

**BYLAWS
INTEGRATED JUSTICE INFORMATION SYSTEMS INSTITUTE
A Delaware Non-Profit, Non-Stock Corporation**

ARTICLE I

NAME

The name of the corporation is Integrated Justice Information Systems Institute, Incorporated, hereinafter referred to as “the Institute” or “the Corporation.”

ARTICLE II

PURPOSES

The purposes for which the Institute is formed, and the business and the objects to be carried on and promoted by it, are as follows:

A. To provide, publish and disseminate factual literature, resources, and information that relate to the application of information technology to the creation and refinement of integrated justice and other related governmental information systems;

B. To assist the federal government, state agencies, local governments, and tribal entities in the planning and review of intergovernmental programs supporting development or enhancement of integrated justice and other related governmental information systems;

C. To provide technology-based assistance to the federal government, state agencies, local governments, tribal entities, and organizations seeking to plan, design, create, implement or enhance integrated justice and other related governmental information systems;

D. To plan, create, support, and host programs for practitioners, industry, and government related to the creation and refinement of integrated justice and other related governmental information systems;

E. To extend specific educational programs to areas where such programs do not exist through various technologies such as satellite and computer communications as well as future technologies as they are developed and become available;

F. To sponsor, establish, organize, promote and operate social, cultural, scientific, charitable and educational activities, which are beneficial to the Corporation, Members of the Corporation, and the public interest;

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G. To provide, distribute, redistribute, manufacture, develop and/or demonstrate on a non-profit basis technologically related products, software and services free of charge and/or at a low-cost to the federal government, state agencies, local governments, tribal entities, and other organizations planning, creating, implementing, managing, or enhancing integrated justice and other related governmental information systems;

H. To construct, develop, operate, maintain, occupy, control and improve as well as to buy, take, purchase, exchange, own, sell, convey, assign, lease or sublease and hold unlimitedly or otherwise alienate or dispose of, to mortgage or otherwise encumber and otherwise to handle and to deal in real estate, real property or land either improved or unimproved, and any interest rights therein incident to the provision of such real property or land;

I. To borrow or raise moneys for any of the purposes of this Corporation and from time to time issue warrants, bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this Corporation for moneys so borrowed, in furtherance of any or all of the objects of the Corporation's business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property rights, privileges or franchises of this Corporation wheresoever situated, acquired or to be acquired, and to pledge, sell, or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this Corporation for its corporate purposes;

J. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the purposes of this Corporation with any person, firm, association, corporation, private, public or municipal, body politic, any State, territory, municipality or tribal entity of the United States, or any foreign government, colony or body politic, or with the United States of America, any political, administrative or governmental subdivision therein, or any corporation formed within or by or supervised by the laws of the United States of America, or by any foreign government, colony or body politic as allowed;

K. To seek, apply for, obtain or cause to be obtained, assistance in the form of volunteer work, in-kind contributions, bequests, gifts, grants, other contributions, loans, donations, awards and property of any nature or kind without limitation as to its amount or value from individuals, private foundations, non-profit organizations, corporations and governments and to hold, invest, reinvest, manage, use, option, donate or otherwise dispose of such property or income, principal and proceeds of such in order to accomplish any of the purposes set forth herein; and

L. To carry on any other lawful business whatsoever that the Corporation may deem appropriate, and to exercise all powers and authorities conferred upon it by the General Corporation Law of the State of Delaware and the laws of the United States of America, now in effect or as subsequently amended,

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provided such activities or exercise of powers is otherwise consistent with the purposes and objectives of the Corporation, as set forth in the Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Corporate Participation. There shall be three (3) classes of participation in the Institute:

- A. Membership (with participating entities referred to as “Members”);
- B. Emeritus Membership (with individual participants referred to as “Emeritus Members”);
- C. Associates (with the individual participants referred to as “Associates”).

Rights and responsibilities of Members and Emeritus Members are set forth herein.

Section 2. Definition and Status of Membership.

A. Membership Defined.

(1) Eligibility. Any entity or individual providing services or products which assist in the planning, creation, enhancement, or management of integrated justice or other related governmental information systems to units of federal, state, local, or tribal government, or non-governmental organizations functioning as conveners or managers of such systems, is eligible to apply to become a Member. Each Member shall designate in writing an individual (its “Designated Representative”) who shall be the Member’s primary contact for Institute communications and who shall be entitled to cast the Member’s vote on all matters brought before the Members for a vote.

