

AMENDED AND RESTATED BYLAWS OF
ORGANIZATION DEVELOPMENT NETWORK, INC.

ARTICLE I. NAME AND OFFICES

- 1.1. Name: The name of this corporation is Organization Development Network, Inc. (hereinafter referred to as the “Corporation” or “OD Network”). The Corporation was formed under the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 *et seq.*).
- 1.2. Registered Office and Agent: The Corporation’s registered office and agent for service of process upon the Corporation shall be a New Jersey location and address chosen by the Board of Trustees.
- 1.3. Principal Office: The principal office of OD Network shall be located at the primary business address of Ewald Consulting, currently 1000 Westgate Dr., Suite 252, St. Paul, MN 55114-1067.

ARTICLE II. PURPOSE

- 2.1. Mission: The Corporation was formed to lead advances in the practice and theory of organization development that result in healthy, effective organizations and a healthy planet. The current mission is: Advancing the science, practice and impact of OD.
- 2.2. Purpose: The purposes of OD Network shall be as set forth in the Certificate of Incorporation of OD Network as it may be amended from time to time.
- 2.3. Activities: The activities of OD Network shall at all times be limited to the purposes set forth in the Certificate of Incorporation, and shall undertake no activities which are not permitted by these purposes, the New Jersey Nonprofit Corporation Act, or Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- 2.4. Rules: In addition to the proscriptions contained in the Certificate of Incorporation and limitations imposed by such Certificate and these Bylaws, the following rules shall conclusively govern the Corporation and all persons acting for or on behalf of it:
- a. OD Network shall not adopt any practice, policy or procedure that would result in discrimination on the basis of race, religion, creed, sex, national origin, or disability.
 - b. No part of the net earnings of OD Network shall inure to the benefit of, or be distributable to, its Trustees or officers, except that the Corporation shall be authorized and empowered to pay reasonable reimbursement of expenses incurred in performance of their duties and to make payments and distributions in furtherance of its purposes.

ARTICLE III. MEMBERSHIP

3.1 Qualification for Membership: Membership of OD Network shall be open to persons interested in and working to promote the field of organization development as more clearly set forth in the Membership Policy adopted by the Board of Trustees.

3.2 Application for Membership: Applications to become a member of OD Network shall be received and processed pursuant to the procedure described in the Membership Policy adopted by the Board of Trustees. Staff shall act on all applications no later than thirty (30) days after the receipt of the application. All applicants for membership in OD Network shall be evaluated on a non-discriminatory basis.

3.3 Rules/Regulations for the Suspension or Expulsion of Members: The Board may from time to time set such rules and regulations with respect to the suspension or expulsion of a member for:

- a. Speech or conduct deemed detrimental to the best interests of OD Network as reasonably determined by the Board;
- b. Failure to pay dues; or
- c. Failure to abide by the Certificate of Incorporation, these Bylaws, or any reasonable rules and regulations made by the Board pursuant thereto.

3.4 Categories of Membership: The Board, in its discretion, may create other categories of membership in addition to individual membership and establish the qualifications and criteria for, and rights of, such categories of membership.

3.5 Voting Members: Voting Members of OD Network are those persons who have been accepted as Voting Members pursuant to procedures set forth in the Membership Policy of the Board of Trustees. Voting Members shall have the right to (a) elect Trustees-at-large, and (b) serve as a Trustee and a Board officer of OD Network. The term of Membership for Voting Members is one (1) year.

3.6 Other Members: The Board of Trustees' Membership Policy may establish one or more classes of Non-Voting Members of OD Network. Non-Voting Members shall not have voting rights with respect to the governance of OD Network.

3.7 Non-transferability of Memberships: A Member may not transfer a Membership in OD Network or any right or obligation arising from it.

3.8 Resignation: A Member may resign at any time. The resignation of a Member does not relieve the Member from any obligation the Member may have to OD Network for Membership fees, assessments, or fees or charges for goods or services for the preceding Membership year. Membership resignation does not result in a refund of membership dues.

