



**ASSOCIATION  
FOR  
CORPORATE GROWTH, INC.  
SEVENTH AMENDED AND RESTATED  
BYLAWS**

**Adopted February 28, 2012**



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## ARTICLE I

### NAME

This Association shall be known as the **ASSOCIATION FOR CORPORATE GROWTH, INC.**

## ARTICLE II

### PURPOSES

The purposes of this Association are:

1. To instruct the public and the business community by disseminating knowledge and factual material concerning the techniques and methods employed by business executives specializing in the promotion and accomplishment of the growth of corporate enterprises in a variety of ways, including the development and marketing of new products and the pursuit of corporate acquisitions, mergers and joint ventures, and to cooperate with and assist other educational organizations in furtherance of such instruction.

2. To promote the common business interest of the Members as business executives specializing in the promotion and accomplishment of the growth and diversification of corporate enterprises in a variety of ways, including the development and marketing of new products and the pursuit of corporate acquisitions, mergers and joint ventures to improve business conditions in the field of such corporate growth and diversification as distinguished from the performance of particular services for individual persons; to promote the exchange of ideas among business executives having a common interest in the techniques and method of promoting and accomplishing such corporate growth and diversification; and to foster and create a greater understanding and appreciation on the part of the public and the business community of the functions of such business executives.

3. In furtherance of such purposes, the Association may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities or any thereof; and for such purposes it may solicit and receive funds and other property, real, personal, and mixed and interests therein, by gift, transfer, devise, or bequest, and invest, reinvest, hold, manage, administer, expend, and apply such funds, and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, or bequest.

4. **PROVIDED, HOWEVER,** that each of the foregoing purposes is expressly made subject to the following limitations:

(a) No part of the net earnings of the Association shall inure to the benefit of any private Member or individual.

(b) The Association shall not engage nor shall any of its funds, property or income be used to participate in, intervene in or support (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) The Association is not organized for profit.

(d) The Association shall not engage in any business of a kind ordinarily carried on for profit.



**ARTICLE III**

**MEMBERSHIP**

1. **Classes:** The membership of the Association shall consist of those persons who have signed the certificate of incorporation as incorporators, together with all persons who are hereafter received in or elected to membership as hereinafter provided. The membership shall be divided into the following classes:

- (a) Members
- (b) Members-At-Large
- (c) Honorary Members

2. **Qualifications:**

(a) **General:** All persons who shall be employees of, or partners (or principals) in, corporations or firms who are or have been charged with responsibility directly concerned with corporate growth, including new product development, product and company acquisitions or mergers, or diversification shall be eligible for membership in the Association.

(b) **Members:** Persons who have applied for membership in, and been accepted as Members of, any Chapter, shall automatically become Members of the Association. A prospective Member may apply for membership in the Chapter or Chapters of his or her choosing.

(c) **Members-At-Large:** All persons who qualify as Members but do not reside or work within 50 miles of an existing Chapter may elect to become Members-At-Large.

(d) **Honorary Members:** Any person whom the Board of Directors shall determine to elect to such membership as desirable in the interest of furthering the purposes of the Association may be designated an Honorary Member. A Chapter speaker who is designated an honorary Member by the Chapter shall be an Honorary Member of the Association for a period of one year.

**ARTICLE IV**

**ACCEPTANCE, RESIGNATION, TRANSFER AND EXPULSION OF MEMBERS**

1. **Members:** Eligible persons shall automatically become Members of the Association:

- (a) Upon making application to a Chapter of the Association;
  - (b) Upon being approved, or satisfying criteria for admission established, by the Chapter;
- and
- (c) Upon payment of the Chapter Dues and Association Dues for the current year.

2. **Members-At-Large:** Eligible persons may be become Members-at-Large in the Association:

- (a) Upon making application to the Association;
- (b) Upon being approved by the President and Chief Executive Officer or his or her designee; and



- (c) Upon payment of Association Dues for the current year.

3. **Resignations and Transfers; Attendance Privileges:** A Member or Member-At-Large desiring to resign from the Association may specify his or her intention to do so in writing but shall be liable for the dues for the year during which his or her resignation is received by the Association.

A Member of a Chapter who, as a result of a change in his or her residence and/or principal place of business, is nearer another Chapter, shall be permitted to transfer his or her membership to such other Chapter, and approval by such other Chapter shall not be required.

A Member of any Chapter shall be entitled to attend the meetings of any other Chapter and shall be entitled to all of the benefits and privileges accorded to Members of that Chapter (other than the right to vote in Chapter elections and the right to receive discounts accorded to members of that Chapter for participation in Chapter events).

4. **Member Responsibilities:** Each Member is responsible for:

- (a) timely paying his or her dues and any other charges imposed by the Association or Chapter(s), if any, of which he or she is a Member;
- (b) conducting his or her activities in a manner that reflects positively on the Association;
- (c) avoiding conduct that is not in the best interests of, or in opposition to the best interests of, the Association; and
- (d) in his or her dealings with his or her fellow Members and with Association and Chapter staff, observing appropriate standards of decorum, courtesy and respect.

5. **Expulsions:** A Member of any class shall automatically be expelled for failure to perform his or her obligations under Article IV, Section 4(a) above and may be expelled for failure to perform his or her responsibilities under Article IV, Sections 4(b), (c) or (d) above. Such expulsion may be effected by a two-thirds vote of the Board of Directors at a duly called meeting.

Before any Member can be expelled under Article IV, Section 4(b), (c) or (d) above, that Member shall be notified in writing of the alleged violation(s) or cause(s) no less than four weeks before expulsion proceedings are to take place and shall have the right to be heard by the Board of Directors.

A person's expulsion from membership in the Association shall automatically result in his or her expulsion from Membership in the Chapter(s) of which he or she is a member.

## ARTICLE V

### DIRECTORS

1. **Board of Directors:** The governing body of the Association shall be a Board of Directors, all members of which shall be Members of the Association. The Board of Directors shall be comprised of voting members and non-voting members, who shall be elected at the Annual Meeting of the Board of Directors, as provided in Article V, Section 7 below.

- (a) **Voting Directors:** The voting members of the Board of Directors shall consist of Ex-Officio Voting Directors, Chapter Representative Directors and Directors-at-Large. Voting Directors shall be entitled to participate in all meetings of the Board of Directors, to vote in all matters before the Board of Directors and otherwise to exercise all power and authority granted to the Directors herein.





(i) **Ex Officio Voting Directors:** The five persons holding the following offices shall be Ex Officio Voting Members of the Board of Directors:

(A) The Chairman of the Board, the Chairman of Finance and the Secretary;

**TRANSITIONAL PROVISION:** This provision shall take effect of as of September 1, 2012. There will continue to be seven ex officio voting members of the Board of Directors, and the persons holding the offices of Chairman of InterGrowth--Current Fiscal Year and Chairman of InterGrowth--Next Fiscal Year on February 28, 2012 shall continue as Ex Officio Voting Directors, through August 31, 2012. The person holding the position of InterGrowth—Next Fiscal Year shall then be elected as a Class I Director-at-Large for an additional one-year term (see the transitional provision relating to the 2012 Annual Meeting at the bottom of page 6) and shall be appointed to the non-officer position of Chairman of InterGrowth Next Fiscal year for the same period (see the transitional provision relating to the InterGrowth Committee on the top of page 14).

(B) The Vice Chairman of the Board for the year prior to the year in which he or she assumes the office of Chairman of the Board; and

(C) The Chairman of the Board of the Association for one year following the year in which he or she served as Chairman of the Board (the “Immediate Past Chairman”).