(2) Subcategories of Membership. The Board of Directors shall be authorized to create subcategories of membership, each with such rights and obligations as may be determined from time to time by the Board.

(3) Government and Government-Related Exclusion. Units of federal, state, local, or tribal government, or officials thereof, or non-governmental organizations whose principals are elected or appointed by government officials, are not eligible for membership.

(4) Member Personnel. Member Personnel applies to the body of persons employed by or active in the operation or governance of Member

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entity, including without limitation the Designated Representative of the Member.

Section 3. Definition and Status of Emeritus Membership. The Board of Directors will establish and maintain a policy which defines the criteria necessary for an individual who wishes to be considered to be designated as an Emeritus Member. A majority vote of the Board present and voting will be required to induct an individual as an Emeritus Member. Emeritus Members are eligible to serve on Institute Committees and serve as Institute Consultants; they are not eligible to serve as Committee Chairs or Directors. Emeritus Members have no vote at membership meetings.

Section 4. Definition and Status of Associates. In order to expand the reach of the Institute and to encourage participation and collaborative activities, individuals with experience in the areas of justice, public safety and homeland security information sharing shall be entitled to apply to become Associates. Associates shall be individuals who are employees or officials of federal, state, tribal, county or local government entities; persons affiliated with an institution of higher education (colleges and universities); or employees or representatives on non-profit organizations that do not compete with the IJIS Institute, and who are involved in advancing the planning, creation, enhancement, or management of integrated justice or other related governmental information systems in the areas of justice, public safety and homeland security.

A. Associates shall:

(1) Pay an annual participation fee as determined by the Board of Directors from time to time;

(2) Not be deemed Members of the Institute and as such shall have no right to vote.

B. Associates:

(1) May not serve as an Officer, Director or Committee Chair.

(2) Are eligible to serve on Institute Advisory Committees or Task Forces; engage in training and technical assistance programs of the Institute; attend Industry Briefings and events on a fee basis; and provide enhanced liaison to national information sharing programs affecting justice, public safety and homeland security as an appointee of the Institute.

The Institute shall give reasonable preference to Members, as defined above, for any appointments.

Section 5. Withdrawal from Membership, Emeritus or Associate Status. Any Member, Emeritus Member, or Associate may withdraw from participation in the Institute at any time, subject to the following provisions:

A. The withdrawal shall be effective thirty (30) days after written notice of withdrawal is filed with the Institute;

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B. Until the effective date of withdrawal, the Member, Emeritus Member, Affiliate or Associate shall have every right and be under every obligation established by these Bylaws to the extent required by, permitted by, or not contrary to law; and

C. The Board of Directors may terminate a Member, Emeritus Member, Affiliate or Associate from participation for good cause shown, including non-payment of dues, no longer meeting the eligibility requirements set forth herein, violating any provision of these Bylaws or any duly adopted policy or procedure of the Institute, engaging in conduct finally determined to constitute a crime or misusing or misrepresenting its status as a participant in the Institute.

Section 6. Current Payments.

A Membership. Any Member not current with any membership dues, assessments or other fees, will lose membership rights ninety (90) days after such dues, assessments or fees are due until payment is received; or, in the case of a Member based upon in-kind value, following a determination that such membership is no longer in the interests of the Institute. Further, participation in elections and having Member Personnel serve on the Board of Directors requires that the Member be current in all of its financial obligations to the Institute, including without limitation all membership dues and assessments.

B Participation Fee. Any Associate not current with participant Fee payments will lose any rights set forth in these Bylaws or the policies of the Institute thirty (30) days after such fee is due until payment is received

ARTICLE IV

MEMBERSHIP DUES AND ASSESSMENTS

Section 1. Membership Dues. Each Member shall pay annual membership dues in such amounts as determined from time-to-time by the Board of Directors. In determining dues categories and amounts, the Board shall take cognizance of the substantial disparity in size and financial capacity of Members.

Section 2. No Refunds. No Member shall be entitled to any refund of any portion of its annual membership dues, any supplement or assessment for any reason.

