

AMENDED AND RESTATED BYLAWS
OF
NATIONAL ASSOCIATION OF RAILROAD PASSENGERS

(Adopted as of April 18, 2018)

TABLE OF CONTENTS

ARTICLE I — PURPOSES, POWERS, AND RULES

1. Purposes
2. Powers
3. Limitations on Operations
4. Dissolution
5. Prohibited Transactions

ARTICLE II — OFFICES

1. Registered Agent and Office
2. Principal Office

ARTICLE III — MEMBERS

1. Membership Categories and Voting Rights
2. Geographic Organization
3. Termination of Membership
4. State and Local Organizations of Members

ARTICLE IV — ACTIONS BY THE MEMBERS; NO MEETINGS

1. No Meetings; Action by Written Ballot
2. Notice
3. Optional Local Meetings

ARTICLE V — COUNCIL OF REPRESENTATIVES

1. General Powers
2. Number and Distribution of Representatives
3. Allocation of State Representatives
4. Qualifications of State Representatives
5. Election of State Representatives
 - (a) Responsibilities of the Board of Directors
 - (b) Responsibilities of the President and Chief Executive Officer
 - (c) Automatic Election
 - (d) Unfilled Positions
 - (e) Balloting
 - (f) Tie Votes
6. Representatives at Large

7. Qualifications of Elected Representatives at Large
8. Election of Elected Representatives at Large
9. Term of Office
10. Requirements for Re-Election
11. Vacancies
12. Membership Requirement

ARTICLE VI — MEETINGS OF THE COUNCIL OF REPRESENTATIVES

1. Regular Meetings
2. Special Meetings
3. Notification of Meetings
4. Waiver of Notice
5. Voting by Proxy
6. Quorum
7. Presiding Officer
8. Manner of Acting
9. Resolutions
10. Removal and Vacancies Caused by Removal

ARTICLE VII — BOARD OF DIRECTORS

1. Composition
2. General Powers
3. Responsibilities of the Board of Directors
4. Qualifications of Elected Directors
5. Election of Elected Directors
6. Term of Office
7. Requirements of Re-Election
8. Membership Requirement
9. Resignation
10. Removal and Vacancies Caused by Removal
11. Vacancies
12. Salaries

ARTICLE VIII — OFFICERS

1. Officers
2. Qualifications of Officers

3. Election of Officers
4. Term of Office
5. Membership Requirement
6. Requirements for Re-Election
7. Removal and Vacancies Caused by Removal
8. Vacancies for Other Reasons
9. Chair
10. Immediate Past Chair and Treasurer
11. Succession
12. Vice Chairs
13. Treasurer
14. Secretary
15. Absence of Officers
16. Salaries

ARTICLE IX — MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings
2. Waiver of Notice
3. Quorum
4. Presiding Officer
5. Manner of Acting
6. Action by Unanimous Written Consent

ARTICLE X — PRESIDENT AND CHIEF EXECUTIVE OFFICER

ARTICLE XI — COMMITTEES

1. Types of Committees
2. Council Committees
3. Board Committees
4. Special Committees
 - (a) Special Projects Committee
 - (b) Investment Committee
 - (c) Candidate Certification Committee
 - (d) Finance Committee
 - (e) Program Committees
5. Committee Chair Appointments and Terms of Office

6. Vacancies
7. Meetings, Manner of Acting
8. Action by Unanimous Written Consent

ARTICLE XII — ADMINISTRATION AND FINANCES

1. Contracts
2. Checks, Drafts, etc.
3. Deposits
4. Gifts
5. Books and Records
6. Investments
7. Audit
8. Fiscal Year
9. Seal

ARTICLE XIII — AMENDMENTS TO BYLAWS

ARTICLE XIV — MISCELLANEOUS

ARTICLE XV — EFFECTIVE DATE

**AMENDED AND RESTATED BYLAWS
OF
National Association of Railroad Passengers
(Adopted as of April 18, 2018)**

ARTICLE I

PURPOSES, POWERS, AND RULES

1. Purposes. As stated in its Articles of Incorporation, the National Association of Railroad Passengers (the “Association”) is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Code, including, all for the promotion of the common good and general social welfare and the bringing about of civic betterments and social improvements, to perform research and educate the general public about intercity rail passenger service, rail freight services, and urban mass transit (especially rail), to act as a focal point for, and either by itself or in conjunction with other associations, groups or individuals to undertake, programs and actions designed to encourage and promote development of a more balanced U.S. transportation system including, without limitation, the promotion of federal and state policies (including funding) beneficial to all forms of rail service, urban mass transit (especially rail), rural public transportation, and intermodal terminals and other facilities and services that make it easier for travelers to transfer from one mode of transportation to another. In pursuance of these purposes it shall have the powers to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

2. Powers. In addition to the powers granted by the Articles of Incorporation and by these Amended and Restated Bylaws (these “Bylaws”), the Association shall have all powers as are now or may hereafter be granted by the Not for Profit Corporation Act.

3. Limitations on Operations. The following rules shall conclusively bind the Association and all persons acting on behalf of it:

(a) No part of the net earnings of the Association shall inure to the benefit of or be distributed to any Member, Director, Officer, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Association. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Association shall be limited to reasonable amounts.

(b) No part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and the Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Association shall not take any action not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or by any other laws then applicable to the Association.

4. Dissolution. In the event of dissolution of the Association, the assets of the Association shall be dedicated to or transferred exclusively for the purposes of the Association, as set forth in the Articles of Incorporation, or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

5. Prohibited Transactions. The following transactions shall be specifically prohibited to the Association:

(a) The loan of any part of the Association's income or corpus without the receipt of adequate security and a reasonable rate of return;

(b) The making of any part of the Association's services available on a personal basis;

(c) The making by the Association of any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;

(d) The sale of any part of the Association's assets for less than an adequate consideration in money or money's worth; or

(e) Engaging in any other transaction which results in a substantial diversion of the Association's income or corpus to any of the Officers, Directors, Representatives or Members of the Association; any person who shall have made a substantial contribution to the Association; a family member of any of the Officers, Directors, Representatives, Members or persons; or a corporation controlled by any Officer, Director, Representative, Member, person, or family member.

ARTICLE II

OFFICES

1. Registered Agent and Office. The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The registered agent of the Association may be changed from time to time by the Board of Directors.

2. Principal Office. The Association may have such offices, either within or outside the State of Illinois, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE III

MEMBERS

1. Membership Categories and Voting Rights. The Association shall have two classes of members: general members (the "Members") and members of the Council of Representatives (the "Representatives"). Members may be divided into categories established

from time to time by the Board of Directors. Within a category, a single membership (“Membership”) may consist of one or more individuals who have paid dues in the amount determined from time to time by the Board of Directors and shall satisfy any other membership criteria as may be established by these Bylaws. Members and Representatives shall have the voting rights as set forth in these Bylaws.

2. Geographic Organization. All Members shall be divided geographically by state, and the Members in each state shall elect from among the Members residing in that state individuals to serve on the Council of Representatives (Members so elected shall be referred to as “State Representatives”). State Representatives from more than one state may agree, by majority vote of such State Representatives, to form multi-state regions for the purpose of addressing interstate issues, accomplishing specific objectives and/or holding Member meetings. Such State Representatives may, by majority vote of the State Representatives in the affected states, redefine or dissolve any such regions so created.