3.9 Membership Dues: The Board of Trustees will establish membership dues. Dues will be periodically reviewed and adjusted consistent with OD Network policies. Incentives and/or special discounts may be provided to encourage individuals and groups to join and/or renew membership.

ARTICLE IV. MEMBER MEETINGS

4.1 Place of Meetings; Notice: All meetings of the membership of OD Network shall be held at such place as shall be specified in a notice of meeting given to all Voting Members not fewer than ten (10) days before the date of the meeting. The notice shall state the place, day and hour of the meeting and describe with reasonable specificity the business to be conducted at the meeting. Meetings of the membership may be held anywhere in the world, and notice may be given in writing by mail, e-mail, or by fax.

4.2 Annual Membership Meeting: The annual business meeting of OD Network shall be held at the time, place, and format designated by the Board, in order to maximize the input of members. The agenda for the business meeting shall be set by the Board with the advice of the Executive Director. As part of the annual membership meeting, the Chair shall report on the activities and financial condition of OD Network.

4.3 Special Meetings: Special meetings of the Voting Members may be called for any purpose at any time, by the Chair, the Board of Trustees, or ten (10) percent of the Voting Members. Special meetings shall be held at a reasonable time and at a place fixed by the Chair or the Board of Trustees. When a special meeting is requested by the Voting Members, the request must be submitted in writing to the Chair of the Board of Trustees and include the names of the members who comprise the ten (10) percent; upon receipt of this request, the Chair or the Board of Trustees shall cause the meeting to be held between thirty (30) and ninety (90) days after receipt of request for such special meeting. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

4.4 Fixing Record Date; Voting List: The Executive Director shall fix, in advance, a date as the record date for determination of members entitled to vote and to receive notice of the meeting, provided such record date may in no case be more than sixty (60) days prior to, or fewer than ten (10) days before, the meeting. Only Voting Members who are current in the payment of membership dues as of the record date shall be entitled to vote.

4.5 Proxies: Any Voting Member may authorize another person or persons to act for him/her by proxy. The proxy shall be signed by the Voting Member, and the original submitted to the Secretary of OD Network prior to the meeting at which it will be used. No proxy shall be valid after one (1) month from the date of execution unless a longer time is expressly provided therein. No proxy shall be valid after three (3) months from the date of execution. Every proxy shall be revocable at the pleasure of the Voting Member executing it, provided that the member shall file written notice of such revocation with the Secretary of OD Network prior to the voting of the proxy.

4.6 Quorum: The presence of at least twenty-five (25) Voting Members (not counting the Board) at a meeting shall constitute a quorum at such meeting. The Voting Members present in person or by proxy at a duly organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough Voting Members to leave less than a quorum. Less than a quorum may adjourn.

4.7 Voting: A majority of votes cast at a meeting at which a quorum exists shall control all issues, except for election of Trustees, and except as otherwise provided in these Bylaws.

- 4.8 Action by Written Ballot: Any action that may be taken at a meeting of the Voting Members may be taken without a meeting by written ballot. The written ballot must notify Voting Members of the proposed action and tell Voting Members that they will have at least 20 days to consider and vote with respect to the proposed action before it is taken. A written ballot may be sent to a Voting Member electronically. The written ballot may be returned to ODN by the Voting Member electronically. Approval by written ballot is valid when the ballot provides an opportunity to vote for or against each proposed action and the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the Voting Members, and the number of ballots cast in favor of the action equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. To be effective, the total number of written ballots received from Voting Members must equal or exceed the quorum required to be present at a meeting of the Voting Members (25 Voting Members, excluding the Board of Trustees). Generally, to approve a resolution or action, a majority of all Voting Member ballots must be in favor of the resolution or action. All Voting Members should be promptly informed of the outcome of all written ballot measures sent to the Voting Members. The notice of the result can be sent by email. A written ballot may not be revoked.