Section 3. Assessments. Each Member shall pay to the Institute, as and when demanded, any special assessment levied against the Members; provided, that such assessments are approved by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V

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BOARD OF DIRECTORS

Section 1. Number, Election and Status of Directors. The governing body of the Corporation shall be known as the Board of Directors and shall consist of no fewer than three (3), nor more than twenty-five (25), persons, each of whom shall be designated by a Member as within its Member Personnel. The Board of Directors shall be divided into three (3) classes of approximately equal size, with each director serving a term of three (3) years. The Annual Election of Directors shall take place prior to earlier of the date of the Summer Meeting of the Board of Directors or August 1 and in a time-frame designed to comply with the provisions of Article V, Section 1.A(2). The term of office shall commence on the earlier of the date of the Summer Meeting of the Board of Directors or August 1 of the year in which the Director is elected. Directors shall serve until their successors are elected and qualified. Directors appointed or elected to fill a vacancy shall serve as set forth in Article V, Section 3.

Section 2. Eligibility and Limitations on Service as Director. A Director must be Member Personnel of a Member in good standing as set forth in Article III, Section 6.

- A. At any given time, there shall be no more than one Director from the same Member.
- B. No Director may serve more than two (2) consecutive full terms without an interruption of at least three (3) years.

Section 3. Vacancies. A vacancy on the Board of Directors created for any reason may be filled by a vote of the remaining Directors until the next election of Directors, at which time the then unexpired term of the replaced Director shall be filled by special election.

Section 4. Resignation and Removal of Directors.

A. A Director may resign at any time upon written notice to the Board of Directors. A Director who is absent from two (2) meetings of the Board of Directors within the same Board year shall, unless such absences are excused by the affirmative act of the Board of Directors, be deemed to have resigned from the Board and from any Institute office held. Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the majority of the Members entitled to vote for the election of Directors or as otherwise provided in the General Corporation Law of the State of Delaware. Upon the resignation or removal of any Director, the Member represented by such individual shall be entitled to recommend to the Board of Directors an eligible individual to be considered for appointment to fill the vacancy; the Board of Directors shall have the absolute discretion to accept or reject such Member's recommendation.

B. Upon the written request of ten percent (10%) of the Members or on its own initiative, with appropriate due process and conflict-of-interest procedures adopted by the Board of Directors, the Board shall direct the Grievance Committee

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to investigate allegations of misconduct by a Director, including but not limited to conduct injurious to IJIS and conduct inconsistent with the Board Code of Conduct, and recommend to the Board of Directors appropriate disciplinary action.

Section 5. Authority of the Board of Directors. The Board of Directors shall have general charge and management of the affairs of the Institute, including the power to adopt and amend the Bylaws, and shall be responsible for carrying out the purposes thereof. It shall elect from its members a Chair, Vice Chair, Secretary and Treasurer and such other Officers and Committee members as set forth in these Bylaws. In addition to the Committees established by these Bylaws, the Board of Directors may create Committees and shall give them such powers and duties as the Board may set forth. As may be provided herein, the Board of Directors may delegate any of its powers to a Committee of the Board, to an Officer of the Institute, or to the Executive Director. When the delegation of powers is not set forth in these Bylaws, the extent of such delegation and any limitations thereon shall be set forth by the Board of Directors by Resolution or in the Governance Policy adopted by the Board. Where the Secretary is unable to fulfill his or her responsibilities, the Chair may appoint a member of the Board to serve as temporary Secretary and, at such time, shall assign the duties and establish a finite duration of service.

Section 6. Advisory Council. The Board of Directors may create and appoint persons to serve for specified terms on an Advisory Council, the purpose of which shall be to provide advice to the Board when such advice is requested by the Board of Directors.

ARTICLE VI

COMMITTEES

There shall be such standing committees, as set forth in these Bylaws, and special committees as created by the Board of Directors, from time to time, to carry on and facilitate the work of the Board in its governance of the Institute. The Board of Directors shall establish policies pertaining to this Article.

