



**AMENDED AND RESTATED BYLAWS**

**OF**

**THE WORLD INFORMATION TECHNOLOGY  
AND SERVICES ALLIANCE ("WITSA")**

**Adopted August 25, 2011  
By the Board of Directors**

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## **ARTICLE I: GENERAL**

Section 1.1. **Name**. The name of the Corporation is the World Information Technology and Services Alliance, Inc., hereinafter referred to as "the Corporation."

Section 1.2. **Nonprofit Purposes**. The Corporation is organized and shall be operated exclusively as a nonprofit, tax exempt trade organization dedicated to the purposes stated in its Articles of Incorporation, more particularly stated as follows:

1.2.1 **Current Scope**. The Corporation has the objective of promoting the interests of the global information and communications technology ("ICT") industry ("ICT Industry") through the sharing of knowledge and experience, the exchanging of information, the promoting of trade and investment; providing a forum for identifying common issues and views, and by collectively strengthening the associations which represent a country's or, as appropriate, a geographical area's information and communications technology industry.

1.2.2 **Future Developments**. Recognizing the changing boundaries of the ICT Industry, the Corporation may, at the appropriate time, extend its activities into related Industry sectors.

Section 1.3. **Principal Objectives and Activities**. The Corporation is dedicated to improving the business environment for the global ICT Industry, and to promoting the Industry's contribution to economic growth and social progress world-wide. As the voice and principal advocate of the ICT Industry, the Corporation promotes the collective interests of the converging information technology and telecommunications technology industries; seeks to participate in the development and implementation of policies by helping national governments and regional as well as global institutions to understand future technology trends and how digital technologies can contribute effectively to sustain economic performance globally; and seeks to facilitate long-term business generation for the ICT Industry globally by supporting the diffusion and usage of ICT.

1.3.1 To that effect, the Corporation shall have the right to exercise, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. As the global voice of the ICT Industry, the Corporation is dedicated to:

- advocating policies that advance ICT Industry's growth and development;
- facilitating international trade and investment in ICT products and services;
- strengthening the national ICT Industry associations through the sharing of knowledge, experience, and critical information;
- providing members with a vast network of contacts in nearly every geographic region of the world;
- holding its World Congress on Information Technology ("World Congress"), the premier industry sponsored global ICT event; and

- holding its Global Public Policy Summit ("GPPS"), a conference critical to formation of ICT public policy.

1.3.2 The Corporation shall strive to have a real impact on the global ICT environment. It shall seek to strengthen the ICT Industry at large by promoting a level playing field and by voicing the concerns of the international ICT community in multilateral organizations where policies affecting industry interests are developed.

## **ARTICLE II: ABBREVIATIONS OF TERMS**

For convenience of reference, the following terms shall be defined as set forth in these Bylaws.

"Associate Member" as defined in Section 4.1  
 "Associate Member Representative" as defined in Section 4.3.3  
 "Board" as defined in Section 4.2.2.3  
 "Corporation" as defined in 1.1  
 "Director" as defined in 6.1  
 "Due Date" as defined in Section 4.2.5  
 "ICT" as defined in Section 1.2.1  
 "Interested Party" as defined in 6.6  
 "General Assembly" as defined in Section 5.1.1  
 "GPPS" as defined in Section 1.3.1  
 "Member" as defined in Section 4.1  
 "Member in Good Standing" as defined in Section 4.2.5  
 "Member Not in Good Standing" as defined in Section 4.2.5  
 "Member Representative" as defined in 4.2.3  
 "Region" as defined in Section 4.2.2.2  
 "Regional Vice Chairman" as defined in 6.11  
 "World Congress" as defined in Section 1.3.1  
 "Written Notice" as defined in Section 12.1

## **ARTICLE III: GENERAL**

Section 3.1. **Registered Office and Agent.** The Corporation shall continuously maintain a registered office and registered agent within the Commonwealth of Virginia.

Section 3.2. **Principal Office.** The Corporation's principal administrative office (where its Secretary General and administrative staff shall be located) shall be situated at such place as shall be determined from time to time by its Board of Directors.

Section 3.3. **Additional Offices.** The Corporation may also have offices, including regional offices, at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

## **ARTICLE IV: MEMBERSHIP**

Section 4.1. **Two Classes of Members.** The Corporation shall have two classes of members. One shall be called "Members"; the second shall be called "Associate Members". Each shall have the rights and privileges, subject to stated limitations, as set forth in the Sections 4.2 and 4.3, respectively, and referred to as "Membership" or "Associate Membership", as appropriate.