(ii) **Chapter Representative Directors:** Eleven additional voting directorships shall be filled by Chapter Representative Directors, selected from the Chapter Regions designated pursuant to Article VIII, Section 2(a), in the following manner:

(A) Each of the five North American Regions shall be represented by two Chapter Representative Directors, one appointed by a Larger Chapter within such region and one appointed by a Smaller Chapter within such region (each as designated by the Executive Committee pursuant to Article VIII, Section 2(a)), and the International Region shall be represented by one Chapter Representative Director.

(B) Chapter Representative Directors shall be selected by Chapter Boards of Directors in accordance with the following procedures:

(1) For each of the North American Regions, the Executive Committee shall establish a rotation cycle for the Larger Chapters and the Smaller Chapters in that Region, and the Larger Chapters and the Smaller Chapters in that Region shall take turns selecting Chapter Representative Directors based on their respective positions in the rotation cycle.

(2) For the International Region, the Executive Committee shall establish a rotation cycle, and Chapters in the International Region shall take turns selecting Chapter Representative Directors based on their respective positions in the rotation cycle.

(3) If a Chapter elects to forego its turn to appoint a Chapter Representative Director, the turn of the next Chapter in the applicable rotation cycle to make such appointment shall be accelerated.



(4) If a new Chapter is added to a Region by the Board of Directors, its name shall be placed in at the end of the then applicable rotation cycle. If a Chapter in a North American Region is reclassified from a Larger Chapter to a Smaller Chapter, or *vice versa*, the Chapter shall be placed by the Executive Committee in such position in the rotation cycle for its new classification as will result, as nearly as practicable, in its turn to designate a Chapter Representative Director not being affected by the reclassification.

(5) If a Chapter holding a directorship ceases for any reason to be a Chapter of the Association during the period in which it holds a directorship, the Chapter's directorship shall be vacated.

(C) Each Chapter Representative must be a Member of the Chapter that selects him or her, and if not otherwise a member of the Chapter's Board of Directors, shall *ex officio* be a member of the Chapter's Board of Directors until the expiration of his or her term as Chapter Representative.

(D) The selection of Chapter Representative Directors shall be coordinated by the Executive Committee, under the direction of the Chairman of the Board and with the assistance of the Nominating Committee.

(iii) **Directors-at-Large:** Eleven additional voting directorships shall be filled by persons elected as Directors-at-Large.

**TRANSITIONAL PROVISION: This provision shall take effect of as of September 1, 2012. Until that date, there will continue to be nine Directors-at-Large.**

(b) **Non-Voting Directors:** The non-voting members of the Board of Directors shall consist of:

(i) **President and Chief Executive Officer:** The person who serves as the Association's President and Chief Executive officer.

(ii) **Honorary Directors:** Any person who, prior to September 1, 2008 was appointed by the Board of Directors as an honorary director, based on his or her contributions to the advancement of the Association. After September 1, 2008, no further Honorary Directors shall be appointed.

The President and Chief Executive Officer shall be expected to attend and participate in meetings of the Board of Directors. Honorary Directors shall not be required to attend meetings of the Board of Directors but may attend at the invitation of the Chairman of the Board.

## 2. **Terms of Office:**

(a) **Ex Officio Voting Directors:** Each Ex Officio Voting Director shall assume office on September 1 of each year and, subject to the provisions of Article V, Section 3 below, shall serve until August 31 of the year following the year in which he or she assumes office and until his or her successor has been elected.

**TRANSITIONAL PROVISION: The term of office of any Ex Officio Voting Director in office on February 28, 2012 shall automatically be extended until August 31, 2012.**

(b) **Non-Voting Directors:**



(i) **President and Chief Executive Officer:** The Chairman and Chief Executive Officer shall assume office upon his designation as such by the Board of Directors and shall continue to serve (without prejudice to any rights he may have under an employment agreement with the Association) until his voluntary or involuntary termination as such.

(ii) **Honorary Directors:** Honorary Directors shall serve as such until they die, resign or are removed.

(c) **Chapter Representative Directors:**

(i) **North American Region:** Chapter Representative Directors for the North American Regions shall serve for staggered three-year terms, with one of the Chapter Representative Directors from each North American Region assuming office on each September 1 and continuing to serve until August 31 of the third year following his or her appointment and until his or her successor has been selected by the next Chapter in the rotation cycle.

**TRANSITIONAL PROVISION:** The term of office of any Chapter Representative Director in office on February 28, 2012 shall automatically be extended (a) until August 31, 2012 if the Chapter Representative Director's current term expires on June 30, 2012 and (b) until August 31, 2014 if the Chapter Representative Director's current term expires on June 30, 2013. If an existing Chapter Representative Director from a Larger or Smaller Chapter in a Chapter Region is unwilling or unable to accept the extension of his or her term, the next Larger or Smaller Chapter, as the case may be, in the rotation cycle for that Chapter Region shall be entitled to elect a Chapter Representative Director to serve for a full three-year term.

(ii) **International Region:** A Chapter Representative Director for the International Region shall serve for a three-year term expiring on June 30 of the third year following his or her appointment and until his or her successor has been selected by the next Chapter in the rotation cycle.

**TRANSITIONAL PROVISION:** The term of office of the Chapter Representative Director for the International Region in office on February 28, 2012 shall automatically be extended to August 31, 2012.

(d) **Directors-at-Large:** The Directors-at-Large shall be divided into three classes, designated Class I, Class II and Class III. Class I and Class III shall each consist of four Directors-at-Large, and Class II shall consist of three Directors-at-Large. Each Director-at-Large shall serve for a three-year term commencing on September 1 of the year of his or her election and continuing until August 31 of the third year following his or her election and until his or her successor has been elected.

**TRANSITIONAL PROVISIONS:** The term of office of each Director-at-Large Chapter Representative Director in office on February 28, 2012 shall automatically be extended (a) from June 30, 2013 until August 31, 2013 in the case of the three existing Class I Directors; (b) from June 30, 2014 until August 31, 2014 in the case of the three existing Class II Directors; and (c) from June 30, 2012 until August 31, 2012 in the case of the three existing Class III Directors.

**At the 2012 Annual Meeting,:**

- (a) the person who on February 28, 2012 was serving as the Chairman of InterGrowth--Next Fiscal Year shall be elected as a Class I Director for a term expiring on August 31, 2013; and
- (b) four new Class III Directors shall be elected to replace the existing Class III Directors whose terms will expire August 31, 2012.



**At the Annual Meeting held each year thereafter, the Board shall elect replacements for all of the Directors-at-Large of the Class whose Directors' terms are expiring on August 31 of that year.**

If the authorized number of Directors-at-Large is increased or decreased, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors-at-Large in each class as nearly equal as possible.

**3. Removal:**

(a) **Ex-Officio Directors, Directors-at-Large and Honorary Directors:** Any voting or non-voting Ex-Officio Director, any Director-at-Large and any Honorary Director, may be removed, with or without cause, by a vote of the Directors, provided that there is a quorum of not less than a majority of the full Board present at the meeting at which such action is taken.

(b) **Chapter Representative Directors:** A Chapter Representative Director shall automatically cease to be a Director if he or she dies, resigns, ceases to be a Member of, or is removed as Chapter Representative by, the Chapter that appointed him or her or that Chapter ceases to be a Chapter of the Association.