Section 1. Standing Committees. All standing committees shall be chaired by a Director. Except as otherwise provided herein, the Chair of the Board shall nominate committee chairs to the Board of Directors. Committee chairs shall be appointed by a 2/3 vote of the Board of Directors. Committee Chairs shall appoint members of their committees with the approval of the Chair of the Board. Members of the Standing Committees shall serve a minimum of one year or until the next summer meeting of the Board of Directors, whichever occurs first, and be subject to reappointment. There shall be eight (8) Standing Committees, as follows:

A. Executive Committee: The Executive Committee shall consist of the Officers of the Corporation (including the Executive Director as a non-voting member) and one (1) additional Director, in his or her first term, elected by the Board of Directors for a term of one year or until the next Summer meeting of the

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Board of Directors, whichever occurs first. The Executive Committee shall have the authority to exercise all powers of the Board of Directors between meetings of the Board, consistent with adopted policies of the Board. All actions of the Executive Committee shall be reported to the Board at its next meeting. The Chair of the Board shall chair the Executive Committee. The Executive Committee shall also have the following responsibilities:

1. Periodically review the Bylaws and make such recommendations thereon as it may deem appropriate;
2. Review and make recommendations to the Board of Directors regarding Committee structure and responsibilities; and
3. Provide advice pertaining to such matters of governance and strategic organizational development, including the periodic review of the strategic plan, and such other matters as may be assigned by the Board of Directors.

B. *Personnel Committee:* The Personnel Committee shall consist of the Vice Chair of the Board and two (2) Directors (one of whom serves on the Finance Committee). The Vice Chair shall serve for the term of office and the additional members shall serve for a period of time co-terminus with the Vice Chair, subject to reappointment. Efforts shall be made to maintain Committee member continuity, whenever possible. The Vice Chair shall chair the Personnel Committee.

1. The purpose of the Committee shall be to discharge the Board's oversight responsibilities by reviewing and recommending to the Board of Directors: (a) annual compensation plans for the Executive Director and, as submitted by the Executive Director, other personnel who report directly to the Executive Director ("Key Personnel"); (b) changes to employee benefit programs for management and staff, on a regular basis; (c) performance objectives for the Executive Director and Key Personnel, on an annual basis, in collaboration with the Executive Director; (d) training and skill development programs for management and staff, on a regular basis; and, (e) changes to the succession planning policy.

2. The Committee shall further (a) review retention and hiring policies for the Institute; (b) assist the Executive Director with career development programs for management and staff; (c) administer employee performance evaluations for the Executive Director; (d) review the general personnel policies and practices of the Corporation, upon recommendation of the Executive Director; and (e) serve as an escalation resource for the Executive Director and General Counsel regarding personnel issues with the Institute.

C. *Finance Committee:* The Finance Committee shall consist of five (5) members, including three (3) members of the Board of Directors, one of whom shall

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be the Treasurer. The Treasurer shall serve as Chair of the Committee.

1. The purpose of the Committee shall be to oversee all actions, transactions and policies affecting the financial conditions, assets and investments of the Institute, not otherwise assigned to the Audit Committee, including the development of sound and prudent policies to ensure a reasonable and safe return on the Institute's investments. Without limitation, the Finance Committee shall review (a) the Corporation's annual budget and business plan (including the alignment thereof); (b) any capital expenditure by the Corporation for property or equipment; and, (c) such other matters that may be referred to the Committee by the Board of Directors.

2. The Committee shall further (a) recommend to the Board of Directors a fixed date for the submission of the proposed budget and the timeframe governing development of the budget; (b) review the ensuing fiscal year proposed budget and provide recommendation(s) to the Board of Directors for their action; and, (c) periodically evaluate the performance of, and returns upon, approved capital expenditures, if any, and report to the Board of Directors the results of its evaluations.

3. The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting.

D. *Audit Committee:* The Audit Committee shall consist of five (5) members, including three (3) members of the Board of Directors and two (2) Designated Representatives of Members of the Institute not serving on the Board of Directors. Audit Committee members may not currently serve (or, during the year the audit is occurring have served) as Chair, Treasurer, or member of the Finance Committee. The Committee members shall be generally knowledgeable of accounting and financial management principles. The members of the Audit Committee shall be approved by the Board of Directors at the summer meeting each year; whereupon the Chair (who shall be a member of the Board of Directors) shall be elected by a majority vote of the members of the Committee.

