

Council on Tall Buildings and Urban Habitat
Official By-Laws

26th September 2008



**BYLAWS OF
COUNCIL ON TALL BUILDINGS AND URBAN HABITAT,
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

Mission, Values, Philosophy and Goals

Mission

The mission of Council on Tall Buildings and Urban Habitat (the “Council”) is to disseminate best practice information on tall buildings and sustainable urban environments, to facilitate business exchange amongst the international tall buildings/built environment community, and to make the latest knowledge available to professionals in a useful form

ARTICLE I

Membership

Section 1. Any person interested in the objectives of the Council, as set forth in its articles of incorporation, shall be eligible to become a member of the Council and to serve in any of its offices or on its Executive Committee or any of its Committees.

Section 2. The Membership shall consist of honorary members and varying categories of regular members, including:

- (1) Executive Members (consisting entirely of those members who currently serve on the Board of Trustees); and
- (2) General Members.

Section 3. Any person who is eligible may apply for regular membership, it being understood that the Board of Trustees may not accept any application if, in its sole judgment, the objectives of the Council will not be served by such membership.

Honorary members may be elected by the members at an annual or special meeting upon the recommendation of the Board of Trustees.

Section 4. The annual dues of regular members shall be determined by the Board of Trustees, and shall be payable, at a consistent date annually. Honorary members may make contributions to the Council but shall not be charged with dues. Members shall have no voting rights but membership shall be a pre-requisite to election or appointment to the Board of Trustees or any Committees.

ARTICLE II

Board of Trustees Authority and Responsibilities

Section 1. The Board of Trustees (sometimes hereafter referred to as the “Board”) shall have and exercise those corporate powers prescribed by law. The ultimate authority of the Board of Trustees is affirmed through its general and financial policy-making functions. The Board of Trustees shall exercise ultimate institutional authority as set forth in these Bylaws (“Bylaws”) and in such other subsequently adopted policy statements the Board deems to be appropriate. These Bylaws and other subsequent Board policy statements shall take precedence over all other conflicting institutional statements, documents and policies.

Section 2. The Board of Trustees shall have the authority to carry out all lawful functions that are permitted by these Bylaws, by the articles of incorporation and the General Not For Profit Corporation Act of the State of Illinois (the “Act”) as the Act may hereafter be amended. This authority shall include, but shall not be limited to, these illustrative functions:

- (a) Determine and periodically review the Council’s mission, philosophy and goals.
- (b) Promote the mission, philosophy and goals of the Council.
- (c) Appoint and remove the Executive Director, who shall be the Council’s Chief Executive Officer, and set appropriate terms of employment, including compensation.
- (d) Establish the terms of employment of other key institutional Officers who serve at the pleasure of the Executive Director (in consultation with the Board as may be appropriate).
- (e) Support the Executive Director and annually assess his or her performance as provided for in the Executive Director’s contract of employment.
- (f) Review and approve proposed changes in the Council’s programs and other major enterprises consistent with the Council’s mission, goals, values, philosophy and financial resources.
- (g) Approve institutional policies bearing on appointment, promotion, and dismissal as well as personnel or antidiscrimination policies for other categories of employees.
- (h) Approve the annual budget and fees, regularly monitor the Council’s financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
- (i) Contribute to the Council’s fund-raising goals, participate actively in strategies to secure sources of support, and authorize the Council’s Officers to accept gifts or bequests on the Council’s behalf subject to Board policy guidelines.

- (j) Authorize any debt financing and approve the securitization of loans.
- (k) Authorize the rental, purchase, sale, and management of offices and major equipment.
- (l) Serve actively as advocates for the Council in appropriate matters of public policy in consultation with the Executive Director and other responsible parties as the Board shall determine.
- (m) Annually undertake assessments of the Board's performance.

ARTICLE III

Membership of the Board of Trustees

Section 1. The Board of Trustees shall consist of no fewer than four (4) and no more than nine (9) persons. However, if at any time the Board of Trustees is comprised of fewer members than the minimum number of Trustees provided for in this Section 1, any vote or action taken or resolution adopted by the Board of Trustees shall be valid and lawful, and the Board of Trustees shall be deemed to have acted with proper authority in the authorization, execution and delivery of any document or instrument and action which shall have been taken.