### Section 4.2. **Member Class.**

4.2.1 **Qualification for Membership.** The Corporation may accept as Members only those non-governmental, national associations which best represent the interests of the ICT Industry in their respective countries or economies. There shall be only one member from each country or economy, unless the Board of Directors shall decide otherwise.

#### 4.2.2 **Admission Procedure.**

4.2.2.1 **Application for Membership.** Any ICT association wishing to join the Corporation as a Member shall file its application for membership with the Secretary General. The application shall be made by following the application procedures established by the Corporation and posted on the Corporation's website. The application shall include a declaration by the applicant of its commitment to and endorsement of the purposes and objectives of the Corporation and shall also contain data which supports the applicant's assertion that it best represents the interests of the ICT Industry in the applicant's country or geographical area.

4.2.2.2 **Regional Endorsement.** Upon receipt of the application for membership, the Secretary General shall send a copy to the Corporation's Vice Chairman from the applicable Region where the applicant is located and request that the Vice Chairman, after consulting with the other WITSA members from the applicable region, comment upon and endorse or reject the application. Except as may be modified by the Board of Directors, the geographical regions shall be defined to consist of North America, Central America and South America, Western Europe, Eastern Europe (including Russia, Turkey, and former USSR Republics), Middle East and North Africa, Africa, East Asia, and Oceania (individually, a "Region" and collectively, the "Regions").

4.2.2.3 **Granting of Membership.** The Corporation's Board of Directors ("Board" or "Board of Directors") shall, after reviewing the application and giving due consideration to the recommendations of the Secretary General and the Regional members, decide whether the application for membership should be accepted. Admission to membership may be conditioned by the Board and effective only upon the applicant's payment of dues and assessments prorated over the balance of the calendar year. In the event that the Board rejects a membership application, the applicant shall not be precluded from re-submitting the application based on changed considerations to the Board of Directors.

4.2.3 **Member Representative.** Upon admission to membership, and as necessary thereafter, the newly admitted Member shall designate a membership representative ("Member Representative") to receive and act on official communications from the Corporation, to vote on behalf of the Member at any General Assembly or special meeting of Members, and to

be eligible to serve as a Director of the Corporation. In addition, a Member may designate an alternate for its Member Representative. Both the Member Representative and the alternate, if any, can be changed by the Member at any time. Members shall provide the Secretary General written notice of the names of the Member Representative and the alternate, if any, and any change in the names of either yearly and prior to any regular or special meeting of the Members.

4.2.4 Membership Rights and Privileges. Each Member shall have the right to cast one (1) vote in person or by proxy as to resolutions presented to Members at any regular or special meeting of the Members, including the election of a Chairman and one (1) or more Directors. Each Member shall have the right to attend all meetings of the Members, and, through its Member Representative, the privilege of the floor at such meetings, the right to be nominated and elected by the Members and to serve as a member of the Board, and the right to exercise such other privileges as may be prescribed by the Board; provided, however, that the right to serve as an Officer or a member of the Board shall be limited to those Members in Good Standing (as defined in Section 4.2.5).

4.2.5 Dues and Assessments. Dues and assessments shall be set annually by resolution of the Board of Directors; and payment thereof shall be on March 31 of each year unless the Board otherwise provides ("Due Date"). Upon a Member's showing of extreme hardship, the Board in its discretion may defer or waiver payment of such dues. A Member shall be deemed to be in good standing ("Member in Good Standing") only if it has timely paid its dues or has obtained a deferral or waiver from the Board. Any Member which has not paid its dues or assessments by July 1 or obtained a deferral or waiver thereof shall be deemed a Member not in Good Standing ("Member Not in Good Standing"). Such Member Not in Good Standing shall automatically be re-instated (as a Member in Good Standing) upon payment of all delinquent dues and assessments, not to exceed two years of delinquencies, unless the Board shall conclude otherwise.

4.2.6 Termination of Membership. Any Member may terminate its membership by issuing a 30 days' notice effective the day the notice is received by the Secretary General, provided, however, such Member shall remain liable for any unpaid dues or assessments and shall not be entitled to any refund, including any proration of already paid dues or assessments, related to the applicable year. No Member may be deprived of its membership or have its membership terminated or suspended except for cause, by action of the Board of Directors, including:

4.2.6.1 The Member ceases to satisfy the qualification stated in Section 4.2.

4.2.6.2 WITSA has the option to terminate a member for Non-payment of dues or assessments sixty (60) days or more after at least two (2) reminder notices of delinquency have been given to such Member, unless such Member has requested and received a deferral or wavier of dues; or

4.2.6.3 Violation of the Bylaws or other just cause of a serious substantive nature.

4.2.6.4 The Member's consolidation, merger, amalgamation with or sale of assets to another organization which as successor entity or purchaser is not then a Member; provided, however, membership may be transferred to such other organization upon application to the Secretary General, review and comment upon the application by Members in the applicable Region, and approval by the Board of Directors, conditioned upon (a) the successor organization meets the applicable membership requirements set forth in these Bylaws and (b) the successor organization agrees to assume the obligations of membership.