1. The purpose of the Committee shall be to: (a) engage in the oversight and monitoring of the Institute's system of internal controls, accounting and reporting responsibilities to assess the adequacy of administrative and financial controls; (b) review the financial statements prepared by management for distribution to grantors and its members; (c) report on compliance with legal and ethical standards; (d) consider risk mitigation strategies, including the establishment of whistleblower provisions pertaining to the Institute's accounting practices; (e) direct the internal audit function, if any, and the independent accountants, including, but not limited to selecting and hiring of the internal and independent auditors; and, (f) annually review the accounts of the Treasurer of the Institute.

2. In performing its work the Committee shall require the highest

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standards of internal controls with respect to procedures that ensure accurate reporting of financial information in conformity with the laws and best practices applicable to public companies, where practicable, and the requirements of the government and other funding sources.

3. The Committee is authorized to identify and recommend to the Board of Directors a certified public accountant or other experts to assist in the annual external audit.

4. The Committee shall adopt a charter setting forth the scope, structure and processes to be followed by the Institute and the Committee with respect to the functions of the Committee. The charter shall be reviewed annually in order to ensure conformity with best practices for not- for-profit corporations and to meet the standards of these Bylaws.

E. Grievance Committee: The Grievance Committee shall consist of three (3) members: a Chair, who shall be a member of the Board of Directors, and two (2) Member representatives-at-large who are not Directors. The Director member and Member representatives-at-large shall be nominated by the Chair of the Board and approved by the Board of Directors. The Director member shall serve for his or her term of office and the additional members shall serve for terms of one year or until the next summer meeting of the Board of Directors, whichever occurs first, subject to reappointment. The Grievance Committee shall be responsible for:

1. Reviewing and investigating written grievances pertaining to the Institute's policies, decisions, and formal and informal practices presented by a Member, Affiliate or Emeritus Member;

2. Investigating grievances regarding potential Director misconduct, as assigned by the Board of Directors; and

3. Providing its findings and recommendations to the Board of Directors.

G. Nominating Committee: The Nominating Committee shall be chaired by the Immediate Past Chair of the Board of Directors and shall include four (4) additional Committee members nominated by the Chair and appointed by the Board of Directors. Should the Immediate Past Chair be unwilling or unable to serve as Nominating Committee Chair, the Board of Directors shall appoint another member of the Board of Directors to serve in that capacity. Other than the Committee Chair, Committee members may but need not be Directors. The Committee shall be responsible for recommending to the Board of Directors for its approval a slate of candidates at least equal in number to the number of Board vacancies to be filled in the annual election.

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Section 2. Special Committees. The Board of Directors may, by resolution, create or terminate special committees from time to time.

ARTICLE VII

OFFICERS

The principal officers of the Corporation shall be Directors. They shall be elected annually by the Board of Directors as outlined by the Board's Officer Election Procedures and shall serve until their successors are elected and qualified. Unless restricted by the Board's Officer Election Procedures, officers may succeed themselves but shall not serve more than three (3) consecutive terms in any one (1) position.

Section 1. Chair of the Board: The Chair shall preside at all meetings of the Members and the Board of Directors and shall serve as the chair of the Executive Committee.

Section 2. Vice Chair of the Board. The Vice Chair shall assist the Chair on policy issues, monitor the work of Board committees, and oversee all personnel matters. In the absence of the Chair, the Vice Chair presides at meetings of the Board of Directors and Executive Committee. The Vice Chair shall serve as Chair of the Personnel Committee.

Section 3. Treasurer: The Treasurer, subject to the requirements herein regarding depositories, shall have custody of all funds, securities, evidence of indebtedness, and other personal property of the Institute. The Treasurer shall perform all other duties normally incident to the office of Treasurer. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer or such other person as the Board of Directors may designate, may sign and endorse in the name of, and on behalf of, the Institute in the transaction of its business, but not otherwise, checks, drafts, notes and bills of exchange, subject to such countersignature and other requirements as the Board of Directors may determine. The Board of Directors may delegate all or any portion of the responsibilities of the Treasurer to the Executive Director and professional staff of the Institute.

