

AMENDED AND RESTATED BY-LAWS
OF
WORLD RESOURCES INSTITUTE
(A Delaware Non-Profit Non-Stock Corporation)

ARTICLE 1

NAME AND PURPOSES

- 1.1** **Name.** The name of the corporation is World Resources Institute (the "*Corporation*").
- 1.2** **Purposes.** The Corporation is organized for charitable and educational purposes, including, but not limited to, the sponsorship of research, reports, seminars, and like activities with regard to the area of world environment and resources studies.

ARTICLE 2

MEMBERS

- 2.1** **Conditions of Membership.** The members of the Corporation (the "*Members*" and each, a "*Member*") may from time to time be elected by the Members, or by the directors of the Corporation entitled to vote (the "*Voting Directors*"), by a majority vote at any special, annual or regular meeting at which a quorum is present.

Either the Voting Directors or the Members, by a majority vote, may create one or more classes of membership and may prescribe the designations, voting rights (if any), powers, privileges and method of selection of each such class.

- 2.2** **Deprivation or Suspension of Membership.** No Member of the Corporation may be deprived of membership or be suspended as a Member, with or without cause, except by the vote of a majority of all the Members then in office or of a majority of all the Voting Directors then in office.

- 2.3** **Effect of Death, Resignation or Deprivation of Membership.** All of the rights, powers and privileges of membership of any class shall cease upon any Member's death or resignation, or upon the deprivation or suspension of the membership of any Member.

2.4 Annual Meeting. The annual meeting of Members shall be held at the principal office of the Corporation, wherever located, at such time and on such date in each year and at such other place as shall be determined by the Voting Directors or the Chairperson of the Board of Directors (the "*Chairperson*"), and designated in the notice or waiver of notice of the meeting. . The Voting Directors in their sole discretion may determine that the meeting shall be held by remote communication instead of at any place. At each annual meeting, the Members entitled to vote shall be entitled to determine the number of directors who shall serve on the Board of Directors, elect directors, and transact such other business as may properly come before the meeting.

2.5 Term of Office. Members shall serve staggered three-year terms. Members shall serve no more than three consecutive three-year terms, provided that such term limitation shall not preclude the continued service as a Member of any person elected to serve as Chairperson of the Board or President of the Corporation.

In the event of any change in the number of Members, the initial terms of the new Members shall be prescribed by the Members, or the Voting Directors, to be one, two, or three years as may be necessary to maintain approximate equality among the three classes of Members whose terms expire in successive years.

2.6 Special Meetings. Special meetings of the Members may be called at any time by the Chairperson or the Secretary of the Corporation (or in his or her absence by an Assistant Secretary), and shall be called by the Secretary upon written request (stating the purpose of the proposed meeting) signed by at least one-third of the Members entitled to vote at such meeting, or upon written request (stating the purpose of the proposed meeting) signed by at least one-third of the Voting Directors. All special meetings shall be held at the principal office of the Corporation, wherever located, or at such place within or without the State of Delaware, or by remote communication instead of at any place in the sole discretion of the Voting Directors, as may be designated in the notice or waiver of notice of such meeting. At any special meeting of Members, only such business may be transacted as is related to the purpose or purposes of such meeting set forth in the notice or waiver of notice of such meeting.

2.7 Notice. Notice of annual and special meetings of Members of the Corporation shall be in writing, signed by the Corporation's Chairperson or Secretary, and sent to each Member entitled to vote thereat by mail addressed to the address appearing on the records of the Corporation, or by

electronic transmission if given by a form of electronic transmission consented to by the Member, not less than ten (10) days and not more than sixty (60) days before the time designated for such meeting. All notices of meetings shall state the place, if any, the date and hour of the meeting, the means of remote communication, if any, by which Members may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

If an adjournment is for less than 30 days, at least one day's notice of such adjourned date shall be given in the manner provided in this section to each Member who was not present at such meeting. If an adjournment is for more than 30 days, notice of the meeting shall be given to each Member entitled to vote at the meeting in the manner provided for in this Article.