**4. Newly Created Directorships and Vacancies:** Newly created directorships and vacancies on the Board of Directors shall be filled in accordance with the following procedures:

(a) **Newly Created Directorships:** Subject to the provisions of Article V, Section 5(c) below, newly created directorships resulting from an increase in the number of Directors may be filled by vote of a majority of the Directors then in office, regardless of their number.

(b) **Ex Officio Directors:** Any vacancy on the Board of Directors resulting from a vacancy in an office whose holder is a voting or non-voting Ex Officio Director, other than the Immediate Past Chairman, shall be filled by a majority of the Directors then in office, regardless of their number. Any vacancy resulting from inability or unwillingness of the Immediate Past Chairman to serve as a Director may be filled by appointment by Board of another Member of the Association not then serving as a Director.

(c) **Chapter Representative Directors:** If a vacancy occurs in the position of Chapter Representative Director, the Board of Directors of the Chapter that selected such Director shall appoint a successor to serve out the unexpired term of such person. In the event the Chapter that appointed a Chapter Representative Director shall cease to be a Chapter of the Association, the next Chapter in the applicable rotation cycle shall appoint a successor to serve out the unexpired term and, if the former Chapter Representative Director was in the third period of his or her term, for the succeeding term.

(d) **Directors-at-Large:** A vacancy in the position of Director-at-Large shall be filled by a majority of the Directors then in office, regardless of their number. The successor Director-at-Large shall become a Director-at-Large of the same class as, and shall serve out the unexpired term of, his or her predecessor.

**5. Term Limitations:**

(a) **Ex Officio Directors:** Subject to Article V, Section 5(d) below, voting and non-voting Ex Officio Directors shall be subject to the following term limits:

(i) The President and Chief Executive Officer shall not be subject to any limitation on the number of terms he or she may serve as such.



- (ii) The Chairman of the Board, the Vice Chairman of the Board and the Immediate Past Chairman may serve in those capacities for only one term.
  - (iii) the Chairman of Finance shall serve for only one two-year term; and
  - (iv) the Secretary shall serve for only one one-year term.
- (b) **Chapter-Representative Directors:** Chapter Representative Directors may serve as such only for the two-year term specified in Article V, Section 2(b).
- (c) **Directors-at-Large:** Subject to the provisions of Article V, Section 5(d) below, a Director-at-Large shall serve for only one three-year term.
- (d) **Limited Waiver of Term Limitations.** Notwithstanding the provisions of Article V, Section 5(a) and (c) above, the Board of Directors may waive term limitations to permit the Chairman of Finance, the Secretary and a Director-at-Large to serve in the same capacity for one additional term of like duration to his or her original term.

**TRANSITIONAL PROVISION:** In the case of the Class I Director elected pursuant to the transitional provisions set forth under Article V, Section II (d), the reference to “one additional term of like duration” shall mean an additional term of three years.

No waiver shall be permitted unless the Board of Directors determines, based on the recommendations of the Nominating Committee, that such person has made and is expected to continue to make, important and extraordinary contributions to the Board in that capacity.

**6. Eligibility for Future Positions:**

- (a) **Ex Officio Directors:** Voting and non-voting Ex Officio Directors shall be subject to the following provisions relating to their eligibility for future positions on the Board:
- (i) After a person completes his or her term of service as Immediate Past Chairman the Board, he or she shall retire from the Board and shall not be eligible for to serve on the Board until after expiration of the mandatory waiting period described in Article V, Section 6(d).
  - (ii) A person who completes his or her term of service in any other voting or non-voting Ex-Officio Director position shall be eligible to serve for another voting or non-voting Ex Officio Director position, or as a Director-at-Large.
- (b) **Chapter-Representative Directors:** A person who completes his or her term of service as a Chapter Representative Director shall be eligible to serve in a voting or non-voting Ex Officio Director position or as a Director-at-Large.
- (c) **Directors-at-Large.** After a person completes his or her service as a Director-at-Large, he or she shall be eligible to serve for one term (without extensions) in a voting or non-voting Ex Officio Director position.
- (d) **Mandatory Waiting Period.** If, after completing his or her term of office as a voting or non-voting Ex Officio Director (including any extension permitted under these Bylaws), a Chapter Representative Director or a Director-at-Large, a person is not (or under these Bylaws is not permitted to be) elected to another position, he or she shall be subject to a mandatory two-year waiting period before he or she is permitted to rejoin the Board. However, nothing shall preclude him or her from serving on



Special Board Committees or Advisory Committees or otherwise assisting the Board in special projects upon request of the Chairman of the Board.

7. **Meetings:** The Board of Directors shall have an Annual Meeting and one or more Special Meetings.

(a) **Annual Meeting:** The Annual Meeting first regular meeting of the Board of Directors shall, unless otherwise be determined by the Board, be the first meeting of the calendar year. At that meeting, the Board of Directors shall elect officers and directors for the fiscal year beginning September 1 of that calendar year and conduct such other business as the Board determines appropriate.

(b) **Special Meetings:** Special meetings of the Board of Directors shall be held at such times and places as the Board may decide, or on the call of the Chairman of the Board or on the written request of three or more voting Directors to the Chairman of the Board. At one Special Meeting, to be held prior to or as soon as practicable after the commencement of each new fiscal year, the Board shall adopt the budget for that fiscal year.

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting.

8. **Voting Rights:** The Voting Directors shall have the following voting rights:

(a) **Ex Officio Voting Directors and Directors-at-Large:** Each Ex Officio Voting Director and each Director-at-Large shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Board of Directors;

(b) **Chapter Representative Directors:** Each Chapter Representative Director representing a Larger Chapter within a North American Region shall be entitled to two votes upon each matter submitted to a vote at a meeting of the Board of Directors, and each Chapter Representative Director representing either a Chapter in the International Region or a Smaller Chapter within a North American Region shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Board of Directors. Additionally, in any matter submitted for a vote of the Directors, the Chapter Representative Directors shall be deemed automatically to have cast two additional votes in a manner which corresponds to the vote of a majority of the Chapter Representative Directors voting upon such matter.

(c) **Newly-Created Directorships:** No increase in the number of members of the Board of Directors shall be authorized unless appropriate provision is made to assure that Chapter Representative Directors, in the aggregate, are entitled to exercise a majority of the votes on the Board of Directors.

(d) **Representation Responsibilities:** Each Chapter Representative Director shall be required to represent the interests of all of the Chapters within his or her Region and shall be required to communicate with, and solicit the input of, Chapters within his or her Region as to issues that may be of particular concern to those Chapters.

9. **Quorum and Required Vote:**

(a) **Quorum:** The presence of the following votes, represented in person or by proxy, shall constitute a quorum at any meeting of the Board of Directors:

(i) a majority of the votes held by the Voting Directors; and



(ii) a majority of the votes held by the Chapter Representative Directors.

(b) **Required Vote:** If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Directors, unless the vote of a greater number of votes is required by law or the Articles of Incorporation.

10. **Notice of Meetings of the Board:** Regular and special meetings of the Board shall be held upon not less than three days' notice to the voting and non-voting Directors entitled to attend the meeting, said notice to be given personally, by United States mail, or by e-mail or by facsimile to the address or other applicable contact information appearing on the records of the Association. The notice need not specify the purposes of any regular or special meeting of the Board, unless required by these Bylaws.