Section 4. Secretary: The Secretary shall keep or cause to be kept the minutes of all of the proceedings of the Institute; shall affix the seal of the Institute to deeds, contracts, and other instruments in writing requiring a seal, when duly signed by an officer of the Institute; shall have charge of the minute books and such other books and official papers as the Board of Directors may direct; shall have oversight responsibility for the legal functions and responsibilities of the Institute; and shall perform all other duties normally incident to the office of Secretary. The Board of Directors may delegate all or any portion of the responsibilities of the Secretary to the Executive Director and professional staff of the Institute.

Section 5. Executive Director: The Board of Directors shall appoint an Executive Director who shall be an officer of the Corporation, serve as a non-Voting member of the Executive Committee and be responsible for the general management of the business and

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day-to-day affairs of the Institute, subject to such specific grants of authority and limitations thereon as the Board of Directors may set by the Governance Policy or other specific Resolution(s) of the Board of Directors.

Section 6. Subordinate Officers: The Board of Directors may appoint such other officers with powers and duties as it deems necessary or appropriate. Such subordinate officers need not be Directors.

Section 7. Resignation and Removal: Any officer may resign at any time by providing written notice of same to the Chair or, in the case of the resignation of the Chair, to the Vice Chair. Any officer may be removed by the Board of Directors whenever it determines that such removal is in the best interest of the Institute.

Section 8: Vacancies: Vacancies occurring in any office shall be filled by a special election by the Board of Directors from a slate presented by the Executive Committee. An election to fill a vacancy in any office may be accomplished through the mail or any electronic form of communication.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification for Actions on Behalf of Institute. Subject to Section 2 of this Article VIII, the Institute shall indemnify any Director, Committee Member, or Officer of the Institute, and may indemnify any other representative of the Institute or person serving at the request of the Institute, who was or is a party to or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Institute by reason of the fact that such person is or was a Director, Committee Member, Officer, employee, or agent of the Institute, 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 reasonably believed to be in, or not opposed to, the Institute's best interests and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, or 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 was reasonably believed to be in, or not opposed to, the best interests of the Institute, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification Procedure. Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Institute only as authorized in the specific case upon a determination that indemnification of the Director, Committee Member,

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Officer, employee, or agent of the Institute, or other person who is or was serving at the request of the Institute, is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 of this Article VIII. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of members of the Board of Directors who are not parties to such action, suit or proceeding or (ii) if such a quorum is not attainable, or, even if attainable, if a majority vote of a quorum of members of the Board of Directors so directs, by independent legal counsel in a written opinion. To the extent, however, that a Director, Committee Member, officer, employee or agent of the Institute has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith, without the necessity of authorization in the specific case.

Section 3. Reliance upon Institute Records and Representations. For purposes of any determination under Section 2 of this Article VIII, a person shall be deemed to have acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Institute, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe the conduct was unlawful, if such person's action is based on a good faith reliance upon the records or books of account of the Institute or upon information supplied to the person by the Officers of the Institute in the course of their duties, or upon the advice of legal counsel for the Institute or upon information or records given or reports made to the Institute by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Institute. The provisions of this Section 3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 1 or 2 of this Article VIII, as the case may be.

Section 4. Advancement of Expenses. Expenses incurred in defending or investigating a threatened or pending action, suit or proceeding may be paid by the Institute in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the Director, Committee Member, officer, employee, or agent of the Institute to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Institute as authorized in this Article IX.

Section 5. Indemnification to be broadly construed. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of disinterested members of the Board of Directors or pursuant to the direction of any court of competent jurisdiction. It is the policy of the Institute that indemnification of, and advancement of expenses to, the persons specified in Section 1 of this Article VIII shall be made to the fullest extent permitted by law. The provisions of this Article VIII shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 of this Article VIII but whom the Institute has the power or obligation to indemnify, or to advance expenses for, under the

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provisions of the General Corporation Law of the State of Delaware or otherwise. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Committee Member, Officer, employee, or agent of the Institute and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Insurance. The Institute may purchase and maintain insurance on behalf of any person who is or was a Director, Committee Member, Officer, employee, or agent of the Institute, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Institute would have the power or the obligation to indemnify him or her against such liability under the provisions of this Article VIII.