A Member's consent to receive notice by electronic transmission may be revoked by written notice of the Member to the Corporation, or if the Corporation is unable to deliver two consecutive notices by electronic transmission and such inability becomes known to the person responsible for giving the notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

For the purposes of these By-laws, electronic transmission means any form of communication, not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by the recipient and that may be directly reproduced by the recipient in paper form through an automated process. Electronic mail messages are included in this form of communication.

2.8 Waiver of Notice. Whenever notice is required to be given by law, the Certificate of Incorporation or these By-Laws, a written waiver (including by electronic communication), signed by the Member entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to notice. All such waivers of notice shall be made a part of the minutes of such meeting. The attendance of the Member at a meeting shall constitute waiver of notice of such meeting, except when the person 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice.

2.9 **Proxies.** Any Members entitled to vote at any meeting may vote by proxy. The proxy shall be in writing and shall be revocable at the will of the Member executing the same, except as otherwise provided by law. Unless the duration of the proxy shall be otherwise specified in the proxy, it shall be invalid upon the expiration of three years from the date of its execution.

2.10 **Quorum and Voting.** The presence in person or by proxy of not less than one-third of the Members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Members, but a smaller number may adjourn a meeting to a later date if no quorum is present. The affirmative vote of a majority of such Members entitled to vote on the subject matter and present in person or represented by proxy at the meeting where there is a quorum shall be the act of the Members. The Members shall have the exclusive right to vote on all matters pertaining to the affairs of the Corporation on which a vote of the Members is required by law or by these By-Laws or deemed by the Board of Directors to be desirable. Each Member in good standing and entitled to vote shall be entitled to one vote at all meetings of Members.

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to a later date providing notice in the manner described in Section 2.7.

2.11 **Consent of Members in Lieu of Meeting.** Any action required to be taken at any annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action taken, shall be unanimous and signed by all Members. The consent or consents in writing shall be delivered to the Corporation to its registered office in Delaware, its principal place of business or an officer of the Corporation having custody of the book in which proceedings of Members' meetings are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Every written consent shall bear the date of the signature of each Member who signs the consent. No consent shall be effective to take the corporate action referred to therein, unless within 60 days of the earliest dated consent delivered in the manner required by this Section to the Corporation, written consents signed all Members are delivered to the Corporation.

Any electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder shall be deemed to be written, signed and dated for the purposes of this Section, provided that any such transmission sets forth or is delivered with information from which can be

determined that such transmission was transmitted by the Member or Member's proxy, and the date on which the Member or Member's proxy transmitted such transmission. The date on which such transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by such transmission shall be deemed to have been delivered until such consent is reproduced in paper form and delivered to the Corporation.

2.12 Organization. At every meeting of Members, the Chairperson, or in the absence of Chairperson, the Vice Chairperson of the Board of Directors, shall act as chairperson of the meeting. The Secretary, or in the absence of the Secretary, one of the Assistant Secretaries, shall act as secretary of the meeting. In case none of the officers above designated to act as chairperson or secretary of the meeting, respectively, shall be present, a chairperson or a secretary of the meeting, as the case may be, shall be chosen by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

2.13 Order of Business. The order of business at all meetings of Members shall be determined by the chairperson of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

ARTICLE 3

DIRECTORS

3.1 Powers. All corporate powers shall be exercised by the Voting Directors, except as otherwise expressly provided by the law or by the Certificate of Incorporation or by these By-Laws, but the directors shall act only as a board and the individual directors shall have no power as such.

3.2 Number. The number of directors constituting the Corporation's Board of Directors shall be not less than three (3) Voting Directors plus that number of directors not entitled to vote as shall be determined by the Voting Directors from time to time, subject to Section 3.5 of this Article. Subject to such minimum, the number of directors may be increased or decreased from time to time by resolution of the Voting Directors (but such action shall

require a vote of a majority of the Voting Directors) and no decrease shall shorten the term of any incumbent directors.

3.3 Term of Office. Each director shall be elected for a three-year term, provided that no director may serve more than three consecutive three-year terms, and provided further, however, that in certain exceptional circumstances, the term of a director may be extended by vote of a majority of the Voting Directors in favor of a resolution setting forth the circumstances which such Voting Directors consider exceptional and the length of such extended term.

