall serve as an ex-officio member of all Standing Committees.

An Executive Committee is hereby established as a Standing Committee of the Board of Directors and may act in place and stead of the Board of Directors between Board of Directors meetings on all matters, except those specifically reserved by these Bylaws. The Executive



June 15, 2010

Committee shall consist of between three (3) and five (5) members of the Board of Directors, and shall include the Chair and Treasurer. The Executive Committee shall oversee the financial affairs and administrative work of the Institute, and to act on behalf of the Board of Directors in case of emergency. Actions of the Executive Committee shall be reported to the Board of Directors by fax, postal (or courier) mail, email, or at the next Board of Directors meeting.

A Governance Committee is hereby established as a Standing Committee of the Board of Directors to assist the Board of Directors in overseeing the Institute's and its Chapters' governance systems, policies, and procedures. The Governance Committee shall be composed of no less than three (3) and no more than five (5) members of the Board of Directors.

A Finance and Audit Committee is hereby established as a Standing Committee of the Board of Directors to assist the Board of Directors in overseeing the Institute's and its Chapters' financial reporting systems, policies, and procedures. The Finance and Audit Committee shall be composed of no less than three (3) and no more than five (5) members of the Board of Directors.

### SECTION 3. SPECIAL COMMITTEES

The Board of Directors may create such Special Committees as may be deemed desirable to conduct special projects pertaining to the Institute. The members of such committees shall be members of the Board of Directors. Special Committees shall have only the powers specifically delegated to them by the Board of Directors, and in no case shall have powers which are not authorized for Standing Committees under these Bylaws.

### SECTION 4. REPORTS

Each Committee shall report to the Board of Directors at such times as the Board of Directors may direct.

### SECTION 5. TENURE

Each Committee of the Board of Directors shall serve at the pleasure of the Board of Directors. The designations and appointment of any such Committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or such person by law.

## **ARTICLE X. THE INSTITUTE -- OFFICERS**

### SECTION 1. OFFICERS OF THE INSTITUTE

The officers of the Institute shall be a Chief Executive Officer, Vice President(s), Treasurer, Secretary, and other officers as from time to time may be authorized by the Board of Directors.

June 15, 2010

All officers of the Institute (except for the Treasurer) shall be elected by the Board of Directors and shall assume office on a date to be determined by the Board of Directors.

## SECTION 2. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer duties shall be as such title by general usage would indicate, as may be specified by the Board of Directors or assigned to him or her from time to time, or described in these Bylaws. The Chief Executive Officer shall manage and direct the business and affairs of the Institute and shall have such other powers and duties as may from time to time be assigned by the Board of Directors. The Chief Executive Officer shall be responsible for ensuring the objectives of the Institute are carried out, for maintaining general direct and control of the affairs of the Institute and supervising the implementation of the policies and programs of the Institute. The Chief Executive Officer shall employ and discharge agents and employees of the Institute and may delegate any responsibilities to them. The Chief Executive Officer shall conform to all lawful orders given by the Board of Directors and shall at all reasonable times give to the Board of Directors information which they may require regarding the affairs of the Institute.

In the absence of a Chief Executive Officer, the Chair shall serve as Chief Executive Officer.

## SECTION 3. VICE PRESIDENT(S)

The Vice President(s) shall execute such duties and responsibilities as the Chief Executive Officer may assign to them.

## SECTION 4. TREASURER

The Treasurer shall be elected by membership. The Treasurer shall be responsible for all funds and securities of the Institute and its Chapters, subject to the control of the Board of Directors. The Treasurer shall require accounts to be kept of all receipts for monies due and payable to the Institute from all sources whatsoever, in such banks, trust companies, or other institutions as shall be selected by the Board of Directors, and for all disbursements. The Treasurer shall submit to the Board of Directors not less than once each fiscal year an annual budget of anticipated revenues and expenditures recommended for approval by the Board of Directors, and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chief Executive Officer.

**SECTION 5. SECRETARY**

The Secretary of the Institute shall also serve as Secretary to the Board of Directors and shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, shall be the custodian of the corporate records of the Institute, keep a register of the post-office addresses of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair, Chief Executive Officer, or the Board of Directors.

**ARTICLE XI.**

**THE INSTITUTE – COMMITTEES, TRUSTS AND CHAPTERS**

**SECTION 1. COMMITTEES**

The Chief Executive Officer, with notification to the Board of Directors, may form committees of the Institute, and shall appoint chairs of such committees. The chairs and members of the committees shall serve at the pleasure of the convening authority or the Board of Directors.

**SECTION 2. NOMINATING COMMITTEE**

A Nominating Committee of no less than five (5) nor more than ten (10) individual members of the Institute, of which no more than fifty percent (50%) may be members of the Board of Directors, shall be appointed by the Chair, subject to the ratification by the Board of Directors, and shall be announced to the membership ninety (90) days before the Annual Meeting. Names and qualifications of candidates for positions on the Board of Directors, Chair of the Board of Directors, Treasurer, and Officers of the Institute shall be made by the Nominating Committee. The roles, responsibilities and terms of the Nominating Committee shall be defined by Board Resolution.

**SECTION 3. CMC CERTIFICATION COMMITTEE**

The CMC Certification Committee is the ISO/IEC 17024 Scheme Committee for the CERTIFIED MANAGEMENT CONSULTANT, the CMC<sup>®</sup> mark. This committee shall be the Board's direct representative for the establishment of standards and the awarding of certifications.

**SECTION 4. SPECIAL COMMITTEES AND TRUSTS**

The Board of Directors may appoint or authorize the Chief Executive Officer to appoint other administrative or special committees of the Institute as needed and, except as may be limited by law, delegate authority and responsibilities to such committees, and revoke them and terminate

the existence of such committees as it sees fit.