3. Termination of Membership.

(a) Automatic or Voluntary Termination. Membership shall be terminated automatically if a Member fails to remit annual dues, fails to meet the eligibility criteria for membership as may be determined from time to time by the Board of Directors, is convicted of a crime punishable by imprisonment for more than one year, or submits a written notice of a voluntary termination of membership. No dues or contributions shall be returned to a Member in the case of an automatic or voluntary termination of membership.

(b) Termination by Committee. Membership may be suspended or terminated by a two-thirds (2/3) vote of the Membership Action Review Committee (the “MARC”) with or without cause pursuant to the procedures set forth herein.

(i) Reports that a Member has engaged in conduct that is detrimental to the Association, including but not limited to conduct that violates the Association’s Code of Conduct, as may be amended from time to time, shall be submitted to the MARC, which shall have responsibility to investigate the report. The investigation generally shall include discussion with the Member who is the subject of the report and other individuals as the MARC deems appropriate. The Member who is the subject of the report shall have the ability to make a statement to the MARC, but shall not be present during the MARC’s discussion or vote on the matter. In general, the MARC must conduct and conclude its investigation within four (4) weeks of receiving a report.

(ii) If the MARC determines that a Member has engaged in conduct that is detrimental to the Association, then it shall make one of the following determinations:

1. No Action - This determination is reserved for minor conduct violations and for situations in which the MARC believes that the Member will correct his or her actions moving forward.

2. Suspension - This determination is reserved for conduct that has resulted in damage to the Association’s ability to conduct business and achieve its mission. A Member who is suspended shall lose all privileges of membership for two years.

3. Termination - This determination is reserved for the most serious acts of detrimental conduct that have resulted in permanent damage to the Association's reputation or its ability to conduct business and achieve its mission while the membership is active. Upon termination, a Member shall permanently lose all privileges of membership and may not be readmitted to membership.

(iii) Determinations by the MARC are final and not subject to review or appeal.

(iv) The MARC may, in its sole discretion, vote to refer a matter to the full Council for consideration and decision.

(c) Effect of Membership Suspension or Termination. Suspension or termination of membership shall automatically and immediately remove said Member from membership on any and all Association Committees, the Council of Representatives, and as an Officer or Director of the Board of Directors. No dues or contributions shall be returned to a Member in the case of Termination by Committee.

4. State and Local Organizations of Members. Unless otherwise approved by the Board of Directors, the Association shall not have any state or local affiliated organizations.

ARTICLE IV

ACTIONS BY THE MEMBERS; NO MEETINGS

1. No Meetings; Action by Written Ballot. Unless otherwise required by the Not for Profit Corporation Act or these Bylaws, there shall be no annual or regular meetings of the Members. Any action required to be taken by the Members shall be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the Members entitled to vote thereon shall be given the opportunity to vote for or against the proposed action. Such action shall become effective upon receiving the approval of a majority of the Members casting votes, or such larger number as may be required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, provided that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting and provided further that appropriate notice of such action has been provided. Voting shall remain open for not less than five (5) days from the date the ballot is delivered.

2. Notice. At least five (5) days prior to the effective date of any action taken by the Members by written ballot, notice in writing of the proposed action shall be delivered to all of the Members entitled to vote with respect to the subject matter thereof.

3. Optional Local Meetings. The Members of a particular state or multi-state region may determine to hold optional, informal annual or regular meetings of the Members of such state or multi-state region. The Board of Directors from time to time may prescribe by resolution guidelines or policies governing such meetings and may modify, amend, or repeal any such guidelines or policies at its sole discretion. The Members shall not be permitted to act on behalf of the Association or take any official action at any such meeting unless otherwise approved in writing in advance by the Board of Directors and the Council of Representatives.

ARTICLE V

COUNCIL OF REPRESENTATIVES

1. General Powers. The Council of Representatives shall: (a) appoint the Candidate Certification Committee; (b) elect the Elected Representatives at Large, the Officers, and the Directors of the Association, in that order; (c) review the overall direction of the Association; (d) adopt resolutions and advise the Board of Directors about the Association's programs and policies; and (e) repeal or amend these Bylaws. By a two-thirds vote of the Representatives present at a meeting in which a quorum is present, the Council of Representatives may remove one or more Directors, Officers, or Representatives for cause.

2. Number and Distribution of Representatives. The Council of Representatives shall consist of up to 137 Representatives, comprised of (a) up to 112 State Representatives, and (b) up to 25 Representatives at Large (as defined in Section 6 of this Article V). A State Representative that is elected as either an Officer or a Director shall automatically vacate his or her State Representative position and shall, by virtue of his or her Officer or Director position, become a Representative at Large.

3. Allocation of State Representatives. The 112 State Representative positions shall be distributed among the states on the basis of two factors: (a) the number of U.S. Representatives based on the most recent census allocation of U.S. Representatives, and (b) the number of individual Association members in that state, with each of these two factors given equal weight. Every state shall be entitled to at least one State Representative.

4. Qualifications of State Representatives. Each candidate for election as a State Representative shall:

(a) Have been a Member in good standing of the Association for at least twelve (12) consecutive months immediately prior to the closing date for nominations. The Board of Directors may waive this requirement by majority vote in instances where an exceptional candidate cannot comply, provided that the candidate is a Member in good standing at the time nominations are accepted.

(b) Submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors.

(c) Be a legal resident in the state they seek to represent and at least 18 years of age at the time the individual would take office as a State Representative.

5. Election of State Representatives.

(a) Responsibilities of the Board of Directors. The Board of Directors shall adopt policies and procedures to (i) ensure that each Member in good standing receives a ballot containing the names and qualifications of candidates, and (ii) establish a method for tallying, reporting, and certifying the results of the election of State Representatives. Such procedures shall include specifying a record date for determining the Members entitled to vote in each state, such date to be no more than sixty (60) days before the distribution of ballots to Members.

(b) Responsibilities of the President and Chief Executive Officer. The President and Chief Executive Officer shall:

(i) prior to September 15 of each odd-numbered year, certify to the Council of Representatives the number of State Representatives to be elected from each state, such certification to include a count of the Association Memberships within each state as of August 31 of that year;

(ii) on or before October 1 of each odd-numbered year, announce to the Members that nominations for State Representative positions, including self-nominations, are open, and that the closing date for nominations is December 1;

(iii) on or before December 31 of each odd-numbered year, except as otherwise provided in these Bylaws or required by law, determine the methods for balloting, counting, and certifying votes cast in the election; such methods of balloting may include balloting by mail and/or by electronic means pursuant to the Not for Profit Corporation Act;

(iv) on or before January 15 of each even-numbered year, send to each Member in good standing the ballot and qualifications of each candidate running for State Representative in that state, the method for voting and notice that the deadline for submission of ballots is February 15; if ballots are sent to Members electronically, they shall be sent to the electronic address that appears on the records of the Association;

(v) on or before March 1 of each even-numbered year, announce to the Members the names of the candidates elected as State Representatives; and

(vi) maintain in the official records of the Association the total number of ballots counted and disallowed for each candidate.

(c) Automatic Election. When the number of candidates for State Representative in a given state after the closing date for nominations, or at any subsequent time before the date of the election, is the same as or fewer than the number of State Representative positions to be elected, those candidates shall be deemed elected as of March 1. The distribution of ballots and the conduct of an election in that state shall not be required.