4.9 Remote Communications for Meetings: To the extent determined by the Board of Trustees, an annual or special meeting of Voting Members may be held solely or in part by one or more means of remote communication at which all participants are able to hear each other. In any meeting of Voting Members held solely or in part by means of remote communication, OD Network shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Voting Member.

ARTICLE V. BOARD OF TRUSTEES

5.1 Number, Qualification: The Board of Trustees shall consist of a minimum of seven (7) and a maximum of thirteen (13) Trustees, including the the Past Chair who serves as an ex-officio Trustee with the right to vote. Trustees must be Voting Members, have given their consent to be elected, agree to be committed to the mission of OD Network and its values, currently represented

in the Network's Policies and Procedures, have a strong business acumen and ethics, and come from diverse backgrounds, including but not limited to protected classes, geography, internal and external consultants, students, academics, etc.

5.2 Election: Trustees shall be elected and appointed as follows:

a. At least sixty (60) days prior to the next annual meeting of the Voting Members, the Nominating Committee shall cause to be delivered to the Voting Members, a notice of the right of each Voting Member to submit to the Committee the names of one or more eligible persons to serve as At-large Trustees of OD Network (when and to the extent there is an opening in these leadership positions). Not sooner than thirty (30) days following the date of such notice, and prior to the date of such annual meeting, the Nominating Committee shall meet and recommend to the Board of Trustees the names of persons to serve as At-large Trustees to be included on the ballot for a vote by the Voting Members. The Nominating Committee may recommend a person whose name was not submitted by the Voting Members.

b. At least nine (9) At-large Trustees shall be elected by the Voting Members. At-large Trustees shall be elected at the annual membership meeting or in such other manner as determined by the Board of Trustees. Each Voting Member shall have one (1) vote per slate Trustee position and Trustees shall be elected by plurality vote.

c. In order to provide the skills, continuity, and diversity not achieved in the election by members, the Board Chair, in consultation with the members of the Board of Trustees, may nominate up to three (3) additional persons to serve as Trustees, who would then be elected as Trustees by consensus decision of the Board of Trustees, or failing that, majority vote of the Trustees. In the event of the resignation or removal of any Trustee, and the subsequent appointment of a new Trustee pursuant to Section 5.3.d below, the number of appointed Trustees may be greater than three (3) at any given time.

d. The person serving as Past Chair shall be a voting, ex-officio member of the Board.

5.3 Term of Office, Term Limits:

a. The term of an At-large Trustee elected by the membership in a regular election shall be for a term of three (3) years, with a limit of two terms, commencing on January 1 in the year following the election and ending December 31 of the third year.

b. The term of an appointed Trustee shall be established by the Board Chair, in consultation with the members of the Board and Trustees, bearing in mind the need to stagger terms in order to provide continuity in the management of OD Network's affairs.

c. A Trustee may resign at any time by giving written notice to a Board officer. A resignation shall be effective without acceptance when the notice is given to the Board

officer, unless a later effective time is specified in the notice.

d. Upon motion and vote of the Board, any Trustee may be removed from the Board with or without cause, by the affirmative vote of two-thirds of the remaining Trustees.

e. In the event of any Trustee's resignation or removal from the Board, the Board Chair, in consultation with the members of the Board of Trustees, shall nominate a Trustee for appointment to complete the vacant term, who would then be elected to the Board by consensus decision, or failing that, majority vote of the Trustees. Alternatively, the position may be included in the next regular election of Trustees by Voting Members, or in a special election by Voting Members.

f. A Trustee appointed or elected to fill a member-elected At-large Trustee position vacated for any reason shall hold the office for the remainder of the term and shall then be eligible to run for one additional elected term of three (3) years. In circumstances where the Board is in need of special expertise, an appointed Trustee may be appointed to a second term.

