

Matrix of Amended and Restated Articles of Incorporation

REVISED PROVISION	REASON FOR CHANGE, IF ANY
<p>PREAMBLE</p> <p>This Corporation is organized as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act (D.C. Code Title 29, Chapter 4, hereinafter referred to as the “Act”), and hereby adopts the following Articles of Incorporation:</p>	<p>No material change.</p>
<p>ARTICLE I. NAME</p> <p>The name of the corporation (hereinafter referred to as the "Corporation") is: Council for Advancement and Support of Education.</p>	<p>Insertion of defined term “Corporation” for cross-reference.</p>
<p>ARTICLE II. DURATION</p> <p>The duration of the Corporation shall be perpetual.</p>	<p>New provision expressing CASE will perpetually exist unless the organization elects to terminate its existence.</p>
<p>ARTICLE III. PURPOSES</p> <p>a. The Corporation is incorporated as a nonprofit corporation under the Act and is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended, or the corresponding provision of any subsequent federal tax laws (hereinafter collectively referred to as the “Code”). Specifically, and without limitation, the Corporation shall:</p> <ul style="list-style-type: none"> i. Develop and foster sound relationships between member educational institutions and their constituencies; ii. Provide training programs, products, and services in the areas of alumni and constituent relations, marketing and communications, philanthropy, and advancement services; 	<p>Reflect requirements related to CASE’s section 501(c)(3) tax-exempt status and to clarify the specific purposes for which CASE is organized</p>

<ul style="list-style-type: none"> iii. Provide advocacy and thought leadership for the advancement and support of education worldwide; and iv. Produce and foster research and data initiatives, including development of educational advancement-related metrics, benchmarks and analytics. <p>b. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however that:</p> <ul style="list-style-type: none"> i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes; ii. Except as provided and permitted under Sections 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office; iii. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code; iv. During any period that the Corporation is deemed to be a private foundation as described in Code Section 509(a), the Corporation: 	<p>Expresses tax-exempt status related restrictions and operating requirements on CASE's activities.</p>
---	--

<p>(1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;</p> <p>(2) shall not engage in any act of self-dealing as defined in Code Section 4941(d);</p> <p>(3) shall not retain any excess business holdings as defined in Code Section 4943(c);</p> <p>(4) shall not make any investments in such manner as to subject it to tax under Code Section 4944; and</p> <p>(5) shall not make any taxable expenditures as defined in Code Section 4945(d).</p>	
<p>ARTICLE IV. MEMBERS</p> <p>The Corporation shall have members, whose qualifications, rights and obligations shall be as prescribed in the bylaws of the Corporation.</p>	<p>Consolidated and removed duplicative provisions. While the articles should reflect CASE is a membership organization, the classes and corresponding rights and conditions of each membership class should be stated in the Bylaws to avoid duplicative or inconsistent provisions.</p>
<p>ARTICLE V. BOARD OF TRUSTEES</p> <p>Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws, which may contain any provision that is not inconsistent with law or these Articles. The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees (“Board of Trustees” having the same meaning as “Board of Directors” under the Act). The number of trustees (“trustees” having the same meaning as “Director” under the Act) and the method of election or appointment of the trustees of this Corporation shall be as provided in the Bylaws of this Corporation.</p>	<p>No material change. Clarifies that the Board of Trustees is ultimately responsible for the management and overall strategic direction of CASE, and that the composition of the Board will be further detailed in the Bylaws.</p>
<p>ARTICLE VI. REGISTERED AGENT AND ADDRESS</p>	

<p>The principal office of the Corporation shall be located within or without the District of Columbia as determined by the Board of Trustees. The name and address of the registered agent of this Corporation in the District of Columbia is:</p> <p style="text-align: center;">CT Corporation System 1015 15th Street, N.W., Suite 1000 Washington, D.C. 20005</p>	<p>Omit reference to location of principal office, which is subject to change. The exact name and address of the registered agent is a DC filing requirement.</p>								
<p>ARTICLE VII. INCORPORATORS</p> <p>The names and addresses of each incorporator of the Corporation is:</p> <table border="0"> <thead> <tr> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Address</u></th> </tr> </thead> <tbody> <tr> <td>Winston E. Forrest, Jr.</td> <td>7004 Meadow Lane Chevy Chase, Maryland 20815</td> </tr> <tr> <td>John W. Leslie, Jr.</td> <td>5410 Connecticut Avenue, N.W. Washington, D.C. 20015</td> </tr> <tr> <td>John Holt Myers</td> <td>102 E. Melrose Street Chevy Chase, Maryland 20815</td> </tr> </tbody> </table>	<u>Name</u>	<u>Address</u>	Winston E. Forrest, Jr.	7004 Meadow Lane Chevy Chase, Maryland 20815	John W. Leslie, Jr.	5410 Connecticut Avenue, N.W. Washington, D.C. 20015	John Holt Myers	102 E. Melrose Street Chevy Chase, Maryland 20815	<p>This provision is a DC filing requirement</p>
<u>Name</u>	<u>Address</u>								
Winston E. Forrest, Jr.	7004 Meadow Lane Chevy Chase, Maryland 20815								
John W. Leslie, Jr.	5410 Connecticut Avenue, N.W. Washington, D.C. 20015								
John Holt Myers	102 E. Melrose Street Chevy Chase, Maryland 20815								
<p>ARTICLE VIII. MISCELLANEOUS</p> <p>Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its trustees are as follows:</p> <p>a. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation shall be distributed for one or more of the Corporation's exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Trustees</p>	<p>Clarify dissolution requirements, consistent with requirements related to CASE's tax-exempt status.</p>								

