

INTELLIGENT TRANSPORTATION SOCIETY OF AMERICA

Adopted As of March 12, 2024

1. NAME AND PURPOSE

1.1. Name: The name of the Corporation is the Intelligent Transportation Society of America (“Corporation” or “ITS America”).

1.2. Purposes: The Corporation is organized to promote and enhance public safety and community welfare by fostering public policy, research, development, deployment and implementation of plans and programs to reduce motor vehicle deaths and injuries, and improve mobility and accessibility. The Corporation will promote, encourage, and advance an intermodal system of safer, more economical, energy efficient and environmentally sound surface transportation through research, development, and implementation of intelligent transportation technology.

2. MEMBERSHIP

2.1. Members: The Corporation will have one or more members identified, selected and admitted by the Executive Committee of the Corporation in accordance with the Corporation’s Articles of Incorporation (“Articles”), these Bylaws, the Corporation’s guidelines, policies and procedures (collectively, “Policies”), and the District of Columbia Nonprofit Corporation Act of 2010 (“NCA”). Except as otherwise determined by the Executive Committee and subject to the Terms of Membership (as defined below), membership will be open to public organizations and private organizations from any country whose goals and purposes are furthered by the purposes of the Corporation.

2.2. Terms of Membership: The terms of membership (“Terms of Membership”) will be defined and determined by the Executive Committee of the Corporation in accordance with the Articles, these Bylaws, the Policies and the NCA, including with respect to classification and categorization; conditions, standards, eligibility, qualifications, applications and issuance; dues, assessments, fees and other obligations, responsibilities, requirements, restrictions and guidelines; voting and other benefits, rights and privileges and preferences; mediating, resolving or otherwise addressing disputes and grievances; and duration, lapse, forfeiture, suspension, resignation, withdrawal, termination, expulsion, disqualification, revocation, readmission and reinstatement.

2.3. Termination, Suspension and Reinstatement of Membership: A membership in the Corporation may be terminated, suspended and reinstated to enforce collection of any dues, assessments and fees, and otherwise in connection with the Terms of Membership. Termination or suspension of membership, as applicable, in the event of failure to pay any dues, assessments and fees in accordance with the Terms of Membership will be automatic and for any other reason only by affirmative vote of at least two-thirds (2/3rd) of the Executive Committee members then in office. Any reinstatement of a terminated or suspended membership will require the same vote.

2.4. Forfeiture; No Contract or Property Rights: Upon termination or resignation of membership in the Corporation, any and all rights and privileges of membership, and interest in the property or other assets of the Corporation, will be forfeited by the member. Nothing in these Bylaws, the Articles or the Policies will be considered to create or vest in, between or among the Corporation and the members any contractual or property rights, unless otherwise expressly and specifically provided herein or therein.

2.5. Order of Precedence: In the event of an inconsistency or conflict between or among the provisions of the Articles, these Bylaws, the Policies and the NCA with respect to the Terms of Membership, the inconsistency or conflict will be resolved by giving preference in the foregoing order; provided, however, that in the event a provision of the NCA is mandatory and non-waivable, it will control. The Terms of Membership set forth in the Policies are incorporated in, made a part of and considered to set forth, specified, fixed, provided and prescribed in and by these Bylaws for all purposes including the NCA.

2.6. Non-voting Members: Pursuant to Section 2.2, the Executive Committee may from time to time identify, select and admit non-voting members. Notwithstanding the use of the term “member,” any such non-voting member will not have or exercise any right to vote on matters submitted to a vote of the membership or any other rights of a member, or otherwise be considered to be a member for purposes of the Articles, these Bylaws, the Policies, the NCA or otherwise.

3. MEMBERSHIP MEETINGS

3.1. Annual Meeting: The Corporation will hold a meeting of members annually to transact such business as may properly come before the members at the date, time and place (if any) as may be designated by the Executive Committee.

3.2. Special Meetings: Special meetings of the members may be called by the Chair, the President and Chief Executive Officer (“CEO”) of the Corporation or ten percent (10%) of the members. The person(s) authorized to call special meetings of the members may fix the date, time and place (if any) of the meeting.