The Board of Directors may also create trusts for special purposes and appoint or authorize the trustees thereof and may revoke and terminate any such trusts as it sees fit. In the case of the ICMCI Trustees, the Chair shall appoint the Lead and other Trustees.

#### SECTION 5. CHAPTERS

The Board of Directors shall be authorized to grant Charters for the establishment of Chapters of the Institute. Chapters shall adhere to all relevant policies, procedures, and practices of the Institute.

The Board of Directors may revoke the Charter of any Chapter.

### **ARTICLE XII. THE INSTITUTE -- FINANCES**

#### SECTION 1. FISCAL YEAR

The fiscal year shall be established by the Board of Directors.

#### SECTION 2. ANNUAL BUDGET

The Board of Directors shall adopt an annual income and expense budget reflecting projected expenses and activities of the Institute.

#### SECTION 3. ANNUAL REPORT

The Board of Directors, at the Annual Meeting of the members, shall present the membership with a review of the year's activities, a report on changes in the membership, and a financial report for the fiscal year.

#### SECTION 4. ANNUAL REVIEW OR AUDIT

An annual review or audit of the accounts of the Institute shall be made either by an independent certified public accountant or a firm of independent certified public accountants recommended by the Finance and Audit Committee and approved and appointed by the Board of Directors. The annual review or audit, including the financial report for the fiscal year, shall be submitted to the Board of Directors within ninety (90) days following the close of the fiscal year.

#### SECTION 5. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Institute, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

June 15, 2010

Institute, and such authority may be general or confined to specific instances.

No obligations may be incurred on behalf of the Institute by members, Chapters, committees, or other individuals or groups except as authorized by the Board of Directors.

#### SECTION 6. CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Institute, shall be signed by such officer or officers, agent or agents of the Institute and in such manner as shall from time to time be determined by the Board of Directors.

#### SECTION 7. DEPOSITS

All funds of the Institute shall be deposited in a timely manner to the credit of the Institute in accounts at such banks, trust companies, or other institutions as the Board of Directors may prescribe.

### **ARTICLE XIII. RULES FOR MEETINGS**

#### SECTION 1. RULES FOR MEETINGS

The then current edition of *ROBERT'S RULES OF ORDER (Newly Revised)*, so far as applicable and when consistent with these Bylaws shall govern all meetings of the members, of the Board of Directors, and other meetings of the Institute, except to the extent waived by the participants in such meetings.

### **ARTICLE XIV. THE INSTITUTE -- BOOKS AND RECORDS**

#### SECTION 1. BOOKS AND RECORDS

The Institute shall keep (a) correct and complete books and records of account; (b) minutes of the proceedings of its members, the Board of Directors and any committees having any of the authority of the Board of Directors; and (c) a record of the names, addresses and class of membership of each member. Copies of all such books, records, and minutes shall be maintained in written form at the Institute's registered or principal office within or without the State of New York, and may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XV.  
INDEMNIFICATION**

**SECTION 1. INDEMNIFICATION**

(a) The Institute shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Institute) by reason of the fact that such person is or was a Director, officer, trustee, employee, volunteer or agent of the Institute or any of its chapters or branches, or a chair, vice-chair or member of any committee or task force of the Institute or any of its chapters or branches, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Institute, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the Institute, and, with respect to the criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(b) The Institute shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding by or in the right of the Institute to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, trustee, employee, volunteer or agent of the Institute or any of its chapters or branches, or a chair, vice-chair, or member of any committee or task force of the Institute or any of its chapters or branches, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Institute. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Institute, unless, and only to the extent that, a court in which action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses.

(c) The Institute shall have power to purchase and maintain insurance covering the Institute and any person who is or was a Director, officer, trustee, employee, volunteer, or agent of the Institute or any of its chapters or branches, or a chair, vice-chair, or member of any committee, task force of the Institute or any of its chapters or branches, against liability asserted against such persons and incurred in any such capacity, or arising out of such person's status as such, whether or not the Institute would have the power to indemnify such person against such liability under the provisions of this Article. Any amounts payable as indemnification under this

June 15, 2010

Article shall be limited by the amount of money collectible under the Institute's insurance coverage.

## **ARTICLE XVI. AMENDMENTS**

### **SECTION 1. AMENDMENTS**

At a meeting duly called for the purpose of considering changes to the Bylaws, these Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of either (i) two-thirds (2/3rds) of the entire Board of Directors, so long as written notice of any such amendments is distributed to the members within 30 days, or (ii) a majority of the members entitled to vote.

## **ARTICLE XVII. DISSOLUTION OF THE INSTITUTE**

### **SECTION 1. DISSOLUTION**

The Institute shall be dissolved upon adoption of a resolution by a majority of the Board of Directors, provided such resolution is approved by the members as required by New York State law.

### **SECTION 2. RESPONSIBILITY FOR CARRYING OUT DISSOLUTION**

In the event of dissolution of the Institute, the Board of Directors or a committee appointed by the Board of Directors shall be responsible for its liquidation.

### **SECTION 3. DISSOLUTION OF INSTITUTE**

In case of dissolution of the Institute, the Board of Directors shall authorize the payment of all indebtedness of the Institute, and arrange for the distribution of the remaining net assets according to the applicable provisions of New York law and in compliance with tax-exempt organization requirements under the U.S. Internal Revenue Code.

### **SECTION 4. AUDIT**

In the event of dissolution of the Institute, an independent auditor shall be appointed by the Board of Directors to determine the distribution of assets and, excepting for fraud or error of fact, the auditor's determination shall be final.