Section 2. New Trustees and incumbent members of the Board of Trustees who are eligible for reelection normally shall be elected at the Board's annual meeting by a majority of the Trustees present and voting at meetings at which a quorum is present.

Section 3. Trustees shall serve for three (3) year terms and shall be eligible for reelection to a maximum of three (3) full consecutive terms, including terms of office prior to the adoption of these Bylaws. Trustees who have served for nine (9) consecutive years (exclusive of any partial term) shall be eligible for reelection following a one-year hiatus. Any of the Board Officers, whose eligibility to serve on the Board has expired because he or she has been a member of the Board of Trustees for three (3) full consecutive terms, may, at the discretion of the Board of Trustees, be exempt from this provision until one (1) year has passed following the completion of his or her term, provided that such Board Officer shall not be, or be eligible to be, an Officer during such extended time period. At the end of such extended one (1) year period, the former Board Officer shall be ineligible to be a Trustee for one (1) year.

Section 4. As soon as practicable after the adoption of these Bylaws, the members of the Board of Trustees shall be divided into three classes (Class A, Class B and Class C), each class to be as nearly equal in number as possible. Trustees will be designated as being in Class A, Class B or Class C based on the reverse order of their seniority (length of tenure on the Board of Trustees) as Trustees. By way of illustrative example, Trustees with the longest tenure on the Board of Trustees will be designated to be in Class A and Trustees with shorter tenure on the Board will be designated to be in Class B or Class C consistent with the length of their tenure in

office. The term of office of Trustees of Class A shall expire at the first annual meeting of Trustees after the adoption of these Bylaws. The term of office of Trustees of Class B shall expire at the second annual meeting of Trustees after the adoption of these Bylaws. The term of office of Trustees of Class C shall expire at the third annual meeting after the adoption of these Bylaws. At each annual meeting of Trustees after such classification, the number of Trustees equal to the number of the class whose terms expire at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. Each Trustee shall hold office for the term for which the Trustee has been elected and until the Trustee's successor shall have been elected. The designation of the current Trustees into classes is set forth on Schedule 1 attached hereto and incorporated herein by reference.

Section 5. Any vacancy occurring in the Board of Trustees to be filled by reason of an increase in the number of the Board of Trustees may be filled by the Board of Trustees for a term of office expiring on the first, second or third annual meeting after such Trustee's election as shall be determined by the Board of Trustees. A Trustee elected to fill a vacancy caused by the removal or resignation of a Trustee or for other reasons shall be elected for the unexpired term of such Trustee's predecessor in office.

Section 6. All Trustees serve at the pleasure of the Board of Trustees and without compensation. A Trustee may be removed from office, with or without cause, by an affirmative vote of two-thirds of the Trustees then in office, present and voting at a meeting of the Board of Trustees at which a quorum is present.

Section 7. The Committee on Trusteeship shall recommend candidates for election or reelection to the Board of Trustees through procedures adopted by the Board of Trustees. A slate of candidates, with biographical information for each prospective trustee candidate, shall be provided to all Trustees at least 30 days before the annual or regular meeting of the Board of Trustees at which an election is scheduled.

Section 8. On a periodic basis, the Board of Trustees shall engage in a formal review, in specific conjunction with the Committee on Trusteeship and the Advisory Group Committee, of the provisions of these By-laws with respect to the election of Trustees. The purpose of such review shall be to ensure that the Board of Trustees remains representative of its broad international membership and that actively involved Members have full and equal opportunity to seek election to the Board of Trustees. Upon such review, the Board of Trustees shall take, in their reasonable judgment, any steps which may be necessary to modify these By-laws in accordance with such objectives.