3.3. Notice of Annual and Special Meetings: Except as otherwise required by the Articles, these Bylaws, the Policies or the NCA, written notice stating the date, time and place (if any) of the annual meeting and any special meeting of the members, the means of remote communications (if any) and, in the case of a special meeting, the purpose(s) thereof, will be delivered to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting.

3.4. Quorum and Voting: The presence in person or represented proxy of at least ten percent (10%) of the members will constitute a quorum for the transaction of any business at a meeting of the members. If less than a quorum is present at a meeting, the chair of the meeting may adjourn or postpone the meeting to another date, time and place (if any), without further notice. Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In all matters, the affirmative vote of a majority of the members present in person or represented by proxy at the meeting will be the act of the members, unless the vote of a greater number is required under these Bylaws, the Articles, the Policies or the NCA. Each member will be entitled at every meeting of the members to one (1) vote on each matter submitted to a vote of members.

3.5. Proxies: A member, acting through its duly authorized officer, director, employee, or agent (“Representative”), may vote in person or authorize another person to act for the member as proxy. The proxy must be reduced to writing, the writing must contain a statement that the member authorized the holder of the proxy to vote on the member’s behalf, and be transmitted to the person who will be the holder of the proxy. No proxy will be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy will be revocable at the pleasure of the member executing it, except as otherwise provided by law.

3.6. Action Without a Meeting: Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by ballot voting or by unanimous written consent of the members, in each case in accordance with the Articles, these Bylaws, the Policies and the NCA.

4. BOARD OF DIRECTORS AND COMMITTEES

Board of Directors

4.1. Authority of the Board of Directors: The Board is a designated body established pursuant to § 29–406.12(b) of the NCA to engage in thought leadership for the intelligent transportation industry. In furtherance of that purpose, the Board will be vested with the following rights and obligations of the members: (i) establishing broad policies of the Corporation, including mission, vision and governance; (ii) electing the Executive Committee members; and (iii) approving the strategic plan of the Corporation. Except to the extent necessary or appropriate to exercise the foregoing rights and perform the foregoing obligations, the Board will not be vested with any other rights or obligations of the members or with respect to the corporate powers, governance, activities and affairs of the Corporation, which will be exclusively be vested in the Executive Committee.

4.2. Number of Board Members: The Board will consist of at least eighteen (18) members and no more than thirty-five (35) members, the number of which will be determined from time to time exclusively by the Board, acting by the affirmative vote of at least two-thirds (2/3rd) of the Board members then in office and otherwise in accordance with the Articles, these Bylaws, the Policies and the NCA. Each Board member will act through a Representative who at all times satisfy the eligibility, qualifications and other requirements determined from time to time by the Board to represent a member on the Board. The Immediate Past Chair will serve ex-officio as a Board member for the year following the end of his/her term as Chair and will be counted for purposes of the minimum and maximum number of Board members.

4.3. Election of Board Members: Elected Board members will be elected by the members by action without a meeting in accordance with Section 3.6. Each elected Board member will serve a term of three (3) years or until his or her successor is elected, unless he or she sooner dies, resigns or is removed. Board members may be elected to two (2) consecutive terms. Board members elected to a partial term of one (1) year or less are eligible for re-election to two (2) full three (3)-year terms. Three (3) years after a Board member completes the maximum number of full terms, he/she will again be eligible for election to the Board. The Board may allow exceptions to the term limit for specific Board members by the affirmative vote of at least two-thirds (2/3rd) of the Board members then in office.

4.4. Resignation and Removal: Resignations of Board members are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Board members may be removed at a special meeting of the members called for that purpose, with or without cause, by the affirmative vote of at least two-thirds (2/3rd) of the members present in person or represented by proxy at a meeting at which a quorum is present. Board members who miss three (3) consecutive Board meetings will be automatically removed from the Board unless the Board finds there was good cause for any of the absences.