5.4 Quorum and Vote of the Board of Trustees; Action of the Trustees without a Meeting:

a. A majority of the Board of Trustees shall constitute a quorum for the transaction of business. The presence or absence of ex-officio members of the Board shall not have an impact on the requirements for a quorum.

b. Except where otherwise required by law, these Bylaws or the Certificate of Incorporation, the affirmative vote of a majority of the Trustees present at a duly held meeting at which a quorum exists shall be sufficient to authorize the action in question.

c. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, prior to or subsequent to such action, all Trustees consent thereto in writing and such written consents are filed with the minutes of the proceedings of the Board. Any or all Trustees may participate in a meeting of the Board by means of conference telephone or any means of communication by which all person participating in the meeting are able to hear one another.

5.5 Place of Board Meetings: Meetings of the Board may be held at any place designated by the Board.

5.6 Regular Annual Board Meeting: An annual meeting of the Board shall be held at the time and place designated by the Board.

5.7 Notice of Meetings of the Board; Adjournment:

a. If the Board has been provided a schedule of the regular meetings of the Board, no

notice of such meetings is required. If no schedule of regular meetings has been provided to the Board, the Board shall receive five (5) days' notice of a regular Board meeting.

b. Special meetings of the Board may be called by the Executive Director upon ten (10) days' notice to each Trustee personally, by mail, by fax, or by electronic mail. Special meetings of the Board may be called by the Executive Director, by the Board Chair, or by the Secretary of OD Network upon written request by three (3) Trustees. Notice of any meeting need not be given to any Trustee who signs a waiver of notice either before or after the meeting. The attendance of any Trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him/her. Except as may be provided elsewhere in these Bylaws, neither the business to be transacted, nor the purpose of any meeting must be specified in the notice of, or in the waiver of notice of, such meeting.

c. A majority of the Trustees present, whether or not a quorum remains, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Trustees who were absent at the time of the adjournment.

5.8 General Management Authority:

a. The Board of Trustees shall, in addition to all other powers set forth in these Bylaws, oversee the mission, vision, governance, activities and finances of OD Network, manage the affairs and formulate the policies and goals of OD Network. The Board of Trustees shall engage in strategic planning for OD Network and approve the annual budgets of revenue and expenses for OD Network.

b. The Board of Trustees may hire and supervise an Executive Director, either directly or via a contracted third party management service provider, to lead the day-to-day activities necessary to fulfill the mission and strategy of OD Network. The Executive Director shall be a staff officer of OD Network. The Executive Director shall carry out the policies, resolutions and direction of the Board of Trustees and take action to achieve the Board's strategic objectives. The Executive Director shall oversee the hiring and supervision of staff and agents as needed to fulfill the goals of OD Network.

c. The Board may hire or appoint additional employees and agents as necessary or desirable, whose performance will be monitored in accordance with written policies and as provided at the time of appointment.

d. The Board shall have the power to charter individual chapters.

e. The Board shall have the power to negotiate, execute and otherwise enter into partnership agreements which, in the collective judgment of the Board, further the purposes of OD Network.

ARTICLE VI. BOARD OFFICERS

6.1 Qualifications and Election: Board officers of OD Network shall be members of the Board of Trustees. Officers of the Board shall be elected by the Board of Trustees.

6.2 Officers of OD Network: The officers of the Board of Trustees are the Chair, the Vice Chair, the Secretary, the Treasurer and the Past Chair. The Board officers also constitute the Executive Committee of the Board of Trustees.

6.3 Chair's Duties: The Chair shall be the President and chief elected officer of OD Network. The Chair shall oversee governance of OD Network subject to the direction of the Board of Trustees. The Chair shall preside at all meetings of members and of the Board of Trustees of OD Network. The Chair shall chair the Executive Committee. The Chair may sign, with the Executive Director or any other proper officer of OD Network authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by law, by these Bylaws, or as may be assigned by the Board of Trustees from time to time.

6.4 Vice Chair's Duties: In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions of the Chair. The Vice Chair shall perform all duties incident to the office of Vice Chair and such other duties as may be prescribed by law, by these Bylaws, or as may be assigned by the Chair or by the Board of Trustees from time to time.