ARTICLE IV

Trustees Emeriti

Upon recommendation of the Committee on Trusteeship, Trustees who have served with distinction for at least three (3) terms may be elected by the majority of Trustees as Trustees Emeriti. Terms shall be three (3) years and shall be renewable, provided that the total number of

Trustees Emeriti does not exceed one-third (a) of the total number of regular, voting Trustees. These Trustees shall be eligible to serve on Board Committees, with the exception of the Executive Committee and the Committee on Trusteeship, and cast votes at Committee meetings. Trustees Emeriti shall be permitted to speak at all Board and Committee meetings, however Trustees Emeriti shall not have voting privileges at Board meetings or be counted as part of quorum determinations. Trustees Emeriti shall be sent notices and minutes of all Board meetings and be encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and the Council.

ARTICLE V

Officers of the Council

Section 1. The Officers of the Council shall be the Chair, Vice Chair, Secretary and Treasurer of the Board of Trustees and the Executive Director of the Council.

Section 2. The Chair, Vice Chair, Secretary and Treasurer shall be Trustees. The Executive Director shall be ex-officio a member of the Board of Trustees with power to vote, and his or her presence at meetings shall be counted as part of quorum determinations.

Section 3. The terms of office for the Chair, Vice Chair, Secretary and Treasurer of the Council will be as provided elsewhere in these Bylaws.

Section 4. The Chair, Vice Chair, Secretary and Treasurer shall serve without compensation and may be removed from office, with or without cause, by an affirmative vote of two-thirds of the Trustees then in office at a meeting of the Board of Trustees at which a quorum is present.

Section 5. The Executive Director may be removed from office by the affirmative vote of two-thirds of the Trustees then in office at a meeting of the Board of Trustees at which a quorum is present, subject to the provisions of the Executive Director's employment contract.

Section 6. As soon as practicable after the adoption of these Bylaws, the Trustees shall elect the Chair, Vice Chair, Treasurer and Secretary of the Board of Trustees to serve commencing October 1, 2008 until the annual meeting of the Board in October, 2009.

ARTICLE VI

Terms and Responsibilities of the Chair and Vice Chair of the Board of Trustees

Section 1. Subject to the provisions of Article V, Section 6 of these Bylaws, the Chair and Vice Chair shall be elected upon nomination by the Committee on Trusteeship and shall serve for a term of two (2) years, provided that any voting member of the Board of Trustees may be nominated by another voting member of the Board of Trustees to serve as Chair or Vice

Chair. The Chair or Vice Chair shall be eligible for reelection to office, provided that such Board Officer shall not be, or be eligible to be, reelected as an Officer if such Board Officer would be ineligible to be a member of the Board of Trustees at any time during his or her term by reason of having served as a Trustee for three (3) full consecutive terms. The initial election and vacancies of the Chair and Vice Chair may be filled at any time by a majority vote of the members of the Board present, but election or reelection shall normally take place at the annual meeting. In the event of a vacancy of the Chair or any officer of the Board of Trustees, the trusteeship committee will seek nominations from the board for the vacated position. The trusteeship committee will present its nomination at the next Board meeting following the creation of the vacancy.

Section 2. The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint Committee Chairs and Vice Chairs, determine the composition of all Board Committees (with the exception of the Executive Committee), and otherwise serve as a spokesperson for the Board. He or she shall serve as Chair of the Executive Committee, an ex-officio member of all other standing committees of the Board, and have other such duties as the Board may prescribe from time to time.

Section 3. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. He or she shall have such other powers and duties as the Board may from time to time prescribe and may or may not be nominated to succeed the Chair when a vacancy occurs.

ARTICLE VII

Term and Responsibilities of the Secretary

Section 1. Subject to the provisions of Article V, Section 6 of these Bylaws, the Secretary shall be elected upon nomination of the Committee on Trusteeship and shall serve for a term of two (2) years, provided that any voting member of the Board of Trustees may be nominated by another voting member of the Board of Trustees to serve as Secretary. The Secretary shall be eligible for reelection to office, provided that such Board Officer shall not be, or be eligible to be, reelected as an Officer if such Board Officer would be ineligible to be a member of the Board of Trustees at any time during his or her term by reason of having served as a Trustee for three (3) full consecutive terms. The initial election and vacancy may be filled at any time by a majority vote of the members of the Board present, but election or reelection shall normally take place at the annual meeting.