4.5. Vacancies: In the event of a vacancy, the Board may fill the vacancy acting by the affirmative vote of a majority of the Board members then in office. Each Board member so elected will hold office until the first to occur of (i) the expiration of the term of his/her predecessor in office (if any), (ii) the next election of Board members, and (iii) the election of his/her successor, unless he/she sooner dies, resigns or is removed. A vacancy will be considered to exist by reason of the resignation of a Board member, upon the failure of the members to elect an individual to fill the unexpired term of any Board member removed in accordance with these Bylaws, and newly created Board seats resulting from any increase in the number of Board members.

4.6. Non-voting Board Members: The Board may from time to time elect or designate non-voting members of the Board, including advisory members, who may be invited to attend Board meetings and who will serve at the pleasure of the Board, but who will neither have nor exercise any rights of a Board member or otherwise be considered Board members for any purpose whatsoever, whether under the Articles, these Bylaws, the Policies, the NCA or otherwise.

Board Meetings

4.7. Regular Meetings: The Board will hold a regular annual meeting to elect Executive Committee members and to transact other business that is properly brought before the meeting. The regular annual meeting and any additional additional regular meetings to transact business that is properly brought before the meeting will be held at the dates, times and places (if any) as are designated by the Board.

4.8. Special Meetings: Special meetings of the Board may be called by the Chair, the President and CEO, or by (i) Board members constituting at least fifteen percent (15%) of the Board members then in office or (ii) any five (5) Board members, whichever is less. The person(s) authorized to call special meetings of the Board may fix the date, time and place (if any) of the meeting.

4.9. Notice: Written notice of any special meeting of the Board, stating the date, time and place (if any), and purpose(s) of the meeting, and the means of remote communications (if any), will be delivered to each Board member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of regular meetings of the Board is not required.

4.10. Quorum and Voting: Except as otherwise provided by the Articles, these Bylaws, the Policies or the NCA, fifty percent (50%) of the Board members then in office will be necessary to constitute a quorum for the transaction of business at any meeting of the Board and the act of a majority of the Board members present at any meeting at which there is a quorum, each of which will be entitled to one (1) vote, will be the act of the Board. Other than through a Board member's Representative, Board member presence or voting by proxy is not permitted. If a quorum is not present at any Board meeting, the chair of the meeting may adjourn or postpone the meeting to another date, time and place (if any) without further notice. If a quorum is present when a Board meeting is convened, the quorum will be considered to exist until the meeting is adjourned, notwithstanding the departure of one or more Board members.

4.11. Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Board members consent in writing to taking the action.

4.12. Compensation of Board Members: Board members and their Representatives will not receive any compensation for serving on the Board, but may receive reimbursement of certain expenses in the performance of their duties as Board members or in connection with Board membership, in accordance with the applicable Policies.

Board Committees

4.13. Standing and Ad-hoc Board Committees: The Board will have at least four (4) standing committees: Nominating Committee, Finance Committee, Audit Committee, and Governance Committee. The Board may create other standing or ad-hoc committees of the Board as it may determine from time to time. Each standing or ad-hoc committee will consist of three (3) or more members of the Board and will have such terms, powers, authority and duties as the Board expressly authorizes and delegates by resolution.

4.14. Meetings: Regular meetings of each committee of the Board will be held at the dates, times and places (if any) as are designated by the committee. Special meetings will be called in the same manner as special meetings of the Board.

4.15. Quorum and Voting: At meetings of each committee of the Board, a majority of the committee members will be necessary to constitute a quorum for the transaction of business and the act of a majority of the committee members present at any meeting at which there is a quorum, each of which will be entitled to one (1) vote, will be the act of the committee.

4.16. Action by Written Consent: Any action required or permitted to be taken at a meeting of a committee of the Board may be taken without a meeting if all committee members consent thereto in writing.

4.17. Resignation and Removal: A member of any committee of the Board may be removed from the committee, either with or without cause, at any time, by the Board. Resignation or removal of a Board member will automatically constitute resignation or removal, as applicable, from the committee.