Section 7. Right of the Institute to Defend. As soon as practicable after receipt by any person specified in Section 1 of this Article VIII of the notice of commencement of any action, suit or proceedings specified in Section 1 of this Article VIII, such a person shall, if a claim with respect thereto may be made against the Institute under this Article VIII of the Bylaws, notify the Institute in writing of the commencement or threat thereof; however, the omission so to notify the Institute shall not relieve the Institute from any liability under this Article VIII of the Bylaws unless the Institute shall have been prejudiced thereby or from any other liability which it may have to such person other than under this Article VIII of the Bylaws. With respect to any such action as to which such a person notifies the Institute of the commencement or threat thereof and regarding which the Institute has made the determination called for in Section 2 of this Article VIII that indemnification is proper, the Institute may participate therein, at its own expense and, except as otherwise provided below, to the extent that it desires, the Institute jointly with any other indemnifying parties similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Institute to the reasonable satisfaction of such person. After notice from the Institute to such person of its election to assume the defense thereof, the Institute shall not be liable to such person under this Article VIII of the Bylaws for any legal or other expenses subsequently incurred by such a person in connection with the defense thereof other than otherwise provided below. Such a person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Institute of its assumption of the defense therefore shall be at the expense of such a person unless: (i) the employment of counsel by such a person shall have been authorized by the Board of Directors of the Institute; (ii) such a person shall have reasonably concluded that there may be a conflict of interest between the Institute and such a person in the conduct of the defense of such a proceeding; or (iii) the Institute shall not, in fact, have employed counsel to assume the defense of such action. The Institute shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Institute or as to which such person shall have reasonably concluded that there may be a conflict of interest.

Section 8. Additional Provisions Concerning Indemnification. All rights to indemnification and to recover shall be subject to the following additional provisions:

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A. The person claiming indemnification shall cooperate fully with the Institute, Board of Directors and its representatives.

B. Prior to making or accepting any offer of settlement of a claim, any person claiming indemnification shall first obtain the express agreement and written consent of the Board of Directors.

C. Rights to indemnification are not transferable and cannot be assigned or conveyed in any manner whatsoever.

D. Indemnification obligations arising hereunder shall not be apportioned among Members, and budget allocations, fees and charges shall not be levied against a Member for purposes of indemnifying any Director, Committee Member, Officer, employee or agent of the Institute.

ARTICLE IX

MEETINGS, VOTING, QUORUMS

Section 1. Annual Meeting. Unless otherwise determined by the Board of Directors, the Annual Meeting of the Institute shall be held during the first quarter of each year, at such time and place as may be specified in the notice of the meeting.

A. In case the Annual Meeting for any year shall not be duly called or held, the Board of Directors shall cause a special meeting to be held as soon thereafter as may be practicable, in lieu of and for the purpose of such Annual Meeting, and all proceedings at such special meeting shall have the same force and effect as if taken at the regular Annual Meeting.

B. The election of the members of the Board of Directors shall be held in the manner determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Institute may be called at any time by the Chair, at such place and time as may be specified in the notice of the meeting. Special meetings shall be called by the Chair upon the written request of one-third (1/3) of the Directors or ten (10) percent of the Members of the Institute eligible to vote.

Section 3. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held quarterly. Special meetings of the Board of Directors may be called at any time by the Chair. Special meetings shall be called by the Chair upon the written request of one-third (1/3) of the Directors. The Board of Directors may hold meetings by videoconference or teleconference at which the Directors that are participating are able to hear and to speak to other participants. The Board may act other than at a meeting only by unanimous written consent, which consent may be communicated by electronic means.

Section 4. Notice of Meetings. Notice of all annual and special meetings of the Institute and notice of all meetings of the Board of Directors shall be given or caused to be given by the Secretary to each Member or Director, as the case may be.

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A. In case of the Secretary's absence or inability to act, notice shall be given by such other Institute employee as the Board of Directors or Chair shall designate.

B. Notices of all meetings of the membership shall specify the place, day, hour (and for special meetings the purpose) of such meetings and shall be given not less than ten (10) calendar days prior to the date of the meeting.

C. Notices of all meetings of the Board of Directors shall specify the place, day, hour and purpose of such meeting and shall be given at least five (5) calendar days before the date fixed for such meeting.

D. Any notice required under these Bylaws may be given electronically and shall be deemed to be delivered if furnished to all representatives of the Member who are included in the Institute's database. Notice may also be delivered by first class mail delivered to the person last designated by the Member as the voting representative.