4.2.7 Any Member whose membership has been terminated or suspended may apply to the Board of Directors for reinstatement of its membership, consistent with the admission procedures set forth in Section 4.2.

Section 4.3. **Associate Member.**

4.3.1 Qualification for Associate Membership. The Corporation may accept as Associate Members corporations, other business entities, or persons from any sector of the ICT industry, service providers supporting or offering services or products to the ICT industry, regional ICT-related associations, economic development authorities or organizations, non-profit organizations, universities and other educational institutions, non-governmental organizations, and all others deemed eligible and acceptable in the discretion of the Board.

4.3.2 Admission Procedure.

4.3.2.1 Application for Associate Membership. Any person or entity qualified for and wishing to join the Corporation as an Associate Member shall file its application for Associate Membership with the Secretary General. The application shall be made by following the application procedures established by the Corporation and posted on the Corporation's website. The application shall include a declaration by the applicant of its commitment to and endorsement of the purposes and objectives of the Corporation and shall also contain data which supports the applicant's assertion that it is qualified under Section 4.3.1 to become an Associate Member of the Corporation.

4.3.2.2 Granting of Associate Membership. The Corporation's Board of Directors ("Board") shall, after reviewing the application and giving due consideration to the recommendations of the Secretary General and the Regional Vice Chairman if applicable, decide whether the application for Associate Membership should be accepted. Admission to Associate Membership may be conditioned by the Board and effective only upon the applicant's payment of such dues and assessments prorated over the balance of the calendar year, and any other sums, as deemed appropriate by the Board. In the event that the Board rejects an Associate Membership application, the applicant shall not be precluded from re-submitting the application based on changed considerations to Secretary General for consideration by the Board.

4.3.3 Associate Membership Representative. Upon admission to Associate Membership, the newly admitted Associate Member shall designate a representative ("Associate Member Representative") to receive and act on official communications from the Corporation. In addition, an Associate Member may designate an alternate for its Associate Member Representative. Both the Associate Member Representative and the alternate, if any,

can be changed by the Associate Member at any time; provided notice thereof is sent to the Secretary General.

4.3.4 Associate Membership Rights and Privileges. Associate Members shall have the right to attend sessions of the General Assembly and any special meeting of the Members, unless such meetings are expressly reserved for Members only. Associate Members shall not have the right to vote and shall not be eligible for election as Officers or Directors, but shall be eligible for appointment to such committees as the Board shall deem appropriate. Associate Members shall not have voice at meetings of Members unless agreed in advance by the Secretary General or as specified in the Associate Member agreement with the Corporation. Attendance at any meeting of the Members, including the General Assembly, and participation on any committee shall be limited to Associate Members in Good Standing.

4.3.5 Dues and Assessments. Dues and assessments with respect to Associate Members, and the last date for timely payment of the same, shall be set annually by resolution of the Board of Directors. Any Member which has not paid its dues or assessments as of the due date shall be deemed an Associate Member not in Good Standing.

4.3.6 Termination of Membership. An Associate Member may terminate its Associate Membership by issuing a 30 days' notice effective the day the notice is received by the Secretary General; provided, however, such Associate Member shall remain liable for any unpaid dues or assessments and shall not be entitled to any refund, including any proration of already paid dues or assessments, related to the applicable year. An Associate Member may be deprived of its Associate Membership or have its Associate Membership terminated or suspended by action of the Board of Directors, if:

4.3.6.1 The Associate Member ceases to satisfy the qualification stated in Section 4.3.

4.3.6.2 The Associate Member has failed timely to pay all dues and assessments in full.

4.3.6.3 Violation of the Bylaws or other just cause of a serious substantive nature.

4.3.6.4 The Associate Member's consolidation, merger, amalgamation with or sale of assets to another organization which as successor entity or purchaser is not then an Associate Member; provided, however, Associate Membership may be transferred to such other organization upon application to the Secretary General and approval by the Board, conditioned upon (a) the successor organization meeting the applicable Associate Membership requirements set forth in these Bylaws and (b) the successor organization agrees to assume the obligations of Associate Membership, including such as may be set forth in an Associate Membership Agreement.