11. **Action by the Board Without a Meeting:** The Board of Directors shall be authorized to take any action required or permitted to be taken by the Board without a meeting if all of the voting Members of the Board consent in writing to the adoption of the resolution authorizing the action. A "writing" shall include any communication transmitted or received by electronic means, including e-mail or facsimile, provided that such writing is signed, whether by physical or electronic signature. For purposes hereof, an "electronic signature" means a signature in electronic form attached to or logically associated with a record generated, communicated, received, or stored by electronic means for use in an information system or for transmission from one information system to another.

12. **Attendance:** Each Director other than an Honorary Director is expected to attend all Board meetings. If such a Director does not attend in person at least one Board meeting during any fiscal year, that Director shall automatically be deemed to resigned effective as the beginning of the next Fiscal Year unless the Board of Directors determines otherwise.

13. **Compensation:** Upon request and receipt of supporting documentation, the Board of Directors may, as it determines appropriate, reimburse Directors such amounts for reasonable and necessary costs and expenses actually incurred in their participation on the Board of Directors, to the extent such costs and expenses are not reimbursed by employers of the Directors.

14. **Responsibilities:** The Board of Directors shall be responsible for establishing and monitoring the implementation of strategies and policies designed to achieve the purposes for which the Association has been formed.

## ARTICLE VI

### OFFICERS

1. **Required Officers:** The following officers shall be elected by the Board of Directors at the Annual Meeting of Directors.

(a) **President and Chief Executive Officer:** The President and Chief Executive Officer shall be an employee and *ex officio* Member of the Association who is charged with overseeing the operations and management of the Association and programs conducted by the Association, including Intergrowth. His role shall include hiring and supervising employees of the Association and recommending the engagement, and supervising the performance, of independent contractors engaged by the Board of Directors to perform managerial and professional services for the Association, monitoring the Association's adherence to the annual budget approved by the Board of Directors, and implementing or coordinating the implementation of policies adopted by the Board of Directors. He or she shall have the power to make, subject to any limitations established by the Board of Directors, contracts for and in the name of the Association. He or she shall exercise supervision of the executive offices of the Association



and shall make reports concerning the affairs of his or her office and the executive offices of the Association to the Board of Directors whenever called upon to do so.

(b) **Chairman of the Board:** The Chairman of the Board shall preside at meetings of the Association and shall be an *ex officio* member of all Committees of the Association. He or she shall have the power to make, subject to any limitations established by the Board of Directors, contracts for and in the name of the Association and shall perform such other duties and exercise such other powers as are prescribed in these Bylaws and as may be delegated to him or her by the Board of Directors. The Chairman of the Board in any year shall be the Vice Chairman of the Board for the preceding year and, except as provided in Article V, Section 3, no separate election for the office of Chairman of the Board shall be held.

(c) **Vice Chairman of the Board:** The Vice Chairman of the Board shall consult with and perform such functions as he or she shall be assigned by the Chairman of the Board and the Board of Directors. In the absence or inability to act of the Chairman of the Board, the Vice Chairman of the Board shall perform such duties and exercise the powers of the Chairman of the Board. The Vice Chairman in any year shall succeed to the office of Chairman of the Board the following year (unless he or she is then unwilling or unable to do so) and his or her duties shall be assigned in a manner intended to assure his or her readiness to assume the office of Chairman of the Board.

(d) **Chairman of Finance:** The Chairman of Finance shall be responsible, in conjunction with the Finance Committee, for consulting with and coordinating the activities of the senior staff of the Association charged with direct responsibility for financial and accounting matters; for recommending to the Board policies with respect to the management and investment of the Association's funds and other assets; for reviewing any recommendations of the Association's independent public accountants regarding financial management and financial controls and assessing whether such recommendations have been properly implemented; and in general, for monitoring the Association's financial management and financial performance.

(e) **Secretary:** The Secretary shall keep the records of the Association, including minutes of all meetings of Directors and Members, and shall be custodian of the corporate seal. He or she shall have charge of such additional books and papers and shall perform such other duties as the Board of Directors may direct. He or she shall in general perform all such duties as are usual to the office of Secretary of the Association, but may delegate all or any part of these duties to the President and Chief Executive Officer.

**TRANSITIONAL PROVISION: The elimination of the officer positions of Chairman of InterGrowth--Current Fiscal Year and Chairman InterGrowth—Next Fiscal Year shall be effective September 1, 2012.**

2. **Additional Positions:**

(a) **Assistant Secretaries.** In addition to the officers elected pursuant to Article VI, Section 1, the Board of Directors may elect one or more Assistant Secretaries to perform the functions of the Secretary in the absence or unavailability of the Secretary. Assistant Secretaries, who shall be considered officers but shall not be Board members, shall serve until the end of the fiscal year in which they are elected and until their successors have been appointed at the next Annual Meeting of the Board of Directors. Unless otherwise determined by the Board of Directors, no term limits shall apply to Assistant Secretaries. Assistant Secretaries may be removed, with or without cause, by vote of the Directors, and vacancies may be filled for the unexpired term by the Directors.

(b) **Vice Presidents.** Senior employees of the Association with management responsibility over particular functions of the Association may be assigned the title of Vice President by the President and Chief Executive Officer with the concurrence of the Board. A holder of that title shall not be deemed





an officer of the Corporation and, except as expressly authorized by the President and Chief Officer or by the Board, shall not be authorized to bind or commit the Association.

3. **Books and Records:** Each officer of the Association shall maintain secure, accurate and complete records of the matters under his or her charge, and upon termination of his or her service as such, surrender all records, files, books, monies, and other property of the Association under his or her control to his or her successor in office or to such other person as shall be designated by the Board of Directors. Members, by reason of their not having the right to vote on matters relating to the Association, shall not have access to the Association's books and records.

## ARTICLE VII

### COMMITTEES

1. **Board Committees:** Board Committees shall be Committees which are delegated by the Board the authority to act on behalf of the Board, subject to the limitations on powers of Board Committees set forth in Article VII, Section 1(c) below.

(a) **Executive Committee:**

(i) **Purpose:** The Executive Committee shall act on behalf of the Association in any manner necessary to conduct the business of the Association when the Board of Directors is not in session. The Executive Committee shall, subject to the limitations set forth in Article VII, Section 1(c) below, have all the authority of the Board of Directors.

(ii) **Members:** The members of the Executive Committee shall consist of the Chairman of the Board (who shall act as chairman), the Vice Chairman of the Board, the Immediate Past Chairman of the Board, the Chairman of Finance, the Secretary, three (3) Chapter Representative Directors selected by the majority vote of all of the Chapter Representative Directors, and the President and Chief Executive Officer (who shall be a non-voting *ex officio* member). Any matter on which there is a tie vote by the Executive Committee must be referred to the Board for decision.

(b) **Special Board Committees:** The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate any number of Special Board Committees having only those responsibilities specifically assigned to them by the Board. Members of such Special Board Committees shall include the President and Chief Executive Officer (who shall be a non-voting *ex officio* member) and such other persons who may be appointed by the Board, who shall serve at the pleasure of the Board, provided that each Board Committee must have at least three members (including the President and Chief Executive Officer), and a majority of the members must be voting members of the Board of Directors.

(c) **Limitations on Powers of Board Committees:** Anything in these Bylaws to the contrary notwithstanding, no Board Committee may:

(i) adopt a plan for the distribution of the assets of the Association;

(ii) approve or recommend to Members any act that applicable law requires to be approved by Members;

(iii) fill vacancies on the Board of Directors, the Executive Committee or any other Board Committee;



(iv) elect, appoint or remove any officer or director or member of any Board Committee, or fix the compensation of any member of a Board Committee;

(v) adopt, amend or repeal these Bylaws or the articles of incorporation of the Association;

(vi) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Association;

(vii) amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a Board Committee; or

(viii) take any other action that under applicable law is not permitted to be taken by a Board Committee.