Section 2. The Secretary shall record the minutes of the Board of Trustees and of the Executive Committee meetings in one or more books provided for that purpose; cause all notices to be duly given in accordance with the provisions of these Bylaws or as required by law; and, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board. The Board may also appoint one or more Assistant Secretaries to assist the Secretary or perform the duties of that office when the Secretary is unavailable.

ARTICLE VIII

Term and Responsibilities of the Treasurer

Section 1. Subject to the provisions of Article V, Section 6 of these Bylaws, the Treasurer shall be elected upon nomination of the Committee on Trusteeship and shall serve for a term of two (2) years, provided that any voting member of the Board of Trustees may be nominated by another voting member of the Board of Trustees to serve as Treasurer. The Treasurer shall be eligible for reelection to office, provided that such Board Officer shall not be, or be eligible to be, reelected as an Officer if such Board Officer would be ineligible to be a member of the Board of Trustees at any time during his or her term by reason of having served as a Trustee for three (3) full consecutive terms. The initial election and vacancy may be filled at any time by a majority vote of the members of the Board present, but election or reelection shall normally take place at the annual meeting.

Section 2. The Treasurer shall ordinarily serve as Chair of the Finance Committee of the Board of Trustees and otherwise serve as the Board's key leader on all financial management policy matters. The Treasurer shall cause all Trustees to regularly receive financial statements from the Council's administration that include comparisons of revenues and expenditures with the approved annual budget for the current fiscal year and for the preceding fiscal year for the same time periods. The Treasurer shall cause other financial reports, including those for special or major Board approved expenditures, Council investments, and annual or special audits to be provided to all Trustees in a timely manner for review and discussion as appropriate. The Treasurer will consult with the Council's Executive Director, the Board approved auditor, and other Committees of the Board as necessary.

ARTICLE IX

Term, Authority, and Responsibilities of the Executive Director of the Council

Section 1. The Executive Director serves at the pleasure of the Board of Trustees for such term, compensation, and with such other terms of employment as the Board of Trustees shall determine.

Section 2. The Executive Director of the Council is the Chief Executive Officer of the Council and principal advisor to the Board of Trustees with general executive powers and duties of supervision and management subject to the authority of the Board of Trustees. The Executive Director shall supervise the affairs of the Council and regularly report to the Board of Trustees. The Executive Director shall oversee the implementation of the Council's mission, values and philosophy. The Executive Director shall have the authority to appoint and remove from office such other officers as he/she deems reasonably necessary, provided that with respect to any such appointment or removal, the Executive Director shall promptly notify the Chair of the Board of Trustees.

Section 3. The Executive Director shall be an ex-officio member of each Committee. Except for Officers elected by the Board of Trustees, all other Officers shall be appointed and hold office as determined by the Executive Director. In the event of a vacancy or prospective vacancy in the Office of the Executive Director, the Chair of the Board of Trustees shall appoint an Executive Directorial Search Committee to submit nominations to the Board for candidates for the Office of Executive Director.

ARTICLE X

[INTENTIONALLY OMITTED]

ARTICLE XI

Meetings

Section 1. The Board of Trustees shall have two regular meetings annually held during the months of April and October of each fiscal year, or at such other times as may be designated by the Board of Trustees, and on such dates and at such places as the Board of Trustees shall determine. The annual meeting to be held in October of each year, or such other month designated by the Board of Trustees shall be, among other purposes, for the purpose of electing Trustees and Officers. Notice of the regular meetings of the Board and the annual meeting of the Board shall be given at least ten (10) days prior to the date of such regular or annual meeting.

Section 2. Special meetings may be held at the call of the Board Chair, the Executive Director, or thirty percent (30%) of the Trustees then in office. The Chair or Secretary of the Board of Trustees, Executive Director or notice signed by thirty percent (30%) of the Trustees then in office, as applicable, shall send written notice of such special meetings to all Trustees, along with a clear statement of purpose, at least five (5) days in advance of the date of such special meeting. Business at such special meetings shall be confined to the stated purpose.