4.3.6.5 Any Associate Member whose membership has been terminated or suspended may apply to the Board for reinstatement of its Associate Membership, consistent with the admission procedures set forth in Section 4.3.

**ARTICLE V:  
MEETING OF MEMBERS**

Section 5.1. **Meetings-General.** Meetings of the Members shall be held at such time and place as shall be fixed from time to time by the Board. The Chairman of the Board, in his absence the Deputy Chairman or in his absence a Vice Chairman selected by the Chairman shall preside at all meetings of the Members.

5.1.1 At least every two years the Board shall convene a regular meeting of the Members, to be called the General Assembly ("General Assembly") and generally to be held in conjunction with the Corporation's World Congress. Notice of the time and place of such General Assembly and all other regular meetings of the Members, as set by the Board, shall be given by the Secretary General at least sixty (60) days in advance. Each Member shall be afforded an opportunity to contribute to an agenda which shall be distributed to Members at least thirty (30) days prior to the meeting.

5.1.2 Minutes of the General Assembly and all other regular meetings of the Members shall be kept and made available to the Members on the Corporation's website or otherwise.

Section 5.2. **Special Meetings of Members.** Special meetings of the Members may be called by the Chairman, the Board of Directors, or a majority of the Members upon written request to the Secretary General or the Board of Directors.

5.2.1 Notice of the time and place of such Special Meeting shall state the time and place of such special meeting and shall state the purpose or purposes and the agenda for such meeting.

5.2.2 Notice of such Special Meeting shall be given in writing no less than ten (10) days prior to such meeting.

Section 5.3. **Quorum.** One third (1/3) of all Members eligible to vote and present in person, by telephone consistent with Section 5.3.1 or represented by proxy shall constitute a quorum at all regular and special meetings of the Members for the transaction of business. If such quorum cannot be achieved at any meeting of the Members, those Members entitled to vote, albeit less than a quorum, shall have the power to adjourn the meeting from time to time until a quorum shall be present or represented by proxy. At such adjourned meeting at which a quorum shall be present or represented by proxy, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, a new notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

5.3.1 Members may participate in a General Assembly or other meetings of Members or in committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by conference telephone shall constitute presence in person at such meeting for purposes of a quorum. When such a meeting is conducted by means of conference telephone or similar communications equipment, the minutes recording any action taken at such meeting shall note who participated in person and who participated by alternative communications.

Section 5.4. **Voting.**

5.4.1 When a quorum is present at any meeting, the vote of a majority of Members having voting power present by their Membership Representative or alternates, or as represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which a different or higher percentage vote is required by law or the Corporation's Articles of Incorporation. Votes may be cast at such a meeting by a show of hands, provided, however, in the Chairman's discretion or upon override of his ruling by affirmative vote of a majority of the Members present, votes may be cast by written secret ballot.

5.4.2 If authorized by the Board of Directors, any Member vote to be taken by written ballot, including the election of Chairman and Directors may be conducted by ballot submitted by electronic transmission.

Section 5.5. **Telephonic Participation in a Meeting.** Members may participate in and vote at a regular or a special meeting of Members by use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting for purposes of a quorum.

Section 5.6. **Attendance by Guests.** Occasionally, on written request to the Secretary General for permission of the Chairman, guests of Members may be invited to attend or address meetings of the Members. Such guests shall have no voting rights and shall, on request of the Chairman, absent themselves from the meeting or portions thereof.

**ARTICLE VI:  
DIRECTORS**

Section 6.1. **Powers.** The property, affairs, and business of the Corporation shall be managed by its Board of Directors (individually, ("Director"), which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

6.1.1 **World Congress, GPPS.** Among the Board's powers shall be the selection of the Member(s) to which the privilege of hosting the biennial World Congress and the GPPS shall be awarded and licensed, consistent with criteria, rules, and procedures for requests for proposals, as approved and amended from time to time by the Board and as administered by the Secretary General.

Section 6.2. **Election, Number and Term.**

6.2.1 Directors shall be elected by majority vote of the Members at the General Assembly or other regular meeting of the Members called for the stated purpose of electing Directors. The Chairman, upon his election as Chairman, shall automatically become a Director.

6.2.2 The number of Directors shall be determined from time to time by resolution of the Board of the Corporation, but at no time shall the Board consist of less than five (5) or more than thirty (30) persons. There shall be no requirement that the maximum number of Directors permissible under these Bylaws be elected to office.

6.2.3 Directors shall be elected for a term of two years (or until the next General Assembly if elected between General Assemblies by the Board), and shall serve until their successors are elected and qualify in their stead. Any decrease in the number of Directors shall not affect the tenure of incumbent Directors. Directors may serve successive terms without limitation.