4.18. Vacancies: Any vacancy on any committee of the Board will be filled by the Board in the manner prescribed by these Bylaws for the original appointment of the members of the committee.

5. GOVERNANCE

Executive Committee

5.1. Authority and Duties of the Executive Committee: All corporate powers of the Corporation will be exercised by or under the authority of the Executive Committee and the activities and affairs of the Corporation will be managed by or under the direction, and subject to the oversight, of the Executive Committee. The Executive Committee will be considered the board of directors of the Corporation and the Executive Committee members will be considered directors for purposes of the NCA.

5.2. Number of Executive Committee Members: The Executive Committee will consist of at least seven (7) members and no more than nine (9) members, the number of which will be determined from time to time exclusively by the Board in accordance with the Articles, these Bylaws, the Policies and the NCA. Unless otherwise determined by the Board, each Executive Committee member must be an officer of the Corporation or a chair of a standing committee of the Board and must satisfy such other eligibility, qualifications and other requirements determined from time to time by the Executive Committee to be elected and serve on the Executive Committee.

5.3. Election and Term of Office: Executive Committee members will be elected at the regular annual meeting of the Board, each Executive Member to serve a term that is coterminous with the term of his/her officer or committee chair position (or, if an Executive Committee member is elected “at-large,” he/she will serve until the adjournment of the next regular annual meeting of the Board) or until his/ her successor is elected, unless he/she sooner dies, resigns or is removed.

5.4. Resignation and Removal: Resignations of Executive Committee members are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Executive Committee members may be removed at a meeting called for that purpose, with or without cause, by the affirmative vote of at least two-thirds (2/3rd) of the Board members then in office. In the event an Executive Committee member ceases to hold his/her officer or committee chair position or otherwise fails to satisfy the eligibility, qualifications and other requirements to be an Executive Committee member, he/she will automatically be removed from the Executive Committee.

5.5. Vacancies: In the event of a vacancy on the Executive Committee, the Executive Committee may fill the vacancy acting by the affirmative vote of a majority of the Executive Committee members then in office. Each Executive Committee member so elected will hold office until the first to occur of (i) the expiration of the term of his/her predecessor in office (if any), (ii) the next election of the Executive Committee members, and (iii) the election of his/her successor, unless he/she sooner dies, resigns or is removed. A vacancy will be considered to exist by reason of the death or resignation of an Executive Committee member, upon the failure of the Board to elect an individual to fill the unexpired term of any Executive Committee member removed in accordance with these Bylaws, and newly created Executive Committee seats resulting from any increase in the number of Executive Committee members.

5.6. Non-voting Executive Committee Members: The Executive Committee may from time to time elect or designate non-voting members of the Executive Committee, including advisory members, who may be invited to attend Executive Committee meetings and who will serve at the pleasure of the Executive Committee, but who will neither have nor exercise any rights of an Executive Committee member or otherwise be considered Executive Committee members for any purpose whatsoever, whether under the Articles, these Bylaws, the Policies, the NCA or otherwise.

Executive Committee Meetings

5.7. Regular Meetings: The Executive Committee will meet each year in conjunction with or immediately following the annual meeting of the members to elect officers of the Corporation and to transact other business that is properly brought before the meeting. Additional regular meetings, to transact business that is properly brought before the meeting, may be held at the dates, times and places (if any), as are designated by the Executive Committee.

5.8. Special Meetings: Special meetings of the Executive Committee for any purpose(s) may be called at any time by the Chair, President and CEO, Secretary, or any two (2) or more members of the Executive Committee. The person(s) authorized to call special meetings of the Executive Committee may fix the date, time and place (if any) of the meeting.

5.9. Notice: Written notice of any special meeting of the Executive Committee, stating the date, time and place (if any), and purpose(s) of the meeting, and the means of remote communications (if any), will be delivered to each Executive Committee member at least three (3) days before the date of the meeting. Notice of regular meetings of the Executive Committee is not required.