(d) Unfilled Positions. Any unfilled State Representative position shall be considered vacant.

(e) Balloting. State Representatives shall be elected by the Members in accordance with Section 1 and Section 2 of Article IV. Members shall be limited to one vote, even if a Member is a member of more than one Membership class. Except as otherwise provided by these Bylaws, State Representative candidates receiving the highest number of votes in each state shall be the State Representatives from that state. Any ballot cast by a person known not to be a Member in good standing of the Association, or on which the vote cast is not clear, will be disallowed. Each Member may vote only on those State Representatives nominated to represent the state in which the Member resides.

(f) Tie Votes. In the event that a tie vote occurs among the candidates that would result in the election of more State Representatives than the state is qualified to elect, then among those candidates with the fewest number of votes who would otherwise win the election, the outcome shall be determined by a coin toss (or coin tosses should more than two persons tie for the final qualifying position.)

6. Representatives at Large. The Council of Representatives may have up to twenty-five (25) representatives who are not State Representatives elected by the Members (collectively, the “Representatives at Large”). Up to ten (10) Representatives at Large shall be elected by the State Representatives at the Council of Representatives annual business meeting in each even-numbered year (the “Elected Representatives at Large”). The Officers (other than the President and Chief Executive Officer) and the Directors (other than *ex officio* Directors) shall constitute the remaining Representatives at Large.

7. Qualifications of Elected Representatives at Large. Each candidate for Elected Representative at Large shall:

(a) Be a Member of the Association in good standing prior to his or her election.

(b) Submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors by March 31 of the year in which the candidate is running.

(c) Be a legal resident of any state, the District of Columbia, or a United States territory, and at least 18 years of age at the time the individual would take office as an Elected Representative at Large.

8. Election of Elected Representatives at Large.

(a) Elected Representatives at Large shall be elected by the State Representatives at the annual business meeting of the Council of Representatives in even-numbered years. Prior to voting on all other offices, the Candidate Certification Committee shall inform the Council of Representatives of the names of those candidates qualified to run.

(b) If the number of candidates for Elected Representatives at Large is less than the number to be elected, the Council of Representatives may move to elect the candidates by acclamation or to have an individual vote on each candidate.

(c) If the Council of Representatives decides to vote on each candidate separately, or if the number of candidates is more than the number to be elected, then ballots shall be distributed with ballot counters being non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Each State Representative may cast ballots for candidates up to the number of positions to be filled. No State Representative may cast more than one vote for any candidate. In order to be elected, a candidate must be included on at least fifty percent (50%) of the cast ballots.

9. Term of Office. Representatives shall serve the following terms and until their successors are elected and qualified:

(a) each State Representative shall hold office for a term of two years beginning March 1 in even-numbered years, provided, however, that a State Representative that is elected as an Officer or Director shall automatically vacate his or her State Representative position and thereafter shall be a Representative at Large by virtue of his or her Officer or Director position and subject to the term of office set forth in Section 9(c) of this Article V;

(b) each Elected Representative at Large shall hold office for a term of two years beginning immediately upon their election at the annual business meeting of the Council of Representatives in even-numbered years;

(c) each other Representative at Large (*i.e.*, each Officer and Director, other than the President and Chief Executive Officer and other than the *ex officio* Directors) shall hold office as a Representative at Large for his or her term of office as an Officer or Director, as the case may be; and

(d) any Representative may resign at any time by written resignation lodged with the President and Chief Executive Officer.

10. Requirements for Re-Election. To seek re-election, each State Representative and Elected Representative at Large shall:

(a) have remained a Member in good standing of the Association during his or her current or immediately preceding term of office;

(b) submitted a candidate information statement on a form adopted by the Board of Directors; and

(c) have attended (including by way of Alternates described in Section 5 of Article VI) at least one-half (1/2) of all Council of Representatives meetings during his or her current or immediately preceding term of office. Individuals not meeting this requirement and wishing to run for re-election may request a waiver from the Board of Directors. The request should include background information supporting the waiver request.

11. Vacancies. Any vacancy occurring in the Council of Representatives may be filled by the Board of Directors after consultation with the appropriate Officers, Directors, and Representatives. A person appointed to fill a vacancy shall serve the unexpired term of the person whose vacancy he or she is filling.

12. Membership Requirement. All Representatives must be and remain dues paying Members of the Association in good standing during their term in office. Failure to meet this requirement shall result in automatic removal from office unless cured within thirty (30) days of notification of Membership expiration.

ARTICLE VI

MEETINGS OF THE COUNCIL OF REPRESENTATIVES

1. Regular Meetings. The Council of Representatives shall hold two regular business meetings per year, one in the Spring in the Washington, D.C. metropolitan area and the other in the Fall in a location chosen by the Council of Representatives. The Spring meeting shall be deemed the annual business meeting of the Council of Representatives.

2. Special Meetings. Special meetings of the Council of Representatives may be called by the Chair of the Board or the Board of Directors.

3. Notification of Meetings. Written notification of annual regular business or special meetings stating the time, date and place of meetings shall be distributed to each Representative no less than five (5) days and no more than sixty (60) days in advance of the date of the meeting. In the case of a special meeting, such notice shall include the purpose or purposes for which the meeting is being called. The requirement for written notification can be satisfied by notice sent by electronic means to a Representative at the e-mail address that appears on the records of the Association.

4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, 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 the giving of such notice. The attendance of a Representative at any meeting shall constitute a waiver of notice of such meeting, except where such Representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Voting by Proxy. A Representative who is unable to attend a meeting may designate in writing an alternate (an "Alternate") to act as such Representative's alternate by attending and voting at a meeting. An Alternate shall be a Member in good standing of the Association who is not also a Representative. The designation must be in writing, signed by the absent Representative, and presented to the Secretary at the meeting. No written designation of an Alternate shall be valid after eleven (11) months from the date of its execution. No Representative shall be allowed to cast his or her own vote on any pending matter on which his or her Alternate also has voted.

6. Quorum. Representatives and Alternates constituting one-third (1/3) of the votes of the currently serving Council of Representatives shall constitute a quorum for the transaction of any business at any meeting of the Council of Representatives. If fewer than such one-third (1/3) is represented at such meeting, a majority of the Representatives present may adjourn the meeting and reconvene at a later time without further notice.

7. Presiding Officer. At all meetings of the Council of Representatives, the Chair of the Board, a Vice-Chair of the Board designated by the Chair, or if not so designated then selected by the Treasurer or Secretary, in the order named, shall preside as the presiding officer of the meeting (the "Presiding Officer"). If none of them is present, any other Director may be designated by the Representatives present as Presiding Officer.

8. Manner of Acting. The act of the Representatives and Alternates holding a majority of the votes cast on a matter at a business or special meeting at which a quorum is present shall be the act of the Council of Representatives except where otherwise provided by law. Each Representative or Alternate shall have one vote.