6.5 Treasurer's Duties: The Treasurer shall oversee the financial practices of OD Network, remain fully advised as to the financial condition of OD Network, have charge and custody of all funds and securities of OD Network, be responsible for the receipt and disbursement thereof, and work with staff officers to develop proposed budgets. The Treasurer shall regularly report to the Board of Trustees and the membership on the financial condition of OD Network, and shall perform all duties incident to the office of Treasurer and such other duties as may be prescribed by law, by these Bylaws, or as may be assigned by the Chair or by the Board of Trustees from time to time.

6.6 Secretary's Duties: The Secretary shall be responsible for authenticating the records, documents and resolutions of OD Network, the Board of Trustees, and its members and preparing any necessary certified copies of corporate records. The Secretary shall perform all duties indicative to the office of Secretary, shall keep, or cause to be kept, minutes of all meetings of the Board of Trustees, shall give notices contemplated by these Bylaws as well as such other duties as may be prescribed by law, by these Bylaws, or as may be assigned by the Chair or by the Board of Trustees from time to time.

6.7 Past Chair Duties: The Past Chair shall serve as a voting ex-officio member of the Board

of Trustees for a period of one (1) year following his/her term as Chair. The Past Chair shall also be a member of the Executive Committee.

6.8 Contracts: Except as expressly authorized by these Bylaws or Board policy, Trustees shall not have the right to enter into any agreements or contracts on behalf of OD Network.

6.9 Terms of Office: Terms of office for Board officers shall be for one (1) year with the option to serve a second year.

6.10 Salaries of Officers: Board officers shall not be compensated for their duties as Board officers. Board officers may be reimbursed for expenses incurred on behalf of OD Network.

6.11 Resignation of Officers: A Board officer may resign at any time by giving written notice of the resignation to any officer of OD Network.

6.12 Removal of Officers: A Board officer may be removed, with or without cause, by the affirmative vote of a majority of the Trustees present at a duly held meeting of the Board of Trustees for which notice stating such purpose has been given.

6.13 Filling Vacancies: Any vacancy in a Board officer's position shall be filled by the Board of Trustees.

ARTICLE VII. COMMITTEES

7.1 Establishment of Committees: There shall be an Executive Committee, a Nominating Committee and such other standing or special committees as may be established from time to time by the Board of Trustees. Committee purposes, along with approved policies and procedures for each, should be contained in OD Network Policies and Procedures Manual. All Committees report through their chairs to the Board of Trustees. Committee actions are subject to review and approval by the Board of Trustees. A member of a committee (other than the Executive Committee and the Nominating Committee) need not be a Voting Member. Committee members will be appointed for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first.

7.2 Committee Meetings: Meetings of a committee may be called, from time to time, upon request of the chair of the committee. Notice of committee meetings shall be given in the same manner as for meetings of the Board of Trustees.

7.3 Executive Committee: The Executive Committee shall be comprised of the Vice Chair, the Chair, the Past Chair, the Treasurer and the Secretary. The Executive Committee shall act only in the interval between the meetings of the Board of Trustees, and shall at all times be subject to the control and direction of the Board. To the extent determined by the Board, and as permitted by law, the Executive Committee shall have the authority of the Board of Trustees in the management of the business of OD Network. The Executive Committee shall have all of the

powers of the Board, except that the Executive Committee shall not have the power:

- (a) to submit to the Board of Trustees any action or matter requiring authorization of the Board of Trustees under these Bylaws;
- (b) to amend, repeal, or adopt Bylaws or Board policies;
- (c) to fill vacancies on the Board of Trustees, dissolve the Corporation, remove Trustees, change the number of members of the Board of Trustees, or fill vacancies of Board officers; or
- (d) to amend or repeal any resolution of the Board of Trustees unless the Board of Trustees specifies that they may amend or repeal such action.

The Executive Committee shall report all actions undertaken by it at meetings of the Board of Trustees since the last meeting thereof. The Board shall have full authority, by a majority vote of all Trustees, to modify or revoke any action taken by the Executive Committee.