5.10. Quorum and Voting: Except as otherwise provided by the Articles, these Bylaws, the Policies or the NCA, a majority of the Executive Committee members then in office will be necessary to constitute a quorum for the transaction of business at any meeting of the Executive Committee and the act of a majority of the Executive Committee members present at any meeting at which there is a quorum, each of which will be entitled to one (1) vote, will be the act of the Executive Committee. Executive Committee presence or voting by proxy is not permitted. If a quorum is not present at any Executive Committee meeting, the chair of the meeting may adjourn or postpone the meeting to another date, time and place (if any) without further notice. If a quorum is present when an Executive Committee meeting is convened, the quorum will be considered to exist until the meeting is adjourned, notwithstanding the departure of one or more Executive Committee members.

5.11. Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if all Executive Committee members consent in writing to taking the action.

5.12. Compensation of Executive Committee Members: Executive Committee members will not be compensated for serving on the Executive Committee, but the Corporation may reimburse Executive Committee members for documented reasonable expenses incurred in the performance of their duties to the Corporation.

Sub-Committees

5.13. Sub-committees: The Executive Committee may designate one or more sub-committees of the Executive Committee, each of which will consist of one or more Executive Committee members, for such terms and with such powers, authority and duties as the Executive Committee authorizes and delegates, subject to the limitations under the NCA.

5.14. Meetings: Regular meetings of each Executive Committee sub-committee will be held at the dates, times and places (if any) as are designated by the sub-committee. Special meetings will be called in the same manner as special meetings of the Executive Committee.

5.15. Quorum and Voting: At meetings of each Executive Committee sub-committee, a majority of the members thereof will be necessary to constitute a quorum for the transaction of business and the act of a majority of the members present and voting at any meeting at which there is a quorum, each of which will be entitled to one (1) vote, will be the act of the sub-committee.

5.16. Action Without a Meeting: Any action required or permitted to be taken at a meeting of a sub-committee of the Executive Committee may be taken without a meeting if all members of the sub-committee consent thereto in writing.

5.17. Resignation and Removal: A member of any sub-committee of the Executive Committee may be removed from the sub-committee, either with or without cause, at any time, by the Executive Committee. Resignation or removal of a sub-committee member from the Executive Committee will automatically constitute resignation or removal, as applicable, from the sub-committee.

5.18. Vacancies: Any vacancy on any sub-committee of the Executive Committee will be filled by the Executive Committee in the manner prescribed by these Bylaws for the original appointment of the members of the sub-committee.

Officers

5.19. Officers: The officers of the Corporation will be a Chair, a Vice Chair, an Immediate Past Chair, a Secretary and a Treasurer. Each officer must at all times be a member of the Executive Committee, failing which he/she will automatically be removed from office. The same person may not serve in more than one officer position at the same time.

5.20. Election and Term of Office: Each elected officer will be elected annually at the annual meeting of the Executive Committee to one (1) or two (2) terms of one (1) or two (2) years each as provided by these Bylaws, unless he or she sooner dies, resigns or is removed from office. The terms of officers will be staggered to the extent possible so that no more than one-third (1/3rd) of the terms expire each year. Notwithstanding the foregoing, the term of an officer may be extended by the Executive Committee and the President and CEO may serve successive terms.

5.21. Powers and Duties of Officers: The officers of the Corporation will have such powers and perform such duties in the management of the business of the Corporation as may be designated from time to time by, and subject to the direction and supervision of, the Executive Committee. Unless otherwise provided by the Executive Committee, those powers and duties will include the following.

5.21.1. Chair: The Chair will be selected from among the Representatives of Board members and will preside when present at all meetings of the members, the Board and the Executive Committee, and will perform all duties customary to that office. The Chair will be available to consult with and advise the officers of the Corporation with respect to the conduct of the business of the Corporation and will have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned by the Executive Committee. The Chair will serve one (1), one (1) year term and upon the expiration of his/her term, the Chair will automatically succeed to the office of Immediate Past Chair.