9. Resolutions. In order for a resolution to be considered by the Council of Representatives it must be (a) submitted by a Representative in good standing, and (b) no more than 180 words in length. Upon receipt of the proposed resolution, the Secretary shall confirm that the resolution is no more than the maximum word count and if not compliant, inform the proposer of such fact. If the proposed resolution is more than 180 words in length, the proposer may cure by reducing the length of the proposal and resubmitting same as long as this is accomplished no later than thirty (30) days prior to the start of the Council of Representatives meeting. If the proposed resolution is compliant with this Section 9 of Article VI, then the resolution shall be placed tentatively on the business meeting agenda, subject to the resolution being seconded at the meeting in order to be discussed, in which case the Secretary shall notify the proposer of such tentative assignment. The Secretary shall attempt to notify by e-mail all Representatives of the proposed resolution as soon as practical. The foregoing requirements shall not apply to resolutions proposed by the Board of Directors.

10. Removal and Vacancies Caused By Removal. Any Representative can be removed from office by the affirmative vote of at least two-thirds vote of the Representatives present and voting at a business or special meeting at which a quorum is present. No Representative shall be removed at a business or special meeting unless the written notice of such meeting is delivered to all Representatives. Such notice shall state that a purpose of the meeting is to vote on the removal of one or more Representatives named in such notice. Only the named Representative or Representatives may be removed at such meeting. Elected Representative at Large vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. An Elected Representative at Large elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VII

BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of no fewer than ten (10) and no more than fifteen (15) Directors, which shall include (a) the Chair, the four Vice-Chairs, the Treasurer, and the Secretary as set forth in Article VIII; and (b) at least three (3) and up to eight (8) Directors who are not also Officers (the “Elected Directors”). In addition, each of the Immediate Past Chair and the Immediate Past Treasurer shall serve as an *ex officio* member of the Board of Directors. The *ex officio* Directors shall not have voting rights and shall not be included in the total number of authorized Directors or counted for purposes of determining whether a quorum is present.

2. General Powers. The Board of Directors shall exercise overall direction and control over the affairs of the Association, including the formulation of Association program and policies.

3. Responsibilities of the Board of Directors. The members of the Board of Directors shall:

(a) understand the purpose of the Association and have general knowledge of how the Association is functioning; assure adherence to the purposes of the Association and monitor effectiveness in achieving results and compliance with the Articles of Incorporation, Bylaws and the tax-exempt status of the Association;

(b) set organizational goals and policy and oversee its administration by competent staff; review, adopt and monitor long-range and annual plans and budgets; review regular financial reports; ensure timely completion of annual audits and filing of required tax returns;

(c) provide for competent legal counsel to assure compliance with applicable local, state and federal laws, including timely filing of reports and meeting procedures;

(d) appoint and regularly review the performance of the President and Chief Executive Officer;

(e) assure a personnel program that provides competent staff; assure that staff compensation and professional consulting fees are reasonable;

(f) ensure adequate financial resources to conduct the Association's activities;

(g) provide for regular meetings of the Board of Directors and its committees with adequate reports on and discussion of organizational activities;

(h) provide for prudent and sound investment and management of Association funds and assets not expended directly for charitable purposes, to yield a reasonable return without undue risk; and

(i) protect the Association's property, including reasonable provision for safekeeping, replacement and divestment procedures that will benefit the organization.

4. Qualifications of Elected Directors. Each candidate for Elected Director shall:

(a) be a dues paying member in good standing of the Association;

(b) have been a member of the Council of Representatives, the Board of Directors, or an Officer for at least one term; the Board of Directors may waive this requirement for exceptional candidates by majority vote;

(c) submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors; and

(d) be a registered voter.

5. Election of Elected Directors. At each of its annual business meetings, the Council of Representatives shall elect or re-elect individuals to serve as successors to the Elected Directors whose terms will be expiring at such annual business meeting. Election of Elected Directors shall follow the election of the Officers pursuant to Section 3 of Article VIII. If there are more candidates than positions for Elected Directors, then ballots shall be used; ballot counters shall be non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Any person who has filed a candidate information statement and been qualified for candidacy by the Candidate Certification Committee for any of a State Representative, Elected Representative at Large, or Officer position in the current election cycle may nominate himself or herself from the floor provided that he or she meets any additional requirements to serve as Elected Director. In the event that a tie occurs among the persons qualifying for the final Elected Director position, and the tie resulted in an excess number of Elected Directors potentially to be elected to the number of positions available, then a second ballot vote will be conducted among the tied candidates to determine which of them shall be elected as an Elected Director. Should the second vote also result in a tie, then the election shall be determined by a coin toss.

6. Term of Office. Directors shall serve the following terms and until their successors are elected and qualified:

(a) Each of the Chair, Vice Chairs, Treasurer, and Secretary shall hold office as a Director for the term of office specified in Section 4 of Article VIII.

(b) The three (3) to eight (8) Elected Directors shall be divided into three (3) classes, as nearly equal in number as possible, as shall be designated by resolution adopted by a majority of the total number of Directors in office as of the date of adoption of these Bylaws. The initial term of the first class of Elected Directors shall be one (1) year; the initial term of the second class of Elected Directors shall be two (2) years; and the initial term of the third class of Elected Directors shall be three (3) years. Upon completion of the initial term of each of the three classes, Elected Directors shall be elected to succeed those Elected Directors whose terms expire and such elections shall be for three-year terms of office, each to expire at the third succeeding annual meeting of the Council of Representatives after their election. Each Elected Director shall hold office until his or her successor has been duly elected and qualified. In the event of an increase in the number of Elected Directors, the Board of Directors shall assign the newly created directorship or directorships to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of Elected Directors.

(c) Each of the Immediate Past Chair and the Immediate Past Treasurer shall hold office as a non-voting *ex officio* Director so long as he or she holds the position of Immediate Past Chair and Immediate Past Treasurer, respectively.

7. Requirements for Re-Election. To qualify for re-election, an Elected Director shall have:

(a) attended at least two-thirds of the meetings of the Board of Directors held during the Elected Director's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors;

(b) met the minimum requirements for attendance of Council of Representatives meetings as an Elected Representative at Large held during the Elected Director's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors;

(c) remained a Member in good standing of the Association during his or her term of office;

(d) submitted a candidate information statement on a form adopted by the Board of Directors; and

(e) remained a registered voter.

8. Membership Requirement. All Directors must remain dues paying Members in good standing of the Association throughout their term of office. Failure to meet this requirement shall result in automatic removal from office unless cured within 30 days of notification of Membership expiration.

9. Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Association. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An individual's resignation as an Officer or as the Immediate Past Chair or the Immediate Past Treasurer also shall be deemed to be the individual's resignation as a Director or as an *ex officio* Director, as the case may be.

10. Removal and Vacancies Caused by Removal. Any Director may be removed from office by the affirmative vote of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present. No Director shall be removed at a business or special meeting of the Council of Representatives unless the written notice of such meeting is delivered to all Representatives at least twenty (20) days prior to such meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Director vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

11. Vacancies. Any Director vacancy, except one caused by removal, may be filled by a majority vote of the Board of Directors. A person elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

12. Salaries. Directors shall serve without salary; however, unless otherwise provided by law, these Bylaws or an Association Policy, a Director may be paid reasonable compensation

for services he or she provides to the Association exclusive of his or her service as a Director that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Association.

ARTICLE VIII

OFFICERS

1. Officers. The officers of the Association (the “Officers”) shall include a Chair, four Vice-Chairs, a Treasurer, a Secretary, and the President and Chief Executive Officer, and may include such other Officers as may be elected by the Council of Representatives from time to time. Officers, other than the President and Chief Executive Officer, also shall be Directors and shall not be employees of the Association. The President and Chief Executive Officer shall be an employee of the Association, as set forth in Article X.