7.4 Nominating Committee: The Nominating Committee shall consist of at least three (3) Trustees, including the Past Chair. The Chair shall appoint the chair of the Nominating Committee as well as the other members of the Nominating Committee. The Chair's appointments of the chair and members of the Nominating Committee must be approved by the Board of Trustees before they become effective. The Nominating Committee shall, upon the direction of the Chair, prepare and submit to the Board of Trustees the names of persons nominated to serve as Trustees and Board officers (when appropriate) of OD Network in accordance with these Bylaws.

7.5 Governance by Board Policy and Directives: Committee activities and initiatives shall be delegated by the Board and governed by written policies contained in the OD Network Policies and Procedures Manual .

ARTICLE VIII. FINANCES

8.1 Treasury: A treasury shall be created by payment thereto of all dues, fees and investment income in the manner authorized by the Board of Trustees. The authority to expend funds shall be vested in the Executive Director subject to Board policies.

8.2 Fiscal Year: The fiscal year of OD Network shall run from January 1 through December 31.

8.3 Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated from time to time by the Board of Trustees.

8.4 Contracts; Orders for Payment: The Board of Trustees shall set parameters regarding (a) the

appropriate signatories for contracts, (b) the deposit of checks, (c) orders for the payment, receipt or deposit of money, and (d) access to securities or other investments of the Corporation.

8.5 Title to Property: Title to all property of the Corporation shall be held in the name of the Corporation in the manner authorized by the Board of Trustees.

8.6 Annual Budget: The annual budget of estimated income and expenses shall be approved by the Board of Trustees.

8.7 Summary Financial Report: A summary report of the financial condition of the Corporation shall be made by the Treasurer at least annually to the Board of Trustees.

ARTICLE IX. STANDARD OF CARE

9.1 General Standard of Care: A Trustee or officer shall discharge the Trustee's or officer's duties, including duties as a committee member, in good faith, with that degree of diligence, care, and skill which ordinary, prudent persons would exercise under similar circumstances in like positions, and in a manner the Trustee reasonably believes to be in the best interest of OD Network. A Trustee or officer is not liable to OD Network, a Member, or another person for an action taken or not taken as a Trustee or officer of OD Network if the Trustee or officer acted in compliance with this Article.

9.2 Conflicts of Interest: The Board of Trustees shall adopt and implement a Conflicts of Interest Policy applicable to the Trustees and officers of OD Network.

ARTICLE X. INDEMNIFICATION AND LIMITATION OF LIABILITY

10.1 Indemnification: The Corporation shall indemnify its officers, Trustees and agents to the fullest extent provided by law.

ARTICLE XI. BYLAWS AND AMENDMENTS

11.1 Amendment of Bylaws: These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Board of Trustees. Whenever the Board amends these Bylaws, a concise summary of the changes made shall be published in a regular mailing to Voting Members or in a letter addressed to all Voting Members. Electronic mailing constitutes mailing.

ARTICLE XII. BOOKS AND RECORDS; RIGHTS OF INSPECTION

12.1 Books and Records: OD Network shall keep books and records of account. Such books and records of account shall be kept at the offices of OD Network.

12.2 Furnishing of Financial Data and Board Policies to Members: Upon the written request of any Voting Member, OD Network shall mail to such Voting Member a copy of its financial

statements as of the end of the last fiscal year and/or a copy of any then-in-effect Board policy.

ARTICLE XIII. DISSOLUTION

13.1 Dissolution: Two-thirds of all members of the Board of Trustees may approve the dissolution of OD Network. In the event of the dissolution of OD Network, all of its remaining property shall be disposed of by transfer to one or more nonprofit organizations that are at that time described in Section 501(c)(3) of the Internal Revenue Code as a charitable organization, as designated by the Board of Trustees.

--END OF BYLAWS--

Adopted: July ____, 2017

[Revised August, 1999]

[Revised February, 2001]

[Revised August, 2010]

[Revised December, 2012]