2. **Advisory Committees.** Advisory Committees shall be Committees comprised of Board Members and/or non-Board Members that shall have the role of advising and making recommendations to the Board of Directors and the officers of the Association but shall not have the authority to act on behalf of the Association. All such Committees shall be deemed to be advisory bodies within the meaning of 805 ILCS 105/108.40(d).

(a) **Finance Committee:**

(i) **Purpose:** The Finance Committee shall monitor the financial status of the Corporation and advise and make recommendations to the Board regarding the maintenance of a sound fiscal policy for the Association.

(ii) **Members:** The members of the Finance Committee shall consist of the Chairman of Finance (who shall act as chairman) and such other persons as the Chairman of the Board and the Chairman of Finance jointly shall determine.

(b) **Audit Committee:**

(i) **Purpose:** The Audit Committee shall perform the functions described in an Audit Committee Charter approved by the Board of Directors.

(ii) **Members:** The members of the Audit Committee shall consist of the Chairman of Finance and such other persons as the Chairman of the Board shall determine.

(c) **InterGrowth Committee:**

(i) **Purpose:** The InterGrowth Committee shall be responsible for assisting the President and Chief Executive Officer in performing his responsibilities with respect to the Association's annual conference, which shall be known as InterGrowth®.

(ii) **Members:** The members of the InterGrowth Committee shall consist of (A) a person appointed by the Chairman of the Board at the recommendation of the President and Chief Executive Officer as Chairman of InterGrowth--Current Fiscal Year (who shall act as chairman), (B) a person appointed by the Chairman of the Board at the recommendation of the President and Chief Executive officer as Chairman of InterGrowth--Next Fiscal Year, (C) such additional members as the Chairman of the Board and the chairman of the InterGrowth Committee jointly



shall appoint, and (D) the President and Chief Executive Officer. The Chairman of InterGrowth--Current Fiscal Year and the Chairman of InterGrowth--Next Fiscal Year may, but need not be, members of the Board of Directors. In the event that they are not Directors, they shall be invited to attend meetings of the Board of Directors as observers.

**TRANSITIONAL PROVISION:** This provision shall take effect of as of September 1, 2012. The persons holding the positions of Chairman of InterGrowth--Current Fiscal Year and Chairman of InterGrowth--Next Fiscal Year on February 28, 2011 shall continue as Ex-Officio Directors through August 31, 2012. The person holding the position of Chairman of InterGrowth--Next Fiscal Year on August 31, 2012 shall then be appointed to the non-officer position of Chairman of InterGrowth--Next Fiscal Year for a term ending August 31, 2013.

(d) **Nominating Committee:**

(i) **Purpose:** The Nominating Committee shall review all available information regarding potential officers and Directors of the Association and make recommendations for their election or appointment as provided in these Bylaws.

(ii) **Members:** The members of the Nominating Committee shall consist of the Chairman of the Board, the Vice Chairman of the Board (who shall act as chairman), the Immediate Past Chairman, two (2) Chapter Representative Directors or such greater number of Chapter Representative Directors as the Chairman of the Board shall determine, and the President and Chief Executive Officer (who shall be a non-voting *ex officio* member).

(e) **Other Advisory Committees:** The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate any number of other Advisory Committees having only those advisory responsibilities specifically assigned to them by the Board. Members of such Advisory Committees shall include the President and Chief Executive Officer (who shall be an *ex officio* member) and such other persons, who may but need not be members of the Board, who may be appointed by the Chairman of the Board.

3. **Term of Service:**

(a) **Annual Term:** Any member of a Committee who is designated as such by reason of his or her holding an office or position with the Association shall serve as a member for a term coterminous with his term of service with the Association. Other Committee members shall begin service on the first day of each fiscal year or as soon thereafter as they are appointed and, subject to the provisions of paragraph (b) below, shall serve until the end of the fiscal year.

(b) **Removal:** Any Member of a Committee who is designated as such by reason of his or her holding an office or other position with the Association shall automatically cease to be a member of such Committee if he or she ceases to hold the office or position entitling him or her to membership on the Committee. An appointed member of a Board Committee may be removed by action of the Board of Directors, and any member of an Advisory Committee may be removed by joint action of the Chairman of the Board and the chairman of the Committee.

4. **Vacancies:** Vacancies on a committee shall be filled in accordance with the following procedures:

(a) **Officers:** A vacancy in a committee resulting from a member's ceasing to hold an office or other position with the Association entitling him or her to membership on such committee shall be filled as and when another person is selected to fill such office or position.



(b) **Appointed Members:** A vacancy in a committee resulting from resignation or removal of an appointed Member shall be filled by joint action of the Chairman of the Board and the chairman of such committee.

5. **Meetings of Board and Advisory Committees:** The Executive Committee shall meet not less frequently than six times per year. Each other Board Committee and each Advisory Committee shall meet at such intervals as may be determined by the Board or specified in the Committee's charter, but not less than once during each year, on regularly scheduled dates or upon call by the chairman of the Committee. Meetings shall be held upon three days' notice to all of the members of the Committee, said notice to be given either personally, by mail or e-mail, or by facsimile. The notice need not specify the purposes of the meeting. A majority of the members of the Committee shall constitute a quorum. The chairman of the committee shall be responsible for insuring that a record of the proceedings of such committee is kept, and the committee shall submit a report of its activities to the Board of Directors at the regular meeting next following any meeting of the committee and such additional reports as the Chairman of the Board from time to time may request. Any one or more members of any Committee may participate in a meeting of such Committee by means of a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting.

6. **Status of Committee Members:** No member of any Board Committee or Advisory Committee shall, by reason of service on such Committee, be deemed an officer or director of the Association. None of the appointed members of an Advisory Committee shall, while serving as such, also serve as an officer or director of the Association.

## ARTICLE VIII

### CHAPTERS

#### 1. **Creation and Purposes:**

(a) **Chapters:** There shall be created such Chapters within and without the United States as the Board of Directors shall from time to time designate. The provisions of this Article VIII apply to all Chapters except as otherwise provided in Article VIII, Sections 4 and 5 below.

(b) **Purposes:** The Chapters shall be vehicles for stimulating local activities of Members in fulfillment of the Association's purposes and for coordinating such activities with those of other Chapters and the overall membership.

#### 2. **Grouping of Chapters by Regions:**

(a) **Six Regions:** The Board of Directors shall group the Chapters into five North American Regions (which shall include Chapters located within the United States and Canada) and one International Region (which shall include all of the Chapters outside the United States and Canada). The groupings within the North American Regions shall generally be based on geographical proximity and chapter size, with an attempt made, as nearly as possible, to achieve a balance of larger and smaller Chapters within each Region. The Executive Committee shall also designate the Chapters within each North American Region as "Larger Chapters" and "Smaller Chapters," based on such criteria as the Executive Committee determines appropriate.

(b) **Addition of New Chapters to the Regions:** As new North American Chapters are added, the Executive Committee shall place them into the existing North American Regions (based on the same factors as are set forth in Article VIII, Section 2(a) above) and classify them as Larger Chapters or Smaller Chapters.



(c) **Periodic Review of Regional Groupings:** Periodically as it deems necessary, but not less than once every three years, the Executive Committee shall reevaluate the composition of the North American Region and, if recommended by the Executive Committee, the Board shall vote whether to approve such reconfiguration as the Executive Committee believes necessary to improve the geographic representation and the balance of Larger and Smaller Chapters among the North American Regions.