2. Qualifications of Officers. Each candidate for Officer shall:

- (a) be a dues paying Member in good standing of the Association;
- (b) have been a Representative or Director for at least one complete term; the Council of Representatives may waive this requirement for exceptional candidates by majority vote;
- (c) submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors; and
- (d) be a registered voter.

3. Election of Officers. The Officers, other than the President and Chief Executive Officer, shall be elected by the Council of Representatives at their annual meeting in even-numbered years. Election of Officers shall follow the election of Representatives at Large and be held in the following order: Chair, Vice Chairs, Secretary, and Treasurer. If there are more candidates than positions, then ballots shall be used; ballot counters shall be non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Any person who has filed a candidate information statement and has been qualified for candidacy by the Candidate Certification Committee for either a State Representative or Elected Representative at Large may nominate himself or herself from the floor provided he or she meets any additional requirements to serve in that office. Candidates who were not elected to one Officer position shall be eligible to nominate themselves for other Officer positions from the floor.

In the event that more than two persons run for either the position of Chair, Treasurer, or Secretary, and the election results in no one receiving a majority of the cast votes, then a second vote shall take place among the top two finishers.

In the event that only two people run as candidates for either the position of Chair, Treasurer, or Secretary, and the election results in a tie, then the tie shall be broken by a coin toss. If multiple candidates run for their positions and a tie occurs between the top finishers, then

a second vote shall be taken by ballot with only the top finishers being on that ballot. Should the second ballot still result in a tie, then that tie shall be broken by a coin toss.

In the event that more than four persons run for the positions of Vice Chair, and the election results in a tie for the last position of Vice Chair and would cause more than four Vice Chairs to be elected, then a second vote shall be taken by ballot with only the tied candidates listed. If the second ballot results in a tie, then that tie shall be broken by a coin toss.

4. Term of Office. Officers, other than the President and Chief Executive Officer, shall take office at the conclusion of the annual business meeting of the Council of Representatives at which they are elected. Each Officer shall hold office for two years and until her or his successor shall have been duly elected, provided that an Officer may resign at any time by written resignation submitted to the President and Chief Executive Officer. Officers, except the Treasurer and Secretary, may serve up to three consecutive terms in the same office. There are no limits to the number of times that either the Treasurer or Secretary may be re-elected.

5. Membership Requirement. Officers must remain dues paying Members in good standing of the Association during their terms in office. Failure to meet this requirement will result in automatic removal from office, unless cured within thirty (30) days of notification of Membership expiration.

6. Requirements for Re-Election. To qualify for re-election, an Officer shall have:

(a) attended at least two-thirds of the Board of Directors meetings and three-quarters of the Council of Representatives meetings held during the Officer's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors;

(b) remained a Member in good standing of the Association during his or her term of office;

(c) submitted a candidate information statement on a form adopted by the Board of Directors; and

(d) remained a registered voter.

7. Removal and Vacancies Caused By Removal. Any Officer, other than the President and Chief Executive Officer, may be removed, with or without cause, by a two-thirds vote of the Representatives present and voting at a business or special meeting at which a quorum is present. Officer vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

8. Vacancies for Other Reasons. Except as otherwise set forth in Section 11 of this Article VIII, a vacancy in any Officer position because of death, resignation or otherwise shall be

filled by majority vote of the Board of Directors for the unexpired portion of the term of the Officer whose seat has become vacant.

9. Chair. The Chair of the Board shall be the principal Officer of the Association and shall serve as both Chair of the Board of Directors and Chair of the Council of Representatives. The Chair has the ultimate responsibility for and authority to supervise and control the business and affairs of the Association. In general, the Chair shall perform all duties incident to the Office of Chair, and such other duties as may be prescribed by the Board of Directors from time to time.

10. Immediate Past Chair and Treasurer. When each of the Chair and the Treasurer leave office at the end of his or her last term, he or she shall assume the title of Immediate Past Chair and Immediate Past Treasurer, respectively. Each of the Immediate Past Chair and Immediate Past Treasurer shall be a non-voting, *ex officio* member of the Board of Directors.

11. Succession. Upon the death, disability, resignation or removal of the Chair, the President and Chief Executive Officer shall immediately become acting Chair, perform all the duties of and have all of the authority of the Chair for a period not to exceed 30 days. With this one exception, the same person shall not serve as both Chair and President and Chief Executive Officer. Within 30 days of the end of the prior Chair's service, the Board of Directors shall elect a new Chair. In the event that the Board of Directors fails to elect a new Chair within 30 days, it shall elect an interim Chair from among the then-current Vice Chairs to act as Chair on a temporary basis.

12. Vice Chairs. Vice Chairs are responsible for leading and coordinating the work of the Association as assigned by the Chair. In addition, one of the Vice Chairs (either designated by the Chair or if none has been designated then one selected by majority vote of the Board of Directors) shall, in the absence of the Chair or in the event of the Chair's inability or refusal to act, be deemed acting Chair and perform the duties of Chair. When so acting, the acting Chair shall have all the powers of and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned by the Board of Directors.

13. Treasurer. The Treasurer shall supervise the custody of all funds and securities of the Association. The Treasurer shall:

(a) review procedures designed to (i) ensure that all moneys due and payable to the Association are properly received and accounted for, and that all such moneys are deposited in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (ii) ensure that all disbursements are properly made and accounted for;

(b) supervise an independent Certified Public Accountant in her or his performance of a formal annual audit of the Association's financial records as required by these Bylaws;

(c) perform all other duties incident to the office of Treasurer including serving on the Finance Committee and such other duties as from time to time may be assigned by the Chair or by the Board of Directors;

(d) if required by the Board of Directors, give a bond for the faithful discharge of duties in such sum and with such sureties as the Board of Directors may determine.

14. Secretary. The Secretary is responsible for ensuring that:

(a) unless responsibility for notice is delegated to another party under these Bylaws, all notices are given as required by these Bylaws or by law;

(b) corporate records, the seal of the association and the minutes of the meetings of the Board of Directors and the Council of Representatives are kept in a manner prescribed by law;

(c) the minutes of such meetings are available for distribution no more than 30 days after adjournment of meetings;

(d) perform all other duties incident to the office of Secretary and such other duties that may be assigned by the Chair or by the Board of Directors.

15. Absence of Officers. In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties, or any such powers or duties, of any Officer to any other Officer or to any Director except that any permanent vacancies shall be filled in accordance with Section 8 of this Article VIII.

16. Salaries. The Chair, Vice Chairs, Treasurer and Secretary shall serve without salary; however, unless otherwise prohibited by law, these Bylaws or an Association policy, such Officers may be reasonably compensated for services, exclusive of their service as Officers or Directors, that they provide to the Association that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Association, so long as such Officers comply with any policies adopted by the Board of Directors.

ARTICLE IX

MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings. The Board of Directors shall have at least six (6) regular meetings each year, either in person or by teleconference. Notification of meetings stating the time, date and place of meetings shall be distributed to each Director at least 14 days in advance, unless otherwise required by the Not for Profit Corporation Act or these Bylaws.