6.2.4 The Board of Directors shall appoint a Nominating Committee to receive recommendations for and to solicit candidates for election as Directors, shall determine the qualifications of each candidate, shall publicize its slate of qualified candidates to the entire Membership forty five (45) days prior to the General Assembly, and shall present its slate of candidates at the General Assembly upon the Chairman's call for nomination of candidates to serve on the Board and as Chairman. Additional nominations of candidates for directors may be made by any Member, provided such nominations are received by the Secretary General at least fifteen (15) days prior to the General Assembly, are seconded by another Member, and the nominee(s) meets the qualifications set forth below. Nominations from the floor at a General Assembly shall not be permitted. Such elections shall be conducted consistent with this section and rules and procedures, as shall be approved and amended from time to time by the Board and as administered by the Secretary General.

Section 6.3. **Qualifications.** Only Member Representatives or alternates are eligible to serve as Directors of the Corporation, provided (a) the Member for which the individual is the Member Representative or alternate is a Member in Good Standing, (b) the individual agrees with, commits to contribute to advancement of, and is committed to the mission of the Corporation, as set forth in the Corporation's Articles of Incorporation and in Article I of these Bylaws, and (c) the individual pledges to attend a majority of meetings of the Board of Directors.

Section 6.4. **Vacancy.** If the office of any Director or Directors becomes vacant because of death, resignation, removal, disqualification, or otherwise, the Board shall elect, by the affirmative vote of two-thirds of the Directors present and voting at a regular or special meeting of the Board of Director , a successor or successors, who shall serve the unexpired terms of the vacated Directorship(s). The Board shall give due consideration to election of a successor Director who is a Representative or alternate of the Member for which the prior Director was the Representative Member. Such successor Director shall serve only for the unexpired term of his predecessor Director, but shall be eligible for re-election at the General Assembly.

Section 6.5. **Resignation or Removal.** Any individual Director may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when accepted by the Board. Any Director may be removed from the Board only for cause by a two-thirds vote of the Board of Directors, which cause shall include (a) loss of the qualifications set forth above and (b) three (3) consecutive unexcused absences from meetings of the Board either in person or by telephone, the Chairman being authorized to excuse absences as he in his discretion deems appropriate.

Section 6.6. **Transactions with Interested Parties.** A contract or other transaction between the Corporation and one or more of its Directors, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Directors, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest -- shall be voidable at the sole election of the Corporation if neither of the following provisions are satisfied:

6.6.1 The material facts of the transaction and the Director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction; or

6.6.2 The transaction was fair to the corporation.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction, but shall not vote on any motion which authorizes, approves or ratifies such contract or transaction.

Section 6.7. **Compensation of Directors.** Whether or not employed by the Corporation for other purposes, Directors and members of any committee of the Board shall serve as volunteers without compensation, but may receive reimbursement of reasonable expense as may be approved by the Board on application to the Secretary General. Any Director barred from receiving compensation or reimbursement of expenses under this provision shall not be barred from serving the Corporation in any other capacity and, subject to the Board's prior approval, receiving reasonable compensation for such other services.

Section 6.8. **Ex Officio Members of the Board.** In addition to the duly elected Directors, the Board shall include (a) any Chairmen Emeritus elected by the Board and (b) the Member Representative of the Member selected to host the next meeting of the World Congress, as Ex Officio Directors. Ex Officio Directors shall have voice, but no vote, at meetings of the Board and their presence shall not be counted in connection with establishing a quorum.

Section 6.9. **Executive Committee.**

6.9.1 Powers of the Executive Committee. The Board of Directors shall appoint an Executive Committee which shall have all of the powers and authority of the Board in the oversight of the management of the business and affairs of the Corporation between meetings of the Board, including financial matters, except as limited by the Board, and which shall report its actions promptly to the Board. In no event shall the Executive Committee have authority to:

6.9.1.1 Amend the Articles of Incorporation or Bylaws of this Corporation;

6.9.1.2 Change the qualifications and voting rights of Directors or elect or remove Directors from office;

6.9.1.3 Authorize the transfer, gift, or encumbrance of all or substantially all the assets of this Corporation in a single or related transaction;

6.9.1.4 Authorize the dissolution, merger or consolidation of this Corporation; or

6.9.1.5 Amend or repeal any resolution of the full Board.

In all matters, the Board retains ultimate authority over the decisions and policies set by the Executive Committee.