The term limitations shall not preclude the continued service of any person to serve as Chairperson or President of the Corporation.

Voting Directors shall serve staggered three-year terms. Voting Directors shall be divided into three classes in order that their terms expire in successive years. In the event of any change in the number of Voting Directors, the initial terms of the new Voting Directors shall be prescribed by the Members or the Voting Directors to be one, two or three years as may be necessary to maintain approximate equality among the three classes of Voting Directors.

3.4 Qualification of Directors. Each director shall be at least 18 years of age. No more than 20% of the Voting Directors shall be paid staff members. A paid staff member serving on the Board of Directors shall not serve as the Chairperson. The Board of Directors will seek to promote pluralism and diversity among its membership. Directors need not be Members.

3.5 Classification of Directors. The Board of Directors shall be comprised of the following:

- (a) At least three Voting Directors, one of whom shall be the Corporation's President;
- (b) The Secretary and Treasurer of the Corporation who shall be ex officio, non-voting directors;
- (c) Emeritus directors who shall be non-voting directors; and
- (d) Non-voting directors appointed by the Voting Directors.

3.6 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least two times a year, evenly spaced, at such places, within or without the State of Delaware,

and at such times as may be fixed from time to time by resolution of the Voting Directors. If the Board of Directors shall establish an Executive Committee of at least five Voting Directors who shall meet at least three times, evenly spaced per calendar year, the full Board of Directors may hold a minimum of one meeting per year. The Chairperson or the Secretary may call, and upon written request signed by any two directors the Secretary shall call, special meetings of the Board of Directors

3.7 Attendance. Directors are expected to attend all meetings of the Board of Directors, whether regular meeting or special meetings, either in person or by means of conference telephone or other communications equipment by which all participants can hear each other, and such participation shall constitute presence in person at the meeting. If a director fails to attend three (3) consecutive meetings of the Board of Directors or Executive Committee, the Board of Directors shall evaluate the director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors and, if it appears to be in the best interest of the Corporation, may declare the position vacant consistent with the provisions of Section 3.14.

3.8 Notice. Notice of regular meetings of the Board of Directors may be in writing, by telephone or by electronic transmission, if given by a form of electronic transmission consented to by the director, and shall be transmitted to each director's last known address, phone number or email address at least five days before the time designated for such meeting. Notice of special meetings of the Board of Directors shall be in writing, signed by the Chairperson or the Secretary, and shall be sent to each director by mail or addressed to such director's last known address or by electronic transmission, if given by a form of electronic transmission consented to by the director, addressed to such director's last known email address at least five days before the time designated for such meeting.

3.9 Waiver of Notice. Any meeting of directors and any action otherwise properly taken at such meeting shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including by electronic communication) before, at or after such meeting by all Voting Directors to whom timely notices were not sent as provided by these By-Laws.

3.10 Quorum. One-third of the Voting Directors in office, but not less than two (2) Voting Directors, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn a

meeting to a later date if no quorum is present. Notice of such adjourned meeting shall be given in the manner provided in Section 3.8 to each director who was not present at the meeting, that was adjourned.

3.11 Action by the Board. Except as otherwise expressly required by law or by these By-Laws, the act of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.12 Participation in Meeting by Conference Telephone. Any or all directors on the Board of Directors may participate in a meeting by conference telephone or similar communications equipment, so long as those directors participating in such meeting can hear one another.

3.13 Action by Unanimous Written Consent. Any other provisions of these By-Laws to the contrary notwithstanding, any action required or permitted to be taken at any meeting of the Board of Directors or of the Executive Committee or of any other committee thereof may be taken without a meeting, if all Voting Directors on the Board of Directors or committee consent in writing or by electronic transmission. The writings or electronic transmissions must be filed with the minutes of the proceedings of the Board of Directors or the committee. Such filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

3.14 Vacancies and Newly-Created Directorships. Vacancies and newly-created directorships may be filled by a majority vote of the Voting Directors then in office although less than a quorum or by a sole remaining director or by the Members at a special meeting called for such purpose. A director elected to fill a vacancy shall hold office until the next election of the class for which such director has been chosen and until his successor is elected and qualified.

