

BY-LAWS OF CARNEGIE COUNCIL FOR ETHICS IN INTERNATIONAL AFFAIRS, INC.

Amended and Restated October 20, 2017

**ARTICLE I – NAME**

Section 1. The name of the corporation is CARNEGIE COUNCIL FOR ETHICS IN INTERNATIONAL AFFAIRS, INC. (the "Corporation").

**ARTICLE II - NO MEMBERS**

Section 1. In accordance with the provisions of Section 601(a) of the Not-for-Profit Corporation Law of the State of New York, the Corporation has no members.

**ARTICLE III - TRUSTEES**

Section 1. Through the calendar year ending December 31, 2018, the number of Trustees shall be no more than 16 and no fewer than 10, and effective as of January 1, 2019, the number of Trustees shall be no more than 14 and no fewer than 10.

Trustees shall be elected for a three-year term commencing on January 1 of the next year after the election, and may be re-elected for additional three-year terms, but one year must elapse before a Trustee can be re-elected after serving any two consecutive terms, except as provided in Section 1 and 5 of Article V hereof.

Section 2. Trustees shall be elected at the annual meeting of the Board of Trustees by a majority of the Trustees then in office. Trustees shall be elected by ballot. Ballots will be made available to all members in advance of the Annual Election and may be cast in person or by proxy authorized in writing or by electronic transmission. Administrative details necessary to implement the Council's nomination and election procedures shall be as prescribed by the President in consultation with the Chairman of the Board.

Vacancies occurring in the Board of Trustees for any cause may be filled for the unexpired term by a vote of a majority of the Trustees present at any meeting of the Board of Trustees at which a quorum is present. A Trustee elected to fill vacancies shall serve a regular three-year term renewable as above provided.

Section 3. Trustees retiring from the Board may, because of length and quality of service, be elected as Honorary Trustees at any meeting of the Board by a vote of at least two-thirds of the Trustees present and voting. Such election shall not occur until at least one year after a Trustee has ceased to serve on the Board. Honorary Trustees shall be elected for life. Honorary Trustees shall have voice, but no vote, in all Board meetings.

Section 4. Any Trustee or Honorary Trustee may resign at any time by filing a written resignation with the Secretary.

Section 5. Any action which the Trustees may take hereunder shall be valid in the absence of a meeting if taken by the unanimous written consent of all Trustees then serving.

Section 6. A Trustee who has missed two consecutive meetings of the Corporation may be reviewed by the Nominations Committee. Three consecutive absences may be considered withdrawal from the Board of Trustees.

#### **ARTICLE IV - MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. The Board of Trustees shall hold an annual meeting for the election of Trustees and for the transaction of such other business as may come before the meeting on a date determined in a notice duly given to the Trustees in accordance with Section 2 hereof, and shall hold a semi-annual meeting at such time as the Board may determine at its annual meeting. Other regular meetings of the Board of Trustees shall be held at such times as the Board may determine.

Special meetings of the Board of Trustees shall be held upon the call of the Executive Committee or of the President, or upon the written request of seven members of the Board delivered to the Secretary, to be held at such times as may be fixed by the Executive Committee, the Chairman of the Board or the Trustees requesting such a meeting, as the case may be.

Section 2. Notice of all meetings of the Board of Trustees shall be mailed or e-mailed to each Trustee at least twenty days before an annual, regular or special meeting. Any meeting may be held without notice if all Trustees are present or if those not present waive notice of the meeting.

Section 3. The Board of Trustees shall have and exercise full power in the management and control of the business and affairs of the Corporation.

Section 4. At each meeting of the Board, a majority of the Trustees in office shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the Trustees present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

Section 5. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board of Trustees or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE V - OFFICERS**

Section 1. The officers of the Corporation shall be (a) the Chairperson of the Board, (b) one or more Vice Chairpersons of the Board, and (c) the Treasurer of the Board. Such officers shall be elected at the annual meeting of the Board from among its members. Each shall hold office for one year and may be re-elected five times.

If the Chairperson of the Board shall have served two years or less as Chairperson when his second consecutive term on the Board ends, he may be re-elected for a third term as a Board member without the elapse of one year if the Board decides to elect him for a third year as Chairperson. He may not, however, be re-elected for a fourth term without the elapse of one year.

Other officers, none of whom is required to be a member of the Board at the time of his election or appointment as an officer of the Corporation, may be (d) the President, (e) the Vice President, and (f) the Secretary of the Corporation and the Board. The President shall be appointed by the Board of Trustees, shall serve at its pleasure, and shall receive such salary as the Board determines. Upon his appointment by the Board, the President shall be a full voting member of the Board of Trustees and the Executive Committee of the Corporation and shall remain on the Board of Trustees and the Executive Committee of the Corporation for so long as he remains President of the Corporation. The Vice President and Secretary shall be appointed by the President, subject to approval by the Board, and, subject to the Board's approval, shall serve at the President's pleasure, and shall receive such salary, if any, as the President determines.

Section 2. The Chairperson of the Board shall preside at all meetings of the Board of Trustees. He shall be a member of all standing committees. In the absence or disability of the Chairperson of the Board, his duties shall be performed by one of the Vice Chairpersons of the Board.

Section 3. The President shall be the chief administrative officer of the Corporation. The President shall have custody of the seal and shall affix the same when directed to do so by the Board of Trustees, or the Executive Committee.