2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3. Quorum. One-half of the Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If fewer than one-half of the Directors are present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4. Presiding Officer. At all meetings of the Board of Directors, the Chair or a Vice-Chair designated by the Chair shall preside. If neither is present, the Board of Directors by majority vote may designate any other Director or Officer to preside.

5. Manner of Acting. The act of Directors holding a majority of the votes cast on a matter at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by a policy adopted by the Board of Directors. There shall be no voting by proxy or alternates. No Director may cast more than one vote on any matter. Directors may participate in and act at any meeting of the Board through use of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at the meeting.

6. Action by Unanimous Written Consent. Any act required by law or by these Bylaws to be taken at a meeting of the Board of Directors, or any action which may be taken at such meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors entitled to vote with respect to the subject matter thereof. Such consent shall be evidenced by approvals submitted to the Association either in writing with a Director's signature or by electronic means sent by a Director from the e-mail address for the Director that appears in the Association's records. All the approvals evidencing consent shall be delivered to the Secretary for filing with the Association's records. Unless otherwise provided by the consent, the action shall be effective as of the date that the last Director provides written or electronic consent.

ARTICLE X

PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer shall be responsible for carrying out the purposes and mission of the Association and shall in general, subject to the supervision and control of the Chair, administer all the business and affairs of the Association pursuant to policies and goals established by the Board of Directors. The President and Chief Executive Officer shall be an Officer of the Association and shall be appointed by and serve at the pleasure of the Board of Directors under the terms of an employment contract approved by the Board of Directors. The President and Chief Executive Officer may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed. The President and Chief Executive Officer will carry out the duties as defined in a mutually agreed upon job description, including the development and supervision of the professional staff needed to accomplish the Association's mission.

ARTICLE XI

COMMITTEES

1. Types of Committees. The Association has three general types of committees: Council Committees, Board Committees, and Special Committees.

2. Council Committees. Council Committees may be created by either the Chair or a majority vote of the Representatives present at a business or special meeting of the Council of Representatives. Council committees can be of two types:

(a) Standing committees, which are tasked with studying and making recommendations on particular issues and which report at each Council of Representatives meeting as to the progress of their work. Standing committees can be composed of Directors, Officers, Representatives and Members.

(b) Ad hoc committees, which are tasked to resolve specific issues and complete their work by a specific date. Ad hoc committees make their findings available to the Council of Representatives and make a final report to the Board of Directors when their task is completed, upon which the committee is automatically dissolved. Ad hoc committees can be composed of Directors, Officers, Representatives and Members.

No Council Committee shall act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors.

3. Board Committees.

(a) Board committees are established by the Board of Directors and report directly to the Board. Board committees shall be composed of at least two Directors, and may contain Representatives and Members, provided that a majority of a Board committee must be composed of Directors.

(b) The Board of Directors may establish such committees as it may deem necessary or desirable to: (i) discharge its fiduciary responsibilities to the Members or comply with law; (ii) provide adequate oversight of the Association's activities; or (iii) assist the professional staff in accomplishing the Association's purpose and mission.

(c) The Board of Directors may delegate to such Board Committees authority to act on behalf of the Board of Directors, except as may be prohibited by the Not for Profit Corporation Act.

(d) The Board of Directors shall conduct periodic reviews of each committee's performance. Unless extended by the Board of Directors, ad hoc committees will disband after completion of their designated task or after four (4) years, whichever occurs first. Standing committees continue until abolished by the Board of Directors.

4. Special Committees. The Association shall have the following Special Committees:

(a) Special Projects Committee. The Special Projects Committee will consist of three (3) to five (5) members, as determined from time to time by the Board of Directors, which shall include the President and Chief Executive Officer, at least one Director, and at least one Representative who is not also a Director or Officer. The Immediate Past Chair will serve as an *ex officio* member. The President and Chief Executive Officer will be the Chair of the committee. The Chair and the President and Chief Executive Officer will consider and vet candidates submitted by any Member and shall present them to the Board of Directors for approval. The full Board of Directors will vote on each nominee presented. Committee member terms will be two years and staggered so that not all member terms expire in the same year. For the initial appointments, two of the members of the committee will have three-year terms. If a committee member resigns his or her seat on the Board of Directors or Council of Representatives (if applicable) before his or her term expires, the Chair and President and Chief Executive Officer will nominate a new individual to fulfill the remainder of the term.

Committee members should possess an understanding of managing significant projects and project financials and have a clear understanding of the mission and vision of the Association. The Special Projects Committee shall work with the Board of Directors, Council of Representatives and the staff during the annual budgeting cycle to (i) identify potential initiatives which will advance the mission and vision of the Association throughout the year; (ii) evaluate and prioritize all initiatives in order to select and recommend to the Board of Directors the projects to be executed in the following year; and (iii) recommend to the Board of Directors the allocation of Association funds among such initiatives. On a regular basis, the Special Projects Committee will monitor the progress and success of the approved initiatives on quality of deliverables, achievement of project schedule, and financial responsiveness. Periodic reports will be provided to the Board of Directors and the Council of Representatives in order to ensure transparency.

The Special Projects Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein.

(b) Investment Committee. The Investment Committee will consist of three (3) to five (5) members, as determined from time to time by the Board of Directors, and shall include the Treasurer, at least one additional Director, and at least one Representative who is not also a Director. Members who are neither Directors nor Representatives may be appointed if the Board of Directors determines that they have the appropriate qualifications to be a member of the committee. The Treasurer will be the chair of the committee. The Chair and the Treasurer will nominate candidates who meet the desired qualifications. The full Board of Directors will vote on each nominee presented. Committee members will serve two-year terms, to be staggered so that not all terms expire in the same year. For the initial appointments, two of the members will have three-year terms. If a committee member resigns his or her seat on the Board of Directors or Council of Representatives (if applicable) before his or her term expires, the Chair and the Treasurer will nominate a new individual to fulfill the remainder of the unexpired term. Committee members should have fluent knowledge of investing and finance. The Investment Committee shall have the following accountabilities: (i) recommendation to the Board of Directors of one or more external investment managers who will manage the Association's investments; (ii) recommendation to the Board of Directors of the investment risk allocation for

each investment based on input from multiple internal and external sources; and (iii) monitoring and reviewing of investment performance with the investment managers or managers and the Board of Directors. The Investment Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein.

(c) Candidate Certification Committee. At its regular fall business meeting in odd numbered years, the Council of Representatives shall appoint a Candidate Certification Committee consisting of at least five (5) State Representatives, no two (2) of which shall be from the same state, to solicit and approve the qualifications of prospective candidates for the elective positions of the Association. The committee shall: (i) evaluate the qualifications of candidates for election or re-election to all elective positions of the Association, including Representative, using the candidate information statements and other information available to the committee; (ii) report its findings to the Members regarding the qualifications of candidates for State Representative; and (iii) report its findings on candidate qualifications for Elected Representatives at Large and Officers to the Council of Representatives at its annual business meeting in even numbered years. The Candidate Certification Committee shall not make endorsements of any candidate or propose a slate of candidates for any Director or Officer positions.

Candidates for election to Director positions shall submit their candidacy on a candidate information statement to the President and Chief Executive Officer no later than the close of business on March 31st. The President and Chief Executive Officer shall forward the candidate information statements which have been received to the entire Candidate Certification Committee. The committee shall have its report of qualified candidates ready for distribution to the Council of Representatives by the opening session of the Council of Representatives' spring business meeting. The Candidate Certification Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein.