6.9.2 Number, term, and Qualifications of Executive Committee Members. The Executive Committee of the Board shall consist of (a) the Chairman, (b) Deputy Chairman, and (c) each Regional Vice Chairman, each of whom shall serve a two (2) year term and be eligible for re-election. In the event of a vacancy on the Executive Committee, the Board shall elect a qualified replacement to serve the remainder of the term.

6.9.3 Meetings of the Executive Committee may be called by the Chairman of the Board or any two members of the Executive Committee. The Chairman shall be the Chairman of the Executive Committee. The Secretary General shall serve as Secretary but shall not vote. A majority shall constitute a quorum, and the acts of a majority shall be the acts of the Executive Committee. Members of the Executive Committee may participate in meetings through the use of any means of communication by which all members participating can simultaneously hear each other during the meeting and as may be permitted by law.

Section 6.10. **Standing and Other Committees.** The Board shall establish, and appoint two or more Directors to serve on, certain Standing Committees (including but not limited to a Nominating Committee, a Finance Committee, Membership Committee, Global Trade Committee, and a Public Policy Committee) and may establish such other special committees as in its discretion the Board deems appropriate. Individuals who are not Directors, including Associate Member Representatives or alternates, may also be allowed to serve on such committees. All members of such committees serve at the pleasure of the Board. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board of any responsibility imposed by law. Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of the committee members present and voting in a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meeting of any committee of the Board shall be established by the Board, or in the absence thereof, by the committee itself. Except for the Executive Committee, all other committees shall act by making recommendations to the Board for consideration.

Section 6.11. **Regional Vice Chairman.** The Board shall appoint from among the Directors a vice chairman of each Region ("Regional Vice Chairman"), with particular responsibility to ascertain and to voice the interests and concerns of Members within such geographical Regions as the Board shall designate, to retain Members, and to generate new Members and Associate Members.

Section 6.12. **Advisory Groups.** The Board may select and appoint individuals to serve on one or more advisory groups. Such individuals are not required to be members of the Board. An advisory group shall have no delegated or governance authority, but shall serve in a strictly advisory capacity to the Board, its Chairman, or its committees. Any members of the advisory group may be removed by the Board whenever in its judgment the best interests of the Corporation shall be served by such removal.

## **ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS**

Section 7.1. **Timing and Notice.** The Board shall meet at least two (2) times a year upon the convocation of the Chairman or the call of one third (1/3) of the Directors then in office.

Regular meetings of the Board may be held on thirty (30) days' prior notice on such date and at such time and place as shall be determined by the Board. Special meetings of the Board may be held upon at least three (3) days' prior notice to the Directors of the date, time, and place of the meeting.

Section 7.2. **Waiver of Notice.** Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The Corporation shall file such written waiver with the minutes or corporate records. Attendance at a meeting by a Director entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7.3. **Quorum.** Thirty five percent (35%) of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of thirty five percent (35%) of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 7.4. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the Board or of the committee, as the case maybe, and is filed with the minutes of proceedings of the Board or the committee.

Section 7.5. **Participation by Conference Telephone.** Members of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by conference telephone shall constitute presence in person at such meeting for purposes of a quorum. When such a meeting is conducted by means of conference telephone or similar communications equipment, the minutes recording any action taken at such meeting shall note who participated in person and who participated by alternative communications.

## **ARTICLE VIII: PROXIES**

Section 8.1. **Proxy Representation of a Member.** Whenever a Member Representative or his alternate cannot attend a regular or special meeting of the Members of the Corporation, a Member or Member Representative may appoint the Chairman or another Member as proxy to vote or otherwise to act on behalf of the Member as to specific or all business that is scheduled to may arise at a specific regular or special meeting.

8.1.1 Such proxy shall be deemed effective (a) only where evidenced by an executed and dated appointment stating the holder of the proxy, and (b) when delivered to or electronically transmitted to the Chairman or the Secretary General and in a manner by which the Chairman or Secretary General can reasonably determine that the Member or Member Representative actually authorized the grant of the proxy. Oral proxies shall not be permitted or recognized.

8.1.2 Any proxy, to be recognized, must be delivered to the Chairman or Secretary General forty eight (48) hours prior to the opening of the meeting at which the proxy is to be voted.

8.1.3 All proxies, to be recognized, shall be announced at the beginning of the meeting.

8.1.4 No Member Representative or alternate may hold and vote more than two (2) proxies.

The Secretary General shall recommend, and the Board shall approve, such additional procedures for granting proxies as the Board may request.

Section 8.2. **No Proxy Representation of a Director.** Voting by proxy is not allowed at any meeting of the Board or of any committee designated by the Board.