may determine, and, to the extent required by the Act and the Bylaws, by the members.

- b. The personal liability of the officers and trustees of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a trustee or officer of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or failure to take action, as a trustee or officer, except for liability for (i) the amount of financial benefit received by the trustee or officer to which the trustee or officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the officer or trustee in a manner outside the standards of conduct mandated for the officer or trustee by the Act; or (iv) an intentional violation of criminal law.
- c. To the fullest extent permitted by the Act, the Corporation shall indemnify and hold harmless each officer and trustee of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any proceeding to which he or she may be a party by reason of his or her being or having been an officer or trustee of the Corporation. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each officer and trustee.
- d. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Trustees of the Corporation. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.

The liability of a volunteer director and officer of a nonprofit corporation to the corporation or its members may be eliminated (except for certain bad acts), and CASE may limit its liability for the conduct of such volunteers to the extent of its insurance coverages, by including an appropriate provision in the articles regarding immunity and insurance.

New provisions that says the statutory procedures for determining and authorizing indemnification and advancing expenses will be followed, and that CASE will provide indemnity and advances to the maximum extent allowed by law.

<p>ARTICLE IX. AMENDMENT</p> <p>These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; (ii) an amendment to the Articles of Incorporation may be proposed without approval of the Board of Trustees if proposed by 25% or more of the members entitled to vote on the amendment, and any such proposed amendment must be adopted by the affirmative vote of two-thirds of the voting membership of the Corporation; and (iii) that otherwise any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.</p>	<p>New provisions clarifying procedures for future amendments.</p>
---	--

Matrix of Amended and Restated Bylaws Revisions

REVISED PROVISION	DESCRIPTION OF/REASON FOR CHANGE
<p>ARTICLE I—NAME, REGISTERED AGENT, AND OFFICES</p> <p>Section 1. Name. The name of this corporation is Council for Advancement and Support of Education (“CASE”).</p> <p>Section 2. Registered Agent and Offices. CASE shall maintain in the District of Columbia a registered agent, and may have offices within or without the District of Columbia as the Board of Trustees (the “Board”) may designate from time to time.</p>	<p>Added statement of corporate name and consolidated provisions on office locations.</p>
<p>ARTICLE II—PURPOSES AND LIMITATIONS</p> <p>CASE is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Act”) for purposes as set forth in CASE’s Articles of Incorporation (the “Articles”).</p>	<p>Removed overly detailed statement of the purposes of CASE in order to maintain streamlined and consistent governing documents.</p>
<p>ARTICLE III—MEMBERS</p> <p>Section 1. Classes of Members. CASE shall have one class of voting members, known as Institutional Members, and two classes of nonvoting members, known as Educational Associates and Special Affiliates. References to the Educational Associates and Special Affiliates as “members” shall not make such individuals or organizations a member within the meaning of Section 29-401.02(24) of the Act. The qualifications for membership in each category, and the rights of members of such categories, are as set forth in this Article III and these Bylaws.</p> <p>Section 2. Voting Members. The voting members of CASE are the Institutional Members. Institutional Membership shall be limited to: (1) nonprofit educational institutions that are accredited by an agency recognized by the Council on Higher Education Accreditation or a substantially equivalent accreditation agency in the case of institutions located outside the U.S.; (2) nonprofit independent schools and non-U.S. institutions of education that have been appropriately accredited; and (3) nonprofit educational organizations closely associated with institutions described in subsections (1) and (2); <i>provided, however,</i> that no</p>	<p>Consolidated former Articles III and IV into one section, clarified membership structure, provide mechanism for administering organizational memberships, and added procedural details for organizing and conducting membership meetings and effecting member action.</p>

institution shall be eligible for membership as an Institutional Member unless such institution is described in section 501(c)(3) or 511(a)(2)(B) of the Internal Revenue Code of 1986, as amended