**3. Status of United States and Non-United States Chapters:**

(a) Subject to the provisions of Article VIII, Section 3(b) below, United States Chapters shall be distinct entities incorporated in the State of Illinois as not-for-profit corporations, with articles of incorporation containing provisions prescribed by the Association. Each United States Chapter shall also have bylaws in form prescribed by the Association, containing provisions consistent with the requirements of Article VIII, Section 7, of these Bylaws. United States Chapters shall be included in the group exemption letter of the Association for purposes of United States income tax and shall be included in group tax returns filed by the Association. For tax purposes, the fiscal reporting period of United States Chapters shall be the same as that of the Association. Each United States Chapter shall be responsible for the payment of any taxes due with respect to its unrelated business taxable income.

(b) Notwithstanding the provisions of Article VIII, Section 3(a), United States Chapters may, under such circumstances as the Association's Board of Directors deems appropriate (including, by way of example but not in limitation, the launching or re-launching of a Chapter in which member-driven organizational or operational efforts have not been effective), be formed as direct or indirect subsidiaries of the Association.

(c) Non-United States Chapters shall be separately incorporated under the local law of the jurisdictions in which they operate. Non-United States Chapters may be direct or indirect subsidiaries of the Association, or separately incorporated entities established by their members. Non-United States Chapters that are not subsidiaries of the Association shall have articles and bylaws (or the equivalent under local law) in form acceptable to the Association, containing provisions consistent with the requirements of Article VIII, Section 7, of these Bylaws, subject to such variations as may be required to conform with local law. Non-United States Chapters that are not subsidiaries of the Association shall be responsible for their own tax-exempt status to the extent such status may be available under local law and shall be responsible for their own tax filings and remittance of any taxes due under laws of any jurisdiction in which they are established or operate, and shall provide copies of such filings to the Association.

(d) The finances of each Chapter (other than a Chapter that is a subsidiary of the Association) shall be separate from the finances of the Association, and the finances of each Chapter shall be separate from the finances of any other Chapter.

**4. Chapter Charter and Affiliation Agreement:** Each Chapter (other than a Chapter that is a subsidiary of the Association) shall be issued a "Charter" by the Association pursuant to a "Chapter Affiliation Agreement" with the Association, which shall be executed by the current Chapter President and be binding on the Chapter until terminated as provided below. The Chapter Affiliation Agreement shall:

(a) Designate the geographic area to be served by the Chapter, subject to modification as provided in the Chapter Affiliation Agreement;

(b) Require the Chapter to incorporate:

(i) in the case of a United States Chapter, as an Illinois not-for-profit corporation, qualified to conduct business as a foreign corporation in the State in which it operates; and



- (ii) in the case of a non-United States Chapter, under applicable local law;
- (c) Require the Chapter to adopt articles of incorporation and bylaws (or, in the case of non-United States Chapters, the equivalent under local law) in form prescribed or pre-approved by the Association;
- (d) Require the Chapter to abide by the Bylaws of the Association, as amended from time to time;
- (e) Require the Chapter to engage an administrator to conduct the day-to-day operations of the chapter;
- (f) Unless otherwise permitted by ACG, require the Chapter to (i) establish and/or maintain its website using the template provided by ACG (such website to be linked to ACG's main website) and (ii) engage, at the Chapter's expense, the web hosting service provider designated by ACG;
- (g) Require the Chapter to inform persons in Chapter leadership positions and the Chapter administrator that they are expected to actively participate in both national and regional Chapter leadership and training programs offered by the Association;
- (h) License the Chapter to use service marks and logos of the Association, subject to the requirement that such marks and logos are used consistently with usage guidelines promulgated by the Association to protect the Associations' rights in such marks and logos and to protect and preserve the Association's "brand";
- (i) Prohibit the Chapter from using any non-Association marks (except marks licensed by the Chapter's sponsors) without prior written consent of the Association and from registering any such marks, it being understood that all such marks will be deemed the property of the Association, which will be deemed to have granted the Chapter and other Chapters the non-exclusive right to use such marks and will have the exclusive right, in its discretion and at its sole expense, to apply to register such marks.
- (j) Require the Chapter to provide to the Association's administrative staff interim and annual financial reports and such additional information and reports as the Association's administrative staff may request;
- (k) Require the Chapter to affirmatively promote participation by Chapter leadership and Members in InterGrowth and in the regional or international conferences in the area in which the Chapter is located;
- (l) Require the Chapter to establish Chapter Dues to support the operations of the Chapter and authorize the Association to bill and collect both the Chapter Dues and Association Dues and remit the Chapter Dues to the Chapter;
- (m) Grant each of the President and Chief Executive Officer and the Chairman of the Board of the Association an irrevocable proxy and power of attorney to vote for, and take all actions necessary to effect, the winding-up of the Chapter in the event the Chapter's Charter is withdrawn under Article VIII, Section 5(a), of these Bylaws; and
- (n) Contain such other provisions as the Board of Directors determines appropriate.



5. **Withdrawal of Charter:**

(a) **Termination Proceedings:** If the Board of Directors determines that a Chapter has materially breached the terms of its Chapter Affiliation Agreement, the Board of Directors shall send written notice of such breach to the President and the Board of Directors of the Chapter. The notice afford the Chapter a reasonable period, not less than sixty days, to demonstrate to the Board of Directors that the breach has been cured or, if the nature of the breach is such that it cannot be fully cured within such period, that corrective steps have been instituted and are being diligently pursued. If the breach has not been cured or a cure instituted by the expiration of such period, the Board of Directors shall send the President and the Board of Directors of the Chapter a further notice that the Association intends to withdraw the Charter of the Chapter by terminating the Chapter Affiliation Agreement, effective as of a specified date, not less than thirty days, following the delivery of the notice. Prior to the Charter withdrawal date specified in the notice, the Chapter may request a hearing before the Board of Directors, during the pendency of which proceedings to withdraw the Charter be stayed. The decision of the Board of Directors in any such hearing shall be final and binding.

(b) **Effect of Charter Withdrawal on Chapter:** If the Charter of a Chapter is withdrawn, the Chapter Affiliation Agreement shall simultaneously be terminated. As a consequence of such termination, the Chapter shall be required to promptly remit all of its assets to the Association, the Chapter's license to use the marks and logos of the Association shall be withdrawn, and the Chapter may no longer hold itself out as a Chapter of the Association.

(c) **Effect of Charter Withdrawal on Existing Chapter Members:** Members of a Chapter whose Charter has been withdrawn shall then become Members-at-Large of the Association for such period as their dues have been paid up and shall be eligible to continue as Members-at-Large thereafter or to apply for membership in another Chapter.

(d) **Establishment of New Chapter:** Upon the withdrawal of a Charter's Chapter, nothing shall prevent the Association from approving the formation of, and granting a Charter to, another Chapter in the same geographic area.