(d) Finance Committee. The Finance Committee will be composed of the Chair, Treasurer, and additional Directors, Representatives, or any Member in good standing who has expertise in this area. The Finance Committee chair will be appointed by the Chair. The additional members will be appointed by the Finance Committee Chair. The Finance Committee shall review the annual budget prepared by the staff of the Association and make its recommendations to the Board of Directors, which shall have the ultimate authority to approve, modify or reject that budget. The Finance Committee shall work with the staff to develop and implement fiscal policies and procedures. The Finance Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein.

(e) Program Committees. The Board of Directors may establish one or more program committees as it deems useful for the Association. Such committees, which may but need not include members of the Board of Directors, may design and recommend programs to implement policies established by the Board of Directors and achieve Association goals, but may not act on behalf of or bind the Association to any action. Such committees shall have such members, duties, and powers as the Board of Directors shall designate by resolution. Program Committees may seek out individuals to become members of such committee and may

recommend to the Board of Directors that such individuals be appointed to such committee. Until such time as such individuals are appointed to the committee by the Board of Directors, the Program Committee may invite them to attend and participate as guests in Program Committee meetings.

(f) Membership Action Review Committee. The MARC will consist of six (6) members total; the President and Chief Executive Officer and five (5) Representatives who are not Officers or Directors. The five (5) Representatives will be elected at the Council of Representatives' annual business meeting, except that the initial members of the MARC shall be appointed by the Board of Directors and will serve until April 2019 when the Council of Representatives elects the MARC at its annual business meeting. Candidates for the MARC should submit a candidate information statement to President and Chief Executive Officer no later than March 31. The President and Chief Executive Officer shall forward the candidate information statements to the Candidate Certification Committee. The Candidate Certification Committee shall have its report of qualified candidates ready for distribution to the Council of Representative by the opening session of the annual spring business meeting. Each elected member of the MARC shall serve for a one-year term and may be elected to only three (3) consecutive terms. If a MARC member resigns his or her seat on the Council of Representatives or on the MARC before his or her term expires, the MARC will appoint a new individual to fulfill the remainder of the term. The MARC shall elect a chairperson from among its members.

The MARC shall consider and, if appropriate, take action on reports of Member conduct that is detrimental to the Association, including but not limited to conduct that violates the Association's Code of Conduct, as may be amended from time to time, as set forth in detail in Article III, Section 3. In the event a MARC member is the subject of a report of Member conduct, the Member must recuse himself or herself from the deliberations and the MARC, in its sole discretion, may remove the individual from the MARC if deemed appropriate.

5. Committee Chair Appointments and Terms of Office. Unless otherwise specified herein, the Chair shall appoint committee chairs, subject to confirmation by a majority vote of the Board of Directors. Committee chairs shall serve no more than three consecutive two-year terms, provided that the chair of a committee may at any time resign by written resignation submitted to the President and Chief Executive Officer.

6. Vacancies. Vacancies in the membership of any committee may be filled by the Board of Directors.

7. Meetings, Manner of Acting. The chair of a committee shall by appropriate notice call meetings of such committees as required or whenever requested to do so by a majority of the committee or by the Board of Directors. Unless otherwise provided in a resolution of the Board of Directors, a majority of committee members shall constitute a quorum. The act of a majority of members at a committee meeting at which a quorum is present shall be the act of the committee. The chair of each committee shall provide periodic reports to the Board of Directors of the activities of the committee. Committee members may participate in and act at any meeting of the committee on which they serve through use of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or

remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

8. Action by Unanimous Written Consent. Any act which may be taken at a committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all committee members entitled to vote with respect to the subject matter thereof. Such consent shall be evidenced by approvals submitted to the Association either in writing with a committee member's signature and/or by electronic means by a committee member from the e-mail address of that committee member that appears in the Association's records. All the approvals evidencing consent shall be delivered to the Secretary for filing with the Association's records. Unless otherwise provided by the consent, the action shall be effective as of the date that the last committee member provides written or electronic consent.

ARTICLE XII

ADMINISTRATION AND FINANCES

1. Contracts. The Board of Directors may authorize any Officer or Officers or agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the President and Chief Executive Officer of the Association.

3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Gifts. The Board of Directors may accept or reject, or by resolution may authorize any Officer or Officers or agent or agents of the Association to accept or reject, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

5. Books and Records. The Association shall keep correct and complete books and records of account; shall keep minutes of the proceedings of the Members, the Council of Representatives, and the Board of Directors; and shall keep at its principal office a record giving the names and addresses of its Members, Representatives, and Directors. All books and records of the Association may be inspected by any person at any reasonable time upon the statement of any lawful business.

6. Investments. The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the Association, and may retain any or all of the assets transferred to the Association by gift or bequest; provided, however, that the exercise of any such

powers shall not in any way conflict with the purposes of the Association as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the Association to lose its qualification as an organization exempt from federal income taxable under section 501(c)(3) of the Code.

7. Audit. The Board of Directors shall each year cause the books and records of the Association to be audited by a qualified Certified Public Accountant. The annual audit shall be performed by a CPA firm none of whose principals is a member or employee of the Association.

8. Fiscal Year. The fiscal year of the Association shall be the calendar year.

9. Seal. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal, Illinois."

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by a majority vote of the Council of Representatives at a business or special meeting at which a quorum is present. Proposed amendments or repeal shall be submitted to the President and Chief Executive Officer at least fifty (50) days prior to the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. The President and Chief Executive Officer shall submit the proposed amendment or repeal to the Bylaws Committee, which was established by the Board, within ten (10) days of his or her receipt thereof. The Bylaws Committee shall provide notice of such amendment or repeal, along with a copy of any proposed amendment, to the Council of Representatives at least thirty (30) days in advance of the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. No amendment or repeal of these Bylaws shall in any way conflict with the purposes of the Association as stated in its Articles of Incorporation or otherwise cause the Association to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3) or violate the provisions of the Not for Profit Corporation Act applicable to the Association.

ARTICLE XIV

MISCELLANEOUS

1. Definitions. In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

(a) "Articles of Incorporation" means the Articles of Incorporation of the Association filed with the Secretary of State of the State of Illinois on May 18, 1967, and any amendments thereto.

(b) "Code" means the Internal Revenue Code of 1986, as amended.

(c) “Not for Profit Corporation Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

2. Writings. Any action required in these Bylaws to be “written”, to be “in writing”, to have “written consent”, to have “written approval”, and the like by or of Directors or committee members shall include any communications transmitted or received by facsimile, electronic mail, or other means of electronic transmission.

3. Electronic Signatures. Any action required in these Bylaws to be “signed” or to have a “signature by or of” a Director or committee member, shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.

ARTICLE XV

EFFECTIVE DATE

These Bylaws shall become effective immediately upon the adjournment of the meeting of the Council of Representatives at which they are approved.