E. The aforementioned written notice provisions are not applicable to instances in which the meeting called by the Chair is an emergency or in which the exigencies of time and the issues require immediate action by the Board of Directors.

Section 5. Minutes. Minutes of all annual and special meetings of the Institute membership shall be posted on the Members section of the Institute website. Minutes of all Board of Directors meetings shall be sent to all Directors.

Section 6. Open Meetings. All in person meetings of the Board of Directors, other than executive sessions, shall be open to any Members and such other persons as approved by a majority of the Board of Directors. Only Directors shall be entitled to vote at such meetings.

A. Executive Sessions. Upon a majority vote of the Board of Directors, persons who are not Directors may be excluded from a meeting. Executive session may be called for appropriate matters, including without limitation strategy, finance, or personnel, or legal issues.

Section 7. Quorum. At all meetings of the Institute, one-third of all Members of record eligible to vote, present either personally or by proxy, shall constitute a quorum. At any meeting of the Board of Directors, a majority of Directors elected shall constitute a quorum.

Section 8. Voting.

A. **Members.** Each Member of the Institute shall be entitled to one (1) vote at annual or special meetings of the Institute. Except as provided elsewhere in these Bylaws, at meetings of the Institute all resolutions or other matters presented shall be deemed adopted when assented to by a majority of the votes cast. Proxy

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votes shall not be permitted. The Board may provide for balloting by electronic means under three (3) circumstances:

- (1) When the Articles of Incorporation or applicable law requires approval of the Membership, and time does not permit consideration at a general meeting;

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(2) The election or removal of members of the Board of Directors;
and,

(3) Any other matter considered by the Board to require assent of the Membership and time does not permit consideration at a general meeting. In this latter case a two-thirds (2/3) vote of the Board present and voting is required to submit a matter to the Membership and reasonable time must be given for supporters of and objectors to the question to address the Membership electronically prior to any vote.

B. **Directors.** Each Director shall be entitled to one (1) vote at regular or special meetings of the Board of Directors, whether such vote is in person or by telephonic communication.

(1) Proxy votes shall not be permitted.

(2) When time constraints or unavailability preclude face to face or telephone conference meetings, the Chair may determine questions following an electronic discussion of the Board, as shall be set forth in the notice of the action, provided that reasonable provisions are made for presentation of views before the Chair makes a determination. The notice of all such matters discussed by electronic means shall include: the text of the resolution, policy or item to be decided upon and the identification of the moving and seconding parties thereof.

(3) All matters discussed by electronic means and determined by the Chair shall be memorialized in minutes prepared and distributed by the Secretary and ratified at the next regular meeting of the Board of Directors.

Section 9. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Institute may adopt.

ARTICLE X

AMENDMENTS AND FUNDAMENTAL CHANGES

Section 1. Amendments to Bylaws. Except as provided in Section 2 herein, any and all provisions of these Bylaws and any amendments hereto shall be subject to amendment, alteration, repeal or re-enactment

A. At any Annual Meeting of the Institute, by a majority vote of the Members; or,

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B. At any regular Board meeting or any special Board meeting called for such purpose, by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Amendments to Articles. Any proposal to amend, alter, repeal or re-enact the Institute's Articles of Incorporation with respect to the Institute's qualification and operation as a non-profit, non-stock corporation in the State of Delaware, the merger or consolidation of the Institute, the division of the Institute, the voluntary dissolution and winding up of the Institute, or the sale of a substantial portion of the Institute's assets shall require both:

A. A two-thirds (2/3) vote of the entire Board of Directors at a duly convened meeting of the Board of Directors called for such purpose; and,

B. A two-thirds (2/3) vote of all Members of the Institute at a duly convened Annual Meeting of the Institute, or at any duly convened special meeting called for such purpose.

ARTICLE XI

CONFORMITY WITH LAW

The Members and the Board of Directors shall not act on, consider or discuss any matters prohibited by law. If any of the provisions of these Bylaws or of any rule or procedure adopted by the Institute are in conflict with the laws of the State of Delaware or those of the United State of America, such provisions shall be deemed to be modified or deleted to the extent necessary to bring these Bylaws into conformity with said laws.