6. **Chapters in Formation:** From time to time, the Executive Committee may authorize a group of prospective Members (the "Founders") to begin the process of forming a Chapter in a geographic region, or portion of a geographic region, where the Association currently does not have a Chapter. The new Chapter, which shall be referred to as a "Chapter in Formation," shall elect a President from among the Founders (and such other officers specified in Article VIII, Section 8, below as may be appropriate under the circumstances), and the President so elected shall enter into an Affiliation Agreement that grants the Chapter-in-Formation whereupon the Chapter in Formation shall be a "Provisional Charter." The Chapter-in-Formation Agreement shall:

(a) Contain provisions generally comparable to those described in the Chapter Affiliation Agreements, as described in Article VIII, Section 4 above;

(b) Permit the Chapter in Formation, during the term of its Provisional Charter to hold itself out as a Chapter of the Association (without publicly identifying itself as a Chapter in Formation);

(c) Require all Founders to become Members of the Association and require the Chapter in Formation to recruit additional Members who meet the Membership requirements established in the Bylaws and to develop programs designed to attract and retain Members;

(d) Establish membership recruitment and retention targets to be achieved by the Chapter in Formation within a specified time period;



(e) Provide that, so long as the Chapter-in-Formation retains such status, the Association in its discretion may subsidize the Chapter-in-Formation by remitting to the Chapter-in-Formation some or all of the Association Dues payable by the Chapter-in-Formation's Members; and

(f) Contain such other provisions as the Board of Directors determines appropriate.

The Provisional Charter shall be granted for an initial term of 12 months from the effective date of the Provisional Chapter. At the expiration of the initial term, the Board of Directors may elect to (i) terminate the Provisional Charter without proceeding to Chapter formation (in which event the Chapter in Formation will be required to promptly remit all of its assets to the Association, the Chapter in Formation's license to use the marks and logos of the Association will be withdrawn, and the Chapter in Formation may no longer hold itself out as a Chapter of the Association); (ii) renew the Provisional Charter for an additional period, during which the Chapter in Formation may continue to work to achieve full Chapter status; or (iii) grant the Chapter in Formation a "Regular Charter" under the terms of the Chapter-in-Formation's Affiliation Agreement. The procedural requirements of Article VIII, Section 5(a) above shall not apply to termination of a Provisional Charter. In the event of termination of a Chapter-in-Formation's Provisional Charter, the Members of the Chapter-in-Formation shall then become Members-at-Large of the Association for such period as their dues have been paid up and shall be eligible to continue as Members-at-Large thereafter or to apply for membership in another Chapter.

7. **Chapter Organization:** The following governance provisions shall apply to each Chapter other than a Chapter that is a subsidiary of the Association (with respect to which the Association shall adopt such governance provisions as the Association's Board of Directors deems appropriate under the circumstances):

(a) **Chapter Board of Directors:** Each Chapter shall have a Chapter Board of Directors, consisting of such number of members as may be determined from time to time by the Chapter. The Chapter Board of Directors shall be responsible for adopting Chapter Bylaws (or the equivalent under non-United States law) and establishing guidelines and policies, consistent with the provisions of these Bylaws, to govern the operation and administration of the Chapter and the conduct of its activities.

(b) **Chapter Officers:** The officers of each Chapter (who shall, except to the extent a Chapter determines otherwise, be *ex officio* members of the Chapter Board of Directors) shall include a President, Vice President--Awards, Vice President-- Membership, Vice President--Programs, Secretary and Treasurer of Finance; provided, however, that one or more of the functions of such officers, as described below, may be combined in a single position. In addition, each Chapter may have a Chapter President Elect (who shall succeed to the office of the Chapter President upon the expiration of the Chapter President's term), Assistant Vice Presidents, Assistant Treasurers, and other such officers as may be deemed necessary. Chapter officers shall submit such reports of their activities and the activities of the Chapter as the Board of Directors of the Association from time to time may request.

(i) **Chapter President:** The Chapter President shall preside at meetings of his or her Chapter. He or she shall aid the Board of Directors and the officers of the Association to further the most effective operation of his or her Chapter and the Association as a whole.

(ii) **Chapter Vice President--Awards:** The Chapter Vice President--Awards shall be responsible for coordinating nominations by the Chapter for corporate growth awards given by the Association.

(iii) **Chapter Vice President--Membership:** The Chapter Vice President--Membership shall be responsible, in conjunction with the Chapter Membership Committee, for the recruitment and selection of Chapter Members in conformity with the membership policies of the Association.





(iv) **Chapter Vice President--Programs:** The Chapter Vice President--Programs shall be responsible, in conjunction with the Chapter Program Committee, for coordinating the planning of Chapter meetings.

(v) **Chapter Secretary:** The Chapter Secretary shall give reasonable notice of annual Chapter meetings and special Chapter meetings to all Members of the Chapter and shall maintain a record of proceedings of each such meeting.

(vii) **Chapter Treasurer:** The Chapter Treasurer shall be charged with making such financial arrangements as may be requisite or desirable for the activities of the Chapter. He or she shall also submit timely financial reports to the Association as required.

(c) **Election:** The Chapter Board of Directors and Chapter officers shall be elected by the Chapter Members and/or the sitting Chapter Board of Directors in such manner as is prescribed in the Chapter Bylaws, consistent with any provisions in the Chapter's articles of incorporation granting, limiting or denying Chapter members the right to vote.

(d) **Term of Office:**

(i) **Term:** Each Chapter shall select a date each year on which members of the Chapter Board of Directors and Chapter officers shall assume office (the "Service Commencement Date"). The Service Commencement Date may, but shall not be required, to coincide with the date that officers of the Association assume office. Members of the Chapter Board of Directors and Chapter Officers shall assume office on the Service Commencement Date immediately following their election and shall hold office until the next Service Commencement Date (which shall occur the following year unless the Chapter adopts multi-year terms for members of the Chapter Board of Directors and Chapter Officers). Any reference in these Bylaws to a year of service as a Chapter officer shall be to the period between annual Service Commencement Dates.

(ii) **Removal:** Any member of the Chapter Board of Directors and any Chapter officer elected by the Chapter members may be removed, with or without cause, by the Chapter members by majority vote at a meeting at which a quorum is present. Any Chapter officer elected by the Chapter Board of Directors may be removed, with or without cause, by majority vote at a meeting of the Chapter Board of Directors at which a quorum is present.

(iii) **Limitation on Term:** Unless a Chapter determines otherwise, there shall be no limitation on the number of terms that may be served by any member of the Chapter Board of Directors or any Chapter officer.

(e) **Vacancies on Chapter Board of Directors:** In the event of the death, resignation, removal or inability to serve of any member of the Chapter Board of Directors, a majority of the remaining members of the Chapter Board of Directors, regardless of their number, may elect a successor to serve out the unexpired term of such member.

(f) **Vacancies in Chapter Offices:** In the event of the death, resignation, removal from office, or the inability of any Chapter officer other than the Chapter President to perform the duties of the office to which he or she was elected, the Chapter President, based on the recommendations of the Chapter Nominating Committee, shall appoint a successor to serve out the unexpired term of such officer and until the successor to such officer shall have been elected and shall have assumed the duties of his or her office. In the event of the death, resignation, removal from office or the inability of the Chapter President to perform the duties of his or her office, a successor shall be elected by the Chapter Board of Directors or the Members of the Chapter, as provided in the Chapter Bylaws.



(g) **Association Committee Membership:** Chapter officers may serve as Members of Association Committees, from time to time, as may be designated by the Board of Directors.

#### 8. **Chapter Committees:**

(a) **Permanent Committees:** Each Chapter shall have the following permanent committees, which shall perform the functions indicated below and such additional functions as may be assigned to them from time to time by the Chapter President; provided, however, that the committees may have other names and the functions of one or more of the committees may be combined in a single committee.

(i) **Chapter Membership Committee:** The Chapter Membership Committee shall actively seek desirable candidates for Association membership, supervise the preparation and submission of membership applications, collect data regarding candidates (including the factual determination that each candidate meets the conditions of eligibility for membership), and facilitate the introduction of newly elected Members to other Members.