3.15 Resignation. Any director may resign at any time upon written notice to the Secretary, or the President or other officer if the Secretary is resigning. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

3.16 Removal. Each director shall continue for the term of office to which such director is elected and until his or her successor shall have been elected and shall qualify, or until his or her earlier death, resignation or removal. The term of office of any director may be

terminated at any time or the classification of a director may be changed at any time, with or without cause, but only by majority vote of all of the Members then in office or by majority vote of all of the Voting Directors then in office.

3.17 Organization. At each meeting of the Board, the Chairperson, or in the Chairperson's absence, the Vice Chairperson of the Board, or in the Vice Chairperson's absence a chairperson chosen by the majority of the Voting Directors present, shall preside. The Secretary shall act as secretary at each meeting of the Board of Directors, or in the Secretary's absence, an Assistant Secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Secretary and Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

ARTICLE 4 **COMMITTEES**

4.1 Executive Committee. The Voting Directors by resolution may designate two or more Voting Directors to constitute an Executive Committee which shall have and may exercise, so far as may be permitted by law, all the powers of the Board of Directors in the management of the property and affairs of the Corporation in the intervals between meetings of the Board of Directors. The Executive Committee shall act in such intervals as the governing body of the Corporation and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it, except that it shall not have the power or authority to amend the Certificate of Incorporation, to adopt an Agreement of Merger or Consolidation, to recommend to the Members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, to recommend to the Members a Dissolution of the Corporation or a Revocation of Dissolution, or to amend the By-Laws of the Corporation. The Voting Directors serving on the full Board of Directors shall fill any and all vacancies in the Executive Committee and from time to time may appoint alternate members of the Executive Committee to serve in the temporary absence or disability of any member. Such designation of a member, or such appointment of an alternate member, of the Executive Committee may be terminated at any time, with or without cause, and any member or alternate member of said Committee may be removed, with or without cause, at any time, by the Voting Directors serving on the full Board of Directors.

4.2 Organization and Meetings of the Executive Committee. The Chairperson of the Board shall be ex officio Chairperson of the Executive Committee, the President shall be a member of the Executive Committee, and the Secretary or an Assistant Secretary of the Corporation shall act as secretary thereof. The Board of Directors may appoint a Vice Chairperson of the Executive Committee, who shall be the Vice Chairperson of the Board of Directors. In the absence of any such Chairperson or Vice Chairperson of the Executive Committee and/or of the Secretary or an Assistant Secretary, at any meeting of the Executive Committee, the Committee shall appoint a chairperson or secretary of the meeting, as the case may be. The Executive Committee may adopt rules governing the time of, and/or method of calling and/or holding, its meetings and may also adopt rules governing the conduct of its affairs.

The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

4.3 Other Committees. The Voting Directors serving on the Board of Directors may also, by resolution, appoint a nominating committee, an audit committee and other committees and, to the extent permitted by law, may delegate to any such committee such lawful powers as the Voting Directors shall determine. In each such case the Voting Directors shall appoint a chairperson for such committee. The Voting Directors may, by resolution, appoint non-directors to serve on committees designated by the Board of Directors.

4.4 Ex Officio Committee Membership. The Chairperson of the Board and President shall be ex officio members of all committees appointed by the Board of Directors.

4.5 Quorum and Manner of Acting. A majority of the voting members of a committee, including the Executive Committee, shall constitute a quorum for the transaction of business, and the act of a majority of those Voting Directors present at a meeting at which a quorum is present shall be the act of that committee. The members of the Executive Committee and of any other committees shall act only as a committee.

ARTICLE 5

OFFICERS

5.1 Officers. The officers of the Corporation shall be a Chairperson of the Board, a Vice Chairperson of the Board, a President, a Secretary and a Treasurer, and such other officers as

the Voting Directors shall determine, each to have such duties or functions as are provided in these By-Laws or as the Voting Directors may from time to time determine. Officers shall be elected by the Voting Directors at the annual meeting of the Board of Directors in each year. The President shall be a Voting Director of the Corporation and its chief executive officer. The President shall make nominations for the election of officers who are also employees of the Corporation. The Secretary and Treasurer shall be employees of the Corporation and ex officio, non-voting directors of the Corporation. One person may hold any two or more of the foregoing offices, except that the President shall not hold the office of Secretary or Treasurer.