Section 4. In the event that the President is unable to perform his or her duties because of sickness or disability, the Board shall have the right and power to select a replacement or replacements for such President to serve at the pleasure of the Board during the period of such sickness or disability.

Section 5. Subject to such limitations as the Board of Trustees or the Executive Committee may from time to time prescribe, the officers of the Corporation shall have such powers and duties as usually pertain to their respective offices, as well as such powers and duties as may from time to time be prescribed by the Board of Trustees or the Executive Committee.

## **ARTICLE VI - COMMITTEES**

Section 1. Pursuant to the power of the Board to appoint committees as set forth in the Corporation's Restated Certificate of Incorporation, there shall be an Executive Committee, a Nominating Committee, and such other standing committees as the Board shall from time to time deem necessary to carry on the work of the Corporation. Committees shall be appointed by the President. Honorary Trustees may serve as non-voting members of committees. The President can invite guests, based on their expertise, to serve as non-voting members of a committee.

Section 2. The Executive Committee shall fix its own rules of procedure.

Section 3. The Executive Committee shall consist of at least four members of the Board, consisting of the Chairperson of the Board, the Vice Chairperson(s) of the Board, the President, the Treasurer, and such number of additional members of the Board as shall be designated by the President and approved by the Board.

Subject to the authority of the Board, the Executive Committee shall exercise all the power of the Board of Trustees in the management, direction and supervision of the business and the conduct of the affairs of the Corporation. It shall meet no less than twice a year between regular Board meetings.

Three members of the Executive Committee shall constitute a quorum.

The ad interim actions of the Executive Committee shall be presented to the Board of Trustees for ratification at its annual and semi-annual meetings.

The Executive Committee shall have all of the powers as a standing committee of the Board to the extent authorized by the Not-for-Profit Corporation Law of the State of New York.

Section 4. The Nominating Committee shall consist of three persons, appointed for one year, two years, and three years, respectively, plus the President. It shall be responsible for identifying potential trustees and friends of the organization.

## **ARTICLE VII - FINANCIAL ADMINISTRATION**

Section 1. The fiscal year of the Corporation shall begin July 1 and end June 30 of the succeeding year.

Section 2. The budget for each fiscal year for the Corporation shall be submitted at the semi-annual meeting of the Board by the Executive Committee.

Section 3. All checks, orders, bills or drafts drawn upon the Corporation for the payment of money shall be signed by any two officers or employees of the Corporation as the Board shall designate at each annual meeting or as required by circumstances.

Section 4. The Treasurer shall cause books and records of the Corporation to be audited at the

close of each fiscal year by an independent certified public accountant chosen by the Executive Committee, and an audit report and certificate shall be submitted by said certified public accountant to the Board.

## **ARTICLE VIII - ANNUAL REPORT**

Section 1. At each annual meeting of the Board of Trustees of the Corporation, the President shall present a report summarizing the year's activities.

Section 2. At each annual meeting of the Board of Trustees of the Corporation, the Treasurer shall (i) render a statement of the condition of the finances of the Corporation as provided in Section 519 of the Not-for-Profit Corporation Law of the State of New York and (ii) make an annual report to the Board concerning assets held for a specific purpose, the use made of such assets and the income thereof as provided in Section 513(b) of the Not-for-Profit Corporation Law of the State of New York.

## **ARTICLE IX - AMENDMENTS**

Section 1. The By-Laws of the Corporation may be added to, amended or repealed, in whole or in part, by the Board of Trustees, by a majority vote of the Trustees present at any meeting at which a quorum is present, provided that notice of the proposed addition, amendment or repeal has been given to each Trustee in the notice of such meeting; or, in the absence of a meeting, by the unanimous written consent by all Trustees then serving.

## **ARTICLE X - INDEMNITY**

Section 1. The Corporation shall indemnify any person (and his heirs, executors, or administrators) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors, or administrators in connection with such action, suit, or proceeding, including appeals.

Section 2. The Corporation shall pay expenses as incurred in defending any action, suit or proceeding described in section 1 of the Article in advance of the final disposition of such action, suit or proceeding, including appeals.

Section 3. The Corporation may purchase and maintain insurance on behalf of any person described in section 1 of this Article against any liability asserted against him, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

Section 4. The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Corporation and each Trustee, officer, employee, or agent who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state or facts or any action, suit, or proceeding then or theretofore existing, or any action, suit, or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provisions of this Article shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such Trustee, officer, employee, or agent may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of Trustees, or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

Section 5. For purposes of this Article, reference to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a Trustee, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such Trustee, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

## **ARTICLE XI – CONFLICT OF INTEREST**

Section 1: A conflict of interest arises when a Trustee involved in making a decision is in a position to obtain a material financial benefit, directly or indirectly, from his or her dealing with the organization or a person conducting business with the Corporation. Trustees shall be alert to avoid any action which could possibly be interpreted as a use of board membership to further his or her own interests. All Trustees shall complete a conflict disclosure form at the start of every calendar year.

At the initiative of any Trustee, the Chair of the Corporation shall be asked to rule on whether a conflict of interest exists and how the conflict of interest policy should be applied. The intent of this policy is to avoid accusations of self-interest, and therefore the appearance of conflict may be as significant as an actual conflict.