(ii) **Chapter Nominating Committee:** The Chapter Nominating Committee shall nominate Chapter directors for election by Chapter members, shall nominate Chapter officers for election by either Chapter members or the Chapter board of directors, and shall make recommendations for filling vacancies on the Chapter board of directors and in Chapter offices.

(iii) **Chapter Program Committee:** The Chapter Program Committee shall plan the business of Chapter meetings, including the assignment of discussion topics, at least three to four weeks prior to each meeting, and shall inform Chapter members on a regular basis of meeting schedules.

(b) **Other Chapter Committees:** In addition to the permanent committees, the Chapter may establish such other committees as the needs of the Chapter, from time to time, make requisite or desirable.

(c) **Committee Membership:** Members of the Chapter committees shall annually be appointed by the Chapter President by and with the consent and advice of the other Chapter officers.

#### 9. **Miscellaneous:**

(a) **Financial Reports:** All United States Chapters and, to the extent required by the Association's Board of Directors, non-United States Chapters shall submit interim and annual financial reports to the Board of Directors on or before the dates set by the Board of Directors for the submission of such reports. They may also be required to submit special reports as requested by the Board of Directors.

(b) **Annual Chapter Meeting:** There shall be held an Annual Meeting of the members of each Chapter and/or the Chapter board of directors, for the purpose of electing members of the Chapter board of directors and Chapter officers whose terms or service expire in such year and for the transaction of such other business as may properly come before the meeting. In lieu of holding an annual meeting of Chapter members, a Chapter may (unless, in the case of non-United States Chapter, it is prohibited by local law) conduct the election of Chapter directors and officers by mail ballot or other electronic means.

(c) **Association Charges:** The Association's Board of Directors may from time to time assess Chapters an amount which the Board deems appropriate to cover expenses incurred by the Board on behalf of the Association as a whole, which expenses are not properly chargeable to an individual Chapter.



## ARTICLE IX

### MEMBER VOTING RIGHTS; MEETINGS OF MEMBERS

1. **Voting:** Members of the Association shall not be entitled to vote; provided, however, that the Board of Directors may submit any matter to the Members for an advisory vote at a meeting called in accordance with this Article IX.

2. **Calling of Meetings:** Meetings of the Association shall be held at such times and places as the Board of Directors shall determine. Meetings may also be called upon the request in writing of not less than ten percent of the Members of the Association, who shall specify in their request the business which they desire to be considered at the proposed meeting. The request for such meeting shall be submitted to the Association not less than two nor more than three months prior to the date on which the meeting shall be held.

3. **Notice of Membership Meeting:** Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than sixty days before the date of the meeting.

4. **Participation in Meetings:** Members may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## ARTICLE X

### DUES

1. **Association Dues:** The Association Dues of all Members and Members-at-Large of the Association shall be established by the Board of Directors and reviewed in connection with current Board policy. Honorary Members shall be exempt from the payment of Association Dues. The Association Dues charged to U.S. Members shall be uniform. Association Dues charged to Members of non-U.S. Chapters need not be the same as the Association Dues charged to U.S. Members but shall, except as the Executive Committee otherwise deems necessary or desirable, be uniform within particular geographic regions.

2. **Chapter Dues:** To enable each Chapter to support its operations, each Chapter shall establish Chapter Dues in such amount as the Chapter determines appropriate. Chapter Dues payable by Members of such Chapter shall be in addition to Association Dues payable by such Members

3. **Payment and Collection:** Association Dues and Chapter Dues shall be payable on such date or dates as the Board of Directors shall determine; provided, however, that any Member whose dues are not paid when due shall cease to be a Member of both the Association and his or her Chapter and shall forfeit all privileges and rights of membership. To facilitate the collection of dues, the Association shall collect both Association and U.S. and Canadian Chapter dues, promptly remitting to each Chapter the Chapter's portion of any amounts collected. Except as otherwise determined by the Board of Directors, other non-United States Chapters shall be responsible for the collection of all dues, promptly remitting Association Dues to the Association. All Association Dues remitted by non-United States Chapters shall be paid in United States Dollars unless otherwise permitted by the Board of Directors.

## ARTICLE XI

### INDEMNIFICATION

1. **Applicability:** Each Chapter's bylaws also provide indemnification of directors, officers, employees and agents of the Chapter. The provisions of this Article XI are intended to provide primary indemnification coverage of such persons, and the provisions of the Chapter's bylaws are intended to apply to the extent that such indemnification by the Association is not available or is not sufficient to fully cover any claim described herein.

2. **Required Indemnification:**

(a) **Third Party Actions:** The Association shall indemnify any person who was or is a defendant or is threatened to be made a defendant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association or any Chapter) by reason of the fact that he or she is or was a director, officer, employee or agent of the Association or any Chapter, or who is or was serving at the request of the Association or such Chapter as a director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise, 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Association or such Chapter, and, with respect to any criminal action or 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, 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 he or she reasonably believed to be in or not opposed to the best interests of the Association or such Chapter or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) **Derivative Actions:** The Association shall indemnify any person who was or is a defendant, or is threatened to be made a defendant to any threatened, pending or completed action or suit by or in the right of the Association or any Chapter to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Association or such Chapter, or is or was serving at the request of the Association or such Chapter as a director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association or such Chapter, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association or such Chapter, unless, and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

(c) **Success on the Merits:** To the extent that a present or former director, officer, or employee of the Association or any Chapter has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and such Chapter.



(d) **Satisfaction of Standard of Conduct:** Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (1) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the directors designated by a majority vote of the directors, even though less than a quorum, (3) if there are no such directors, or if the directors so direct, by independent legal counsel in a written opinion, or (4) by the Members entitled to vote, if any.

3. **Advance of Expenses:** Expenses (including attorneys' fees) incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article XI. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Association deems appropriate.

4. **Non-Exclusivity; Benefit:** The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. **Insurance:** The Association shall purchase and maintain directors and officers insurance and general liability insurance on behalf of the Association, the Chapters and any person who is or was a director, officer, employee or agent of the Association or any Chapter, or who is or was serving at the request of the Association or any Chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article XI in such amounts as the Board of Directors deem advisable in light of the nature of the activities conducted by the Association and the Chapters and the insurance coverage maintained by similar organizations.

## **ARTICLE XII**

### **FISCAL YEAR**

1. **Association Fiscal Year:** The fiscal year of the Association shall be the twelve-month period beginning each September 1 and ending the following August 31.

2. **Chapter Fiscal Year:** Each Chapter may establish its own fiscal year. However, for tax purposes, the fiscal reporting period of United States Chapters shall be the same as that of the Association, and each United States Chapter shall be required to provide financial information to the Association for the period corresponding to the Association's fiscal reporting period, so as to permit inclusion of the Chapter in the Association's group federal income tax returns.



### ARTICLE XIII

#### AMENDMENTS

These Bylaws may be altered, amended, revised, or repealed by a majority vote of the Members of the Board of Directors at a regular or special meeting of the Board of Directors provided notice of the proposed amendment has been stated in the call for the meeting.

### ARTICLE XIV

#### CONSTRUCTION

1. **Headings:** The headings of Articles, Sections and subsections of these Bylaws are for convenience of reference only and shall not be construed to limit or define the meanings of such Articles, Sections or subsections.

2. **Pronouns:** The use of the masculine gender in these Bylaws shall also include the feminine gender, and *vice versa*.