Section 3. A quorum for the transaction of business at meetings of the Board of Trustees or its Executive Committee shall consist of a majority of their respective voting member Trustees, provided that if less than a majority of such number of Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting at any time without further notice. Except as otherwise provided in these Bylaws, a majority vote of those Trustees present with a proper quorum shall constitute the valid and proper action of the Board of Trustees.

Section 4. Notice of any regular, special or annual meeting shall be by written notice to each Trustee at the address listed in the records of the Council. Notice shall be deemed given (i) by regular mail two days after deposited with the United States Postal Service, postage prepaid (five days if deposited outside of the United States); (ii) by personal delivery upon delivery; (iii) by overnight courier on the next day after being deposited with an internationally recognized overnight courier service; (iv) by facsimile transmission upon written confirmation of transmission generated from the facsimile transmitting equipment; or (v) by electronic mail on the day of delivery so long as such electronic mail is either acknowledged by all recipients or

confirmed with another approved form of notice. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Members of the Board of Trustees or of any Committee of the Board of Trustees may participate in and act at any meeting of such Board or Committee through the use of a conference telephone or other electronic communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE XII

Action Without a Formal Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees, or of any Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees entitled to vote with respect to the subject matter thereof, or by all the members of such Committee entitled to vote, as the case may be. Any such consent signed by all the Trustees or all the voting members of the Committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State of Illinois or with anyone else.

Any action required in these Bylaws to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Trustees, or Committee Members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission (subject to the requirements of Article XI, Section 4 hereof).

ARTICLE XIII

Committees

Section 1. The Board shall establish such standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. The initial standing committees of the Board shall be the Executive Committee, Committee on Trusteeship, Advisory Group Committee, Finance Committee and Development Committee, subject to the Board’s establishment of such other standing committees as the Board shall determine.

Section 2. The Chair of the Board of Trustees shall have the responsibility to appoint the Chairs, Vice Chairs, and members of all Board Committees, except the Executive Committee, for renewable two (2) year terms. All Committee Chairs, Vice Chairs, and a majority of each Committee’s members shall be Trustees.

Section 3. Each Committee shall have an Officer of the Council or member of the administrative staff, as designated by the Executive Director, to assist each Committee with its work. The Officer or administrative staff attending a meeting of any Committee shall not be a voting member of the Committee. In the discretion of the Committee Chair, the Officer, or administrative staff member may be excused from the meeting of the Committee when a vote is taken. Each Committee shall meet at least annually and report regularly on its work and recommendations to the Board of Trustees. All Committees are required to keep written minutes of all meetings.

ARTICLE XIV

Composition, Purposes, and Responsibilities of the Executive Committee

Section 1. The Executive Committee shall consist of members, all of whom shall be voting Trustees, except for the Executive Director, who shall be ex-officio with the power to vote and who shall be counted as part of a quorum for the purpose of transacting business. The Chair, Vice Chair, Executive Director, Secretary and Treasurer of the Board of Trustees shall be members of the Executive Committee.

Section 2. The purpose of the Executive Committee shall be to act on behalf of the Board of Trustees between regularly scheduled meetings of the Board of Trustees where in the business judgment of the Executive Committee an emergency exists, or there is insufficient time to call a special meeting of the Board of Trustees as provided for in these Bylaws, or the Board of Trustees has delegated to the Executive Committee the authority to act on its behalf; assist the Chair and the Executive Director with their responsibilities to enable the Board of Trustees to function effectively and efficiently, i.e. oversee the work of Board Committees and the Council's planning process and progress on achieving planning goals; and to develop a process to evaluate the performance of the Executive Director. Unless the Board of Trustees delegates to the Executive Committee the authority to act on its behalf, the following items are reserved for action by the Board of Trustees: selection, termination, compensation and evaluation (provided the evaluation of the Executive Director's performance will be subject to the provisions of the Executive Director's employment contract) of the Executive Director; selection of corporate legal counsel for the Council; Trustee and Board Officer election and removal; changes in institutional mission, goals and philosophy; amendments to the articles of incorporation; incurring of corporate indebtedness; sale of Council assets or tangible property; and adoption of the annual budget.