5.2 Term. The term of office of each officer (including any officer who may occupy an additional office created by the Board of Directors) shall be one year and until his or her successor is elected and qualified.

5.3 Removal. The Chairperson, Vice Chairperson of the Board and President may be removed either with or without cause by resolution passed by the Voting Directors at any regular or special meeting of the Board of Directors, but only by a majority vote of all the Voting Directors then in office. Other officers may be removed by the Voting Directors consistent with Sections 3.10 or 3.13. Those officers who are employees of the Corporation shall automatically be removed upon the termination of their employment. If an officer fails to attend three (3) consecutive meetings of the Board of Directors or Executive Committee, the Board shall evaluate the officer's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors and, if it appears to be in the best interest of the Corporation, may declare the position vacant.

5.4 Resignations. Any officer may resign at any time by giving written notification to the Secretary, or to the President or other officer if the Secretary is resigning. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.5 Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or other cause shall be filled for the unexpired portion of the term by the Voting Directors at any regular or special meeting.

5.6 Chairperson of the Board. The Chairperson shall preside at all meetings of the Members, of the Board of Directors, and of the Executive Committee, and shall perform such

other duties as are provided in these By-Laws and as from time to time may be assigned by the Voting Directors.

5.7 Vice Chairperson of the Board. The Vice Chairperson of the Board shall, in the absence of the Chairperson of the Board, preside at meetings of the Members, of the Board of Directors, and of the Executive Committee, and shall perform such other duties as may from time to time be assigned by the Chairperson of the Board or the Voting Directors.

5.8 The President. The President shall be a Voting Director of the Corporation and the chief executive officer of the Corporation. The President shall have general supervision over the affairs of the Corporation, subject, however, to the control of the Voting Directors. In general, the President shall perform all the duties incident to the office of the chief executive officer of a corporation, and shall have such other duties as are provided for in these By-laws and as from time to time may be assigned by the Voting Directors.

5.9 The Treasurer. The Treasurer shall be an employee of the Corporation and an ex officio, non-voting director of the Corporation. The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation; shall deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Voting Directors; shall make reports on the finances of the Corporation at each annual meeting and when called upon by the President, and shall perform such other duties as shall be assigned by the President or by the Voting Directors. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors, the Chairperson and the President, and, at the expiration of his or her term of office, the Treasurer shall turn over to his or her successor in office all books, moneys and other properties in his or her possession.

5.10 The Secretary. The Secretary shall be an employee of the Corporation and an ex officio, non-voting director of the Corporation. The Secretary shall (a) act as secretary of all meetings of the Board of Directors, the Executive Committee, and the Members of the Corporation and shall keep the minutes thereof in the proper book or books to be provided for that purpose; (b) see that all notices required to be given by the Corporation are duly given and served; (c) have charge of the other books, records and papers of the Corporation; (d) see that the reports, statements and other documents required by law are properly kept and filed; and (e) in general

perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or by the Voting Directors.

ARTICLE 6

CONFLICT OF INTEREST

6.1 Conflict, of Interest. A conflict of interest may exist when the direct, personal financial interest of any director or officer competes with the financial interest of the Corporation. If any such conflict of interest arises with regard to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter. The fact that a director or officer is also a director, officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the corporation also obtains or seeks funds shall not by itself be deemed a conflict of interest.

Moreover, the person having such a conflict shall not participate in any deliberation or decision regarding the matter under consideration, and shall retire from the room in which the Board is meeting. However, that person shall provide the Board with any and all relevant information.

The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during any discussion or vote and did not vote on the matter. When there is a doubt as to whether such a conflict of interest exists, the matter shall be resolved by the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Conflict of interest matters will be formally reviewed at the annual meeting of the Corporation, and a report prepared thereon by the Secretary shall be attached to the Minutes of the Meeting.

ARTICLE 7

GRANTS, CONTRACTS, CHECKS, DRAFTS,

BANK ACCOUNTS, VOTING OF SECURITIES, AND RELATED MATTERS

7.1 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name and behalf of

the Corporation to make any such grants, contributions or assistance, which shall be ratified by the Board of Directors.