Section 8.3. **No Proxy for Executive Committee Meetings.** Neither proxies nor alternates shall be permitted at any Executive Committee meeting.

## **ARTICLE IX: OFFICERS**

Section 9.1. **Number and Positions.** The officers of the Corporation shall consist of a Chairman (who shall be elected by the Members), Deputy Chairman, Secretary General, Secretary, and Treasurer. All but the Chairman shall be elected by the Board. The Board may also elect one or more vice chairmen. Any two or more offices may be held by the same person. Each of the Chairman and the Deputy Chairman shall be Directors of the Corporation. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 9.2. **Term of Office.** At its biannual meeting held in conjunction with the General Assembly or soon thereafter as practical, the Board shall elect officers (except the Chairman, who shall be elected by the Members at the General Assembly) of the Corporation who shall serve for two year terms or until their successors are duly elected and qualified. In case of the absence or disability of an officer of the Corporation, or in any other case that the Board may deem sufficient reason therefore, the Board, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

Section 9.3. **Resignation or Removal.** Any officer may resign at any time by delivering written notice to the Chairman of the Corporation and to the Secretary General. Unless the written notice specifies an earlier effective date, the resignation shall be effective when accepted by the Board. Any officer elected or appointed by the Board may be removed by the affirmative vote of two thirds of the Board present at any regular or special meeting of the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 9.4. **Vacancy.** A vacancy in any office because of death, disability, incapacity, resignation, removal, disqualification or otherwise of the chairman or any officer may be filled by the affirmative vote of a majority of the Board.

Section 9.5. **Chairman.**

9.5.1 The Chairman shall, upon his election by the Members, be a Director of the Corporation, but shall not serve or continue to serve as a Member Representative of a Member.

9.5.2 The Chairman shall be responsible for setting the agenda, scheduling and presiding over the General Assembly, meetings of the Board and the Executive Committee, and all other official meetings of the Corporation. In the event of a tie vote of the General Assembly or the Board, the Chairman may elect to break the tie with his/her vote. In the absence of the Chairman, the Deputy Chairman shall preside at the meeting and have the same responsibilities and privileges.

9.5.3 The Chairman shall have such other rights, duties, and powers as are authorized by the Board from time to time.

9.5.4 The Chairman shall be elected for a term of two (2) years, or until his successor is elected and qualifies, by the affirmative majority vote of the Members present in person or by proxy at a General Assembly or such other regular or special meeting of Members called for that stated purpose having a quorum.

9.5.5 The Chairman may not serve for more than two (2) consecutive terms.

9.5.6 The Board's Nominating Committee shall receive recommendations for and solicit candidates for election to the office of Chairman, shall determine that each such candidate is or will be duly seconded by a Member, shall publicize the names of candidates for election as Chairman at least forty five (45) days prior to the General Assembly, and shall present the same at the General Assembly upon the Chairman's call for nomination of candidates for a new Chairman. Additional nominations of candidates for Chairman may be made by any Member, provided such nominations are received by the Secretary General at least fifteen (15) days prior to the General Assembly and are seconded by another Member. Additional nominations of candidates for Chairman may not be made from the floor. However, if no candidate is elected Chairman by an affirmative majority vote on the first ballot, additional nominations for Chairman may be made from the floor and duly seconded for subsequent ballots.

Section 9.6. **Deputy Chairman.** The Deputy Chairman shall be elected by the Board and shall serve in the absence of the Chairman. In the event that the Chairman either resigns or is removed by the Board, the Deputy Chairman elected by the Board or Members will assume all appropriate responsibilities of the Chairman. The Deputy will assume the responsibilities of the Chairman until such time as there is a General Assembly meeting wherein a new Chairman will be elected or at such time as the Board of Directors chooses to elect a new Deputy Chairman.

Section 9.7. **Chairman Emeritus.** The Members may at the General Assembly elect a Chairman Emeritus or Chairmen Emeriti who shall serve in an advisory role to the Corporation and who shall have voice but not vote in any official meeting of the Corporation, including the General Assembly and meetings of the Board of Directors, and their presence shall not be counted in connection with establishing a quorum.