5.21.2. Vice Chair: The Vice Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and perform such other duties as the Chair, the Board or the Executive Committee may prescribe. The Vice Chair will be the Chair-elect of the Board, will serve one (1), one (1) year term, and will automatically succeed to the office of Chair upon expiration of the Chair's term. In the event that the Vice Chair's term expires prior to succeeding to the office of Chair, the Vice Chair's term will be extended for one (1) year in order to serve as Chair.

5.21.3. Immediate Past Chair: The Immediate Past Chair will provide leadership continuity to and provide institutional memory for the Board and Executive Committee, assist in the transition of the Vice Chair to the position of Chair, and provide advice, support and mentorship to the Chair as needed.

5.21.4. President: The President and CEO will be responsible for general management and control in the ordinary course of the business of the Corporation. The President and CEO may execute and deliver, in the name and on behalf of the Corporation, agreements, instruments and documents of any kind or character in the ordinary course of business and otherwise as authorized and directed by the Executive Committee. The President and CEO may appoint or employ and discharge agents and employees of the Corporation, and fix their compensation, as he/she considers necessary or advisable for the conduct of the business of the Corporation. The President and CEO will be an ex-officio, non-voting member of the Board and the Executive Committee and a member of every standing committee the Board and sub-committee of the Executive Committee, except the Nominating Committee. The President and CEO will serve one (1) year renewable terms.

5.21.5. Secretary: The Secretary will attend all meetings of the members, the Board and the Executive Committee and keep the minutes of all of the proceedings at those meetings, and will see that all notices required to be given to the members, the Board and the Executive Committee are given in accordance with these Bylaws or as required by the NCA. The Secretary will also perform, under the direction and subject to the control of the President and CEO and the Executive Committee, such other duties as may be assigned to the Secretary. Upon approval by the Executive Committee, the Secretary may delegate to employees of the Corporation the Secretary's duties. The Secretary may serve two (2), two (2) year terms.

5.21.6. Treasurer: The Treasurer will have active control of and will be responsible for all matters pertaining to the accounts and finances of the Corporation. The Treasurer will have charge of the corporate funds and securities and will keep a record of and account for those funds, security and other property and indebtedness of the Corporation. The Treasurer will be prepared at all times to give information as to the condition of the Corporation and will make a detailed annual report of the entire business and financial condition of the Corporation. The Treasurer will also perform, under the direction and subject to the control of the President and CEO and the Executive Committee, any other duties assigned to the Treasurer. Upon approval by the Executive Committee, the Treasurer may delegate to employees of the Corporation the Treasurer's duties. The Treasurer may serve two (2), two (2) year terms.

5.22. Resignation; Removal: Any officer of the Corporation may resign at any time upon written notice to the Chair, the President and CEO or the Secretary, if such officer is not the resigning officer. A resignation is effective upon delivery unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. The acceptance of the resignation will not be necessary to make it effective. Any officer may be removed by the Executive Committee with or without cause, but that removal will be without prejudice to the contract rights, if any, of the person so removed. Election of an officer will not in and of itself create contract rights.

5.23. Vacancies: A vacancy in any office occasioned by the death, resignation, or removal of any officer, or the increase in the number of officers, will be filled by (i) the Executive Committee, and the person or persons elected to fill the vacancy or vacancies will serve for the unexpired term of his or her predecessor, if any, until the next election of officers or until his or her successor is elected, or (ii) automatic succession in accordance with these Bylaws, in each case unless he/she sooner dies, resigns, or is removed.

5.24. Compensation: Other than the President and CEO, officers will not receive any compensation for serving as an officer, but may receive reimbursement of certain expenses in the performance of their duties as officers, in accordance with the applicable Policies.

5.25. Appointed Officers: The President and CEO may designate or cause to be designated one or more employees of the Corporation as Vice Presidents, including Senior Executive Vice Presidents, Executive Vice Presidents and Senior Vice Presidents, or other similar titles intended to denote the seniority or areas of special competence or responsibility of the employee ("Appointed Officers") but which could be construed to suggest or imply that the employee is an officer of the Corporation. Appointed Officers will not be considered to be officers of the Corporation by virtue of such Appointed Officer position for any purposes, including this article and Article 6, and any reference to the officers of the Corporation in the Articles, these Bylaws or the Policies or otherwise to the officers of the Corporation will refer exclusively to the individuals elected by the Board or who succeed to an officer position pursuant to this article.