INDEX

Subject

| | |
|--|-----------------------|
| Amendments to Bylaws | Art. XIV, p. 24 |
| Articles Incorporation | Art. I, §1, p. 1 |
| Audit | Art. XII, §7, p. 24 |
| Board of Directors, composition..... | Art. VII, §1, p. 10 |
| Board of Directors, general powers | Art. VII, §2, p. 11 |
| Board of Directors, meetings of..... | Art. IX, §1, p. 17 |
| Board of Directors, meetings of, manner of acting..... | Art. IX, §5, p. 18 |
| Board of Directors, meetings of, presiding officer | Art. IX, §4, p. 18 |
| Board of Directors, meetings of, quorum | Art. IX, §3, p. 18 |
| Board of Directors, responsibilities | Art. VII, §3, p. 11 |
| Books and records..... | Art. XII, §5, p. 24 |
| Bylaws, power to repeal or amend..... | Art. V, §1, p. 5 |
| Candidate Certification Committee, appointment of..... | Art. V, §1, p. 5 |
| Candidate information statement, approval of form | Art. V, §4(b), p. 5 |
| Chair, duties | Art. VIII, §9, p. 16 |
| Chair, succession..... | Art. VIII, §11, p. 16 |
| Checks and drafts..... | Art. XII, §2, p. 23 |
| Committees | Art. XI, p. 19 |
| Contracts | Art. XII, §1, p. 23 |
| Council of Representatives, Candidate information statement required | Art. V, §4(b), p. 5 |
| Council of Representatives, composition of..... | Art. V, §2, p. 5 |
| Council of Representatives, membership requirement | Art. V, §12, p. 8 |
| Council of Representatives, powers of | Art. V, §1, p. 5 |
| Council of Representatives, re-election requirements | Art. V, §10, p. 8 |
| Date of effectiveness..... | Art. XV, p. 25 |
| Directors, election of..... | Art. VII, §5, p. 12 |
| Directors, membership requirement..... | Art. VII, §8, p. 13 |
| Directors, serve without salaries | Art. VII, §12, p. 13 |
| Directors, number of..... | Art. VII, §1, p. 10 |
| Directors, qualifications of..... | Art. VII, §4, p. 12 |
| Directors, re-election requirements..... | Art. VII, §7, p. 12 |
| Directors, reimbursement of expenses..... | Art. VII, §12, p. 13 |
| Directors, removal and vacancies | Art. VII, §10, p. 13 |
| Directors, term of office..... | Art. VII, §6, p. 12 |
| Dissolution | Art. I, §4, p. 2 |
| Earnings, prohibited to individuals | Art. I, §3(a), p. 1 |
| Elected Representatives at Large, how elected..... | Art. V, §8, p. 7 |
| Elected Representatives at Large, qualifications | Art. V, §7, p. 7 |
| Elected Representatives at Large, term of office | Art. V, §9, p. 8 |
| Election of Representatives by state | Art. III, §2, p. 3 |
| Elections, one vote per candidate..... | Art. V, §5(e), p. 6 |
| Expense reimbursement | Art. I, §3(a), p. 1 |

| | |
|---|------------------------|
| Fiscal year, defined | Art. XII, §8, p. 24 |
| Funds deposits..... | Art. XII, §3, p. 23 |
| Geographic organization, multi-state regions | Art. III, §2, p. 3 |
| Gifts..... | Art. XII, §4, p. 24 |
| Immediate Past Chair and Treasurer..... | Art. VIII, §10, p. 16 |
| Influencing legislation, limitation on..... | Art. I, §3(b), p. 1 |
| Loans..... | Art. I, §5(a), p. 2 |
| Meetings, Council of Representatives | Art. VI, p. 9 |
| Meetings, Council of Representatives, Alternate appointments..... | Art. VI, §5, p. 9 |
| Meetings, Council of Representatives, locations of..... | Art. VI, §1, p. 9 |
| Meetings, Council of Representatives, special | Art. VI, §2, p. 9 |
| Meetings, Council of Representatives, special, notification..... | Art. VI, §3, p. 9 |
| Meetings, Council of Representatives, waiver of notice | Art. VI, §4 p. 9 |
| Meetings, Members, optional | Art. IV, §3, p. 5 |
| Members, Council of Representatives | Art. V, §2, p. 5 |
| Members, general..... | Art. IV, §1, p. 4 |
| Membership classes establishment | Art. III, §1, p. 2 |
| Membership termination | Art. III, §3, p. 3 |
| Multi-state regions, dissolution of | Art. III, §2, p. 3 |
| Multi-state regions, establishment | Art. III, §2, p. 3 |
| Not for Profit Corporation Act..... | Art. XIV, §1(c), p. 25 |
| Office, principal | Art. II, §2, p. 2 |
| Officers and Directors, election of..... | Art. V, §1, p. 5 |
| Officers, defined | Art. VIII, §1, p. 14 |
| Officers, election of | Art. VIII, §3, p. 14 |
| Officers, membership requirement | Art. VIII, §5, p. 15 |
| Officers, non-employees..... | Art. VIII, §1, p. 14 |
| Officers, serve without salaries..... | Art. VIII, §16, p. 17 |
| Officers, qualifications..... | Art. VIII, §2, p. 14 |
| Officers, removal and vacancies caused by removal | Art. VIII, §7, p. 15 |
| Officers, requirements for re-election..... | Art. VIII, §6, p. 15 |
| Officers, term of office | Art. VIII, §4, p. 15 |
| Officers, vacancies general | Art. VIII, §8, p. 15 |
| Personal use of services | Art. I, §5(b), p. 2 |
| Political Campaigning, prohibition on | Art. I, §3(b), p. 1 |
| President & CEO, responsibilities of..... | Art. X, p. 18 |
| President & CEO, responsibilities of in elections..... | Art. V, §5(b), p. 6 |
| Purchases prohibited | Art. I, §5(c), p. 2 |
| Purposes | Art. I, §1, p. 1 |
| Registered office | Art. II, §1, p. 2 |
| Reimbursement for expenses | Art. I, §3(a), p. 1 |
| Removal of Directors, Officers, or Representatives | Art. V, §1, p. 5 |
| Removal of Representatives | Art. VI, §10, p. 10 |
| Resolutions, format..... | Art. VI, §9, p. 10 |
| Resolutions, how adopted | Art. VI, §9, p. 10 |
| Sales prohibited..... | Art. I, §5(d), p. 2 |

| | |
|---|-----------------------|
| Seal of corporation | Art. XII, §9, p. 24 |
| Secretary, duties of..... | Art. VIII, §14, p. 17 |
| State affiliations, approval of..... | Art. III, §4, p. 4 |
| State Representatives, allocation of..... | Art. V, §3, p. 5 |
| State Representatives, election of..... | Art. V, §5, p. 5 |
| State Representatives, election when unopposed..... | Art. V, §5(c), p. 6 |
| State Representatives, qualifications of..... | Art. V, §4, p. 5 |
| Transactions prohibited..... | Art. I, §5, p. 2 |
| Treasurer, duties of..... | Art. VIII, §13, p. 16 |
| Unfilled positions, status of..... | Art. V, §5(d), p. 6 |
| Vacancies on Council of Representatives..... | Art. VI, §10, p. 10 |
| Vice Chairs, duties..... | Art. VIII, §12, p. 16 |
| Voting, breaking ties..... | Art. V, §5(f), p. 7 |
| Voting, Elected Representatives at Large..... | Art. V, §8, p. 7 |
| Voting, limited to state of residence..... | Art. V, §5(e), p. 6 |
| Voting, one vote per member..... | Art. V, §5(e), p. 6 |