Without limitation, the following powers are specifically not delegated to the Executive Committee and are reserved for the Board of Trustees: (a) amending or repealing these Bylaws or the Articles of Incorporation; (b) electing, appointing, or removing any Officer, Trustee, or member of any committee, or fixing the compensation of any member of a committee; (c) adopting a plan of merger or adopting a plan of consolidation with another corporation; (d) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; (e) filling vacancies on the Board of Trustees or any of its committees; (f) adopting a plan for the distribution of the assets of the Corporation or for dissolution; or (g) amending, altering, repealing, or taking any action inconsistent with any resolution or action of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by any such committee.

Section 3. The Executive Committee shall meet as often as is necessary to conduct its business as the Chair determines. A majority of voting Trustee Executive Committee members shall constitute a quorum.

ARTICLE XV

Composition, Purposes, and Responsibilities of the Committee on Trusteeship

Section 1. The Committee on Trusteeship shall have at least two (2) members and not more than five (5), all of whom shall be voting Trustees.

Section 2. The purpose of the Committee on Trusteeship shall be to recommend to the Board of Trustees candidates for membership on the Board of Trustees and nominate a person from among the Board of Trustees to be the Chair, Vice Chair, Secretary and Treasurer who are highly qualified and committed individuals; institute regular programs for new Trustees and in service education for Trustees; periodically recommend initiatives by which the Board shall assess its performance; review the performance of incumbent Trustees who are eligible for reelection; maintain a list of qualified candidates for possible nomination to be members of the Board of Trustees, consider strategies for the cultivation of promising Trustee candidates for membership on the Board of Trustees, and propose and periodically review the adequacy of a statement of Trustee responsibilities as adopted by the Board.

Section 3. The Committee on Trusteeship shall meet as often as is necessary to conduct its business, but no fewer than twice annually. It shall seek the assistance of all Trustees in the course of meeting its responsibilities. A majority of the Committee on Trusteeship's members shall constitute a quorum.

ARTICLE XVI

Composition, Purposes, and Responsibilities of the Advisory Group Committee

Section 1. The Advisory Group Committee shall have a minimum of seven (7) members all of whom shall be members but are not required to be voting Trustees.

Section 2. The Advisory Group Committee, in accordance with such business and fiscal policies and regulations as may be established from time to time by the Board of Trustees, and subject to the general directions of the Board of Trustees, shall be charged with the responsibility of steering the general direction of the Council and its mission and aims, and suggesting worthwhile activities and initiatives to the Board of Trustees for the Council to pursue. Members of the Advisory Group Committee shall be active members of the Council and may be elected from one of the other committees or the Council's 'Country Leader' network. The Board of Trustees is responsible for election of appropriate members to the Advisory Group Committee.

Section 3. The Advisory Group Committee shall meet as often as is necessary to conduct its business, but no fewer once annually. It shall seek the assistance of all Trustees in the course of meeting its responsibilities. A majority of the Advisory Group Committee's members shall constitute a quorum.

ARTICLE XVII

Composition, Purposes, and Responsibilities of the Finance Committee

Section 1. The Finance Committee shall have a minimum of three (3) members all of whom shall be voting Trustees.

Section 2. The Finance Committee, in accordance with such business and fiscal policies and regulations as may be established from time to time by the Board of Trustees, and subject to the general directions of the Board of Trustees, shall be charged with the responsibility of reviewing the financial and investment policies of the Council, and overseeing the performance thereof. The Finance Committee shall review the annual budget submitted by the Executive Director of the Council and present its recommendations to the Board of Trustees. It shall periodically appraise the financial control and accounting system of the Council and recommend any changes it deems appropriate.

Section 3. The Finance Committee shall recommend the designation of an independent auditor and shall cause to be prepared and submitted to the Trustees of the Board at least once a year an audited statement of the financial condition of the Council and of the receipts and expenditures as of the close of the fiscal year. The Finance Committee shall review the audit and the budget and make recommendations and report to the Trustees of the Board on the fiscal operations of the Council.