6. INDEMNIFICATION

6.1. Indemnification: The Corporation will hold harmless, indemnify each Eligible Person to the fullest extent authorized or permitted by the provisions of the NCA or any other or additional statutory provisions, which are hereafter authorizing or permitting such indemnification. Without limiting the foregoing, the Corporation will indemnify and advance expenses any Eligible Person against any Matter made by reason of his/her service as Board or Executive Committee member or an officer against all costs and expenses, including attorney's fees incurred thereby, except in relation to any Matter in which (i) the Eligible Person failed to act in good faith and for a purpose which he/she reasonably believed to be in the best interests of the Corporation, (ii) in the case of a criminal Matter, the Eligible Person had reasonable cause to believe that his/her conduct was unlawful, or (iii) the Eligible Person is adjudged to be liable for gross misconduct or negligence in the performance of a duty. Indemnification will be made only after the determinations and authorizations required by the Articles, these Bylaws, the Policies and the NCA have been duly made by the Executive Committee.

6.2. Nature; Survival; Modification: The provisions of this article will be in the nature of a contract between the Corporation and each Eligible Person made in consideration of such person's continued service to the Corporation. The protection afforded to each Eligible Person by the provision of this article will survive such person's term of office. This article may not be repealed, nor may the benefits to the Eligible Person afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

6.3. Insurance: The Executive Committee may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him/her arising out of such person's status as an Eligible Person, whether or not the Corporation would have the power to indemnify the Eligible Person against that liability under law.

6.4. Indemnification of Employees, Agents and Members: The Corporation may, to the extent authorized from time to time by the Executive Committee, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation, and members that volunteer the services of its employees or agents to the Corporation, similar to those conferred in this article to Eligible Persons.

6.5. Definitions: "Eligible Person" will mean any person who at any time was or is a Board or Executive Committee member or an officer of the Corporation. "Matter" will mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals there from, or any criminal, administrative, or congressional (or other body's) investigation, hearing, or other proceeding brought or made by a third party against an Eligible Person.

7. ELECTRONIC COMMUNICATIONS, RECORDS AND SIGNATURES

7.1. Remote Communication: Subject to any guidelines and procedures the Executive Committee may adopt, a person not physically present at a meeting of the members, the Board or the Executive Committee, or a committee of the Board or a sub-committee of the Executive Committee, may, by means of remote communication, participate in the meeting and be considered present in person and vote at the meeting, whether the meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation will implement reasonable measures to verify that the person is a Representative or proxy of a member, Representative of a Board member, or an Executive Committee member, (ii) the Corporation will implement reasonable measures to permit the person to participate in the meeting and to vote on matters submitted, including the ability to read or hear, in the case of member and Board meetings, and hear, in the case of Executive Committee meetings, the proceedings of the meeting substantially concurrently with those proceedings, and (iii) if the person votes or takes other action at the meeting by means of remote communication, a record of the vote or other action will be maintained by the Corporation.

7.2. Electronic Records and Signatures: Except to the extent prohibited by the Articles, these Bylaws, the Policies or the NCA and subject to the following requirements, electronic records and signatures may be used in connection with and relied on for all matters contemplated by these Bylaws, including all notices, waivers, records, consents and any requirement that any such document be “written,” “in writing,” “delivered” or “signed,” and none of the Corporation, any Board or Executive Committee member, or any member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under the Articles, these Bylaws, the Policies or the NCA.

8. GENERAL PROVISIONS

8.1. Fiscal Year: The fiscal year of the Corporation will coincide with the calendar year.

8.2. Requirements to Amend: These Bylaws may only be amended by the affirmative vote of at least two-thirds (2/3) of the Executive Committee members then in office, provided the Chair or the Secretary will notify each Executive Committee member regarding any proposed amendment at least thirty (30) days prior to such vote.