7.2 Execution of Contracts. The President and the Treasurer shall have the authority, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances. In addition, the Board of Directors, except as otherwise provided in these By-laws, may authorize any other officer or officers, agent or agents, in the name and on behalf of the Corporation to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

7.3 Loans. The Board of Directors may authorize the President, Treasurer, or any other officer or agent of the Corporation to effect loans and advances at, any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, executive and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation, and when authorized to do so may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances.

7.4 Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.5 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

7.6 Voting of Securities held by the Corporation. Stocks and other securities owned by the Corporation may be voted, in person or by proxy, as the Board of Directors or the Executive Committee shall specify. In the absence of any direction by the Board of Directors or Executive Committee, such stocks and securities shall be voted as the President shall determine.

7.7 **Books and Records.** There shall be kept at the principal office of the Corporation correct books of account of all the business and transactions of the Corporation.

ARTICLE 8

COMPENSATION OF OFFICERS AND DIRECTORS

8.1 **Compensation of Directors.** No compensation of any kind shall be paid to any director for the performance of his or her duties as a director. Subject to the Corporation's conflict of interest policy, this shall not in anyway limit the Corporation's ability to reimburse reasonable travel and other expenses of Voting Directors incurred in the performance of their duties in the ordinary course.

Nothing in this section shall preclude any director (including the Chairperson and the Vice Chairperson of the Board) from serving the Corporation in any other capacity and receiving proper compensation therefor.

8.2 **Compensation of Officers.** In establishing appropriate compensation levels for officers who are paid staff members, the Board of Directors or committee shall:

- recuse/exclude members who receive directly or indirectly a substantial portion of their income from the Corporation;
- rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; and
- document the bases upon which it relies for its compensation determinations.

8.3 **Compensation Committee.** The Board, if it chooses, may establish a compensation committee to set appropriate levels of compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

ARTICLE 9

INDEMNIFICATION

9.1 **Right to Indemnification.** A director, officer or employee (each, an *Indemnitee*) shall be indemnified to the fullest extent permissible by law against claims and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnitee in

connection with the defense or settlement of an action, suit or proceeding brought against such Indemnitee for acts or omissions committed in which such Indemnitee is made a party by reason of the fact that such Indemnitee is or was a director, officer or employee, if such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation.

No indemnification shall be made in respect of any claim, issue or matter as to which the Indemnitee, or former director, officer or employee, shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Entitlement to indemnification shall be made by a quorum of disinterested Voting Directors or by independent legal counsel in a written opinion. Attorneys' fees and other legal expenses incurred by an Indemnitee in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Indemnitee to repay such amount if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement or vote of disinterested directors or otherwise, both as to action in the Indemnitee's official capacity and as to action in another capacity while holding such office.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 10

SEAL

10.1 **Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 11

AMENDMENT OF BY-LAWS

11.1 **Amendment by Members.** Except as provided in Section 11.3 of this Article, these By-Laws, or any one or more of the provisions thereof, may, at any duly constituted annual or special meeting of the Members, be amended by changing, altering, suspending, supplementing or repealing the same, by majority vote of the Members present and entitled to vote at such meeting.

11.2 **Amendments by Directors.** Except as provided in Section 11.3 of this Article, these By-Laws or any one or more of the provisions thereof may also, at any duly constituted annual or special meeting of the Board of Directors, by majority vote of the Voting Directors present at such meeting, be amended by changing, altering, suspending, supplementing or repealing the same; provided that any amendment of these By-Laws by the Board of Directors shall at all times be subject to rescission by the Members, and the Board of Directors shall not have any power to readopt any amendment previously adopted by the Board of Directors which may have been rescinded by the Members.

11.3 **Change of Place of Annual Meeting.** No amendment of these By-Laws changing the time or place for holding any annual meeting of Members for the election of directors shall be made within sixty (60) days preceding the holding of any such meeting.

ARTICLE 12

FISCAL YEAR

12.1 **Fiscal Year.** The fiscal year of the Corporation shall commence on October 1 of each year, subject to change by resolution of the Board of Directors.