Section 4. The Finance Committee shall meet as often as is necessary to conduct its business, but no fewer than twice annually. It shall seek the assistance of all Trustees in the course of meeting its responsibilities. A majority of the Finance Committee's members shall constitute a quorum.

ARTICLE XVIII

Composition, Purposes, and Responsibilities of the Development Committee

The Development Committee shall have a minimum of three members. A majority of the Development Committee shall be voting Trustees. The Development Committee shall initiate and recommend fund raising and community public relations programs and special initiatives, which are necessary to enable the Council to carry out its mission. It shall regularly report on its activities to the Board.

ARTICLE XIX

Indemnification of Officers, Directors, Employees and Agents

Section 1. The Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that such person is or was a Trustee, director, Officer, employee or agent of the Council, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Council, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2. The Council shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Council 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 Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, 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 reasonably believed to be in or not opposed to the best interests of the Council and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Council unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Section 3. To the extent that a present or former Trustee, director, Officer, employee or agent of the Council has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Section 2, above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Council.

Section 4. Any indemnification under Section 2, above, (unless ordered by a Court) shall be made by the Council only as authorized in the specific case upon a determination that indemnification of the present or former Trustee, director, Officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 2, above. Such determinations shall be made (a) by the Board of Trustees by a majority vote of the Trustees who are not parties to such action, suit or proceeding even though less than a quorum, or, (b) if there are no such Trustees, or if the Trustees so direct by independent legal counsel in a written opinion.

Section 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of Trustees or disinterested Trustees or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Council shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, director, officer, employee or agent of the Council, or is or was serving at the request of the Council 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 such person's status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of this Article.

Section 7. If the Council has paid indemnity or has advanced legal fees or expenses to a Trustee, director, officer, employee or agent, the Council shall report the indemnification or advance in writing to the Trustee at the next meeting of the Board of Trustees.

ARTICLE XX

Conflict of Interest

Section 1. A Trustee shall be considered to have a conflict of interest if a Trustee (1) has existing or potential financial or other interests that impair or appear to impair the Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the Council; or (2) is aware that a member of the Trustee's family has financial or other interests that would

impair or appear to impair the Trustee's independent judgment in the discharge of his or her responsibilities to the Council. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the Trustee.

Section 2. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. Further, the Trustee shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its Committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee with a conflict or possible conflict abstained from voting. Any Trustee who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or Committee resolve the question in his or her absence by majority vote. Each Trustee shall complete and sign a disclosure form provided annually by the Secretary of the Board of Trustees.

ARTICLE XXI

Discrimination Prohibited

In administering its affairs, the Council shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age or disability.

ARTICLE XXII

Checks And Indebtedness

Before any Officer of the Council or other person employed by the Council shall have authority to sign checks, drafts, promissory notes or other evidence of indebtedness, or encumber or create a lien on an asset of the Council, including, without limitation, by signing a mortgage or other security interest, the Board of Trustees shall approve a resolution authorizing any such person to so act with such restrictions and limitations as the Board shall determine is appropriate.

ARTICLE XXIII

Review and Amendment of Bylaws

Section 1. These Bylaws may be amended or repealed at a meeting of the Trustees called for such purpose by a two-thirds (2/3) vote of those Trustees then in office or three-quarters (3/4) vote of the Trustees present at a meeting at which quorum is present, whichever is less, provided notice of the substance of the proposed amendment is sent to all Trustees at least ten (10) days before the meeting; provided further that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Council as stated in its Articles of Incorporation or otherwise cause the Council to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

Section 2. These Bylaws shall be reviewed periodically by the Executive Committee. The Executive Committee may recommend proposed amendments to these Bylaws to the Board of Trustees, provided nothing contained herein shall preclude a voting Trustee from proposing an amendment to these Bylaws.

ARTICLE XXIV

Fiscal Year

The fiscal year of the Council shall begin on the first day of January and end on the last day of December of the calendar year.