8.3. Place of Meetings: Any meeting of the members, the Board, the Executive Committee, a committee of the Board, or a sub-committee of the Executive Committee, may be held at such place as will be determined by the members or such body, as applicable, in accordance with the Articles, these Bylaws, the Policies and the NCA. The members or such body, as applicable, may determine that a meeting will not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 7.1.

8.4. Waiver of Notice: The giving of any notice of the date, time or place, if any, or purpose of holding any meeting of the members, the Board, the Executive Committee, a committee of the Board, or a sub-committee of the Executive Committee will be waived by the attendance at the meeting by any person entitled to receive the notice, whether in person or, if permitted, by Representative or proxy, except when the person, Representative or proxy attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened (who will not be considered to be present for purposes of determining whether a quorum is present), and may be waived by the person by an instrument in writing executed and filed with the records of the meeting, either before or after the holding thereof.

8.5. Organization of Meetings; Order of Business: Meetings of the members, the Board or the Executive Committee will be presided over by the Chair or, in the absence thereof, by the Vice Chair, or, in the absence thereof, any officer of the Corporation selected by the Board or the Executive Committee. Meetings of committees of the Board and sub-committees of the Executive Committee will be presided over by the chair of the committee, who will be designated by the Board or the Executive Committee or chosen by the members of the committee or sub-committee. The Secretary will act as secretary of meetings of the members, the Board and the Executive Committee, but in the absence of the Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting. Each committee of the Board and sub-committee of the Executive Committee will elect a secretary who will be either a member of the committee or sub-committee, or the Secretary. The order of business at a meeting of the members, the Board, the Executive Committee, a committee of the Board, or a sub-committee of the Executive Committee will be as determined by the chair of the meeting.

8.6. Record of Board and Committee Action; Reports: The Board, the Executive Committee, the committees of the Board, and the sub-committees of the Executive Committee will keep regular minutes of their proceedings, which minutes must be prepared and submitted to the Board, the Executive Committee, committee, or sub-committee, as applicable, for approval by the later of the next meeting of the Board, the Executive Committee, the committee, or sub-committee, as applicable, and sixty (60) days after the date of the meeting. In addition, committees of the Board and sub-committees of the Executive Committee will report the minutes to the Board and the Executive Committee, respectively, when so required by the Board or the Executive Committee.

8.7. Interpretation; Construction; Additional Definitions: In interpreting and construing these Bylaws, unless expressly stated herein to the contrary or the context requires otherwise: (i) all captions, headings and similar terms are for convenience of reference only; (ii) “herein,” “hereof,” “hereunder,” “hereby” and similar terms refer to these Bylaws as a whole; (iii) words in the singular form will be construed to include the plural and vice versa; (iv) reference to any document or law includes any amendment, modification or replacement to the document or law; (v) “including,” “include,” “includes” and variations thereof will be construed as if followed by the phrase “without limitation”; (vi) “or” and “any” have the inclusive meaning represented by the phrases “and/or” and “any or all,” respectively; (vii) reference to an article or section is to an article or section, respectively, of these Bylaws; (viii) “day” means “calendar day” and when calculating a period of time, the day that is the initial reference day in calculating the period will be excluded; (ix) “law” means any foreign, federal, state or local law (including common law), statute, standard, code, ordinance, rule, regulation, promulgation or any order by any governmental authority; (x) “governmental authority” means any government or governmental or regulatory body thereof, or political subdivision thereof, whether federal, state, local or foreign, or any agency, instrumentality or authority thereof, or any court or arbitrator (public or private); (xi) “public organization” means agencies, instrumentalities or authorities of federal, state, local and foreign governments, including public universities and public research organizations; and (xii) “private organization” means limited liability companies, corporations, trusts, associations, partnerships, joint ventures, unincorporated organizations, and sole proprietorships, in each case whether for-profit or nonprofit.