Section 9.8. **Secretary General.** The Secretary General shall be the Chief Executive Officer of the Corporation; and shall be engaged by the Board and continue in office pursuant to an employment agreement with the Corporation, as approved by the Board. As Secretary General of the Corporation, he/she shall (a) oversee all of the activities of the Corporation, including acting as coordinator between the Corporation's Members, Board of Directors, and policy and working committees, (b) be responsible for all fiscal and financial matters pertaining to the Corporation, (c) be responsible for all aspects of policy development, lobbying, and external communications of the Corporation, (d) be responsible for the hiring, incenting, and dismissal of the Corporation's staff and, subject to the approval of the Board of Directors, the engagement of a public policy director or advisor and legal counsel, (e) be responsible for the formulation of policies and procedures, including those for membership and elections of the Chairman and Directors for the Board's consideration; for the implementation of resolutions of the Board of Directors: and for the administration of competitive bidding procedures for the Board's selection of the host organizations for the World Congress, GPPS, and other events, (f) be responsible for establishing and maintaining the Corporation's website and for creating and safeguarding the Corporation's intellectual property, including its logo, and (g) be responsible for such other duties and responsibilities as may be delegated to him by the Chairman or the Board. The Secretary General shall report directly to the Chairman and serve at the pleasure of the Board.

Section 9.9. **Secretary.** The Secretary General shall also serve as the Secretary of the Corporation. Either he or an assistant secretary shall attend all meetings of the Board of Directors and the Executive Committee, unless expressly excused; record or cause to be recorded all votes and the minutes of all proceedings in a book to be kept for that purpose; give or cause to be given such notice as is required of all meetings of the Board of Directors and the General Assembly, and have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 9.10. **Treasurer.** The Treasurer is elected by the Board but is not required to be a Director. The Treasurer may serve as Chairman of the Finance Committee, provided, however, the Board may choose to have another individual serve in that capacity. Through the Secretary General or assistant treasurer, the Treasurer shall supervise and be responsible for all the funds and securities of the Corporation; the deposit of all money and other valuables to the credit of the Corporation in depositories of the Corporation; borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party; the disbursement of funds of the Corporation and the investment of its funds; and in general shall perform all of the duties incident to the office of the Treasurer. The Treasurer shall also have such other rights, duties, and powers as are authorized by the Board from time to time. The Secretary General may serve as assistant treasurer of the Corporation, but not as Treasurer.

Section 9.11. **Compensation of Officers.** With the exception of the Secretary General and such others as the Board shall designate, all officers serve as volunteers without compensation, but may receive reimbursement of reasonable expenses as may be approved by the Board of Directors on application to the Secretary General.

**ARTICLE X:  
FISCAL MATTERS**

Section 10.1. **Deposits**. The Board of Directors shall authorize the Secretary General, to select banks, trust companies, or other depositories in which the funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 10.2. **Checks**. All checks, demands for money and notes, or instructions for wire transfers of the Corporation shall be signed or authorized by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 10.3. **Contracts**. The Board authorizes the Secretary General and any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless set forth in an approved budget or otherwise authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount.

Section 10.4. **Gifts and Contributions**. The Board or, by delegation, the Chairman, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation. The Corporation may accept any such contribution, grant, bequest or devise that is designated for a specific project or purpose if such designation is consistent with the Corporation's general tax exempt purposes, or as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

Section 10.5. **Endowments**. Any endowments for the general purposes or for any special purpose of the Corporation shall be approved by the Board.

Section 10.6. **Partnerships and Joint Ventures**. The Board may authorize any officer or officers, agent or agents of the Corporation to enter into any partnerships or joint ventures that the Board determines will advance the purposes and goals of the Corporation as described in the Corporation's Articles of Incorporation and will not jeopardize the Corporation's tax-exempt status.

Section 10.7. **Fiscal Year**. The Corporation's fiscal year shall be determined by resolution of the Board.

**ARTICLE XI:  
INDEMNIFICATION**

Section 11.1. **Indemnification**. The Corporation shall indemnify, to the full extent permitted and required by the Virginia Non-Stock Corporation Act, as such Act exists now or may hereafter be amended, its Directors, officers, employees, or agents of the Corporation who are made

or threatened to be made a party to any proceeding by reasons of their office for acts or omissions performed in their official capacity.

Section 11.2. **Insurance.** The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification of Directors and officers in the manner provided by law; and (b) the Corporation's Directors, officers, employees, and agents. Such insurance must satisfy the requirements imposed by law.

## **ARTICLE XII: GENERAL PROVISIONS**

Section 12.1. **Written Notice.** Wherever the words "written notice", "notice in writing", or words to that effect are used, the same shall be construed to mean both the plain meaning of the words and also electronic transmissions, including facsimile, telegram, Telex, cable, or internet communications.

Section 12.2. **Gender Neutral.** As used in this Agreement, the masculine, feminine or neuter gender, and singular or plural, shall be deemed to include the others whenever and wherever the context so requires.

## **ARTICLE XIII: AMENDMENTS**

These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) majority vote of the Directors then in office at any regular or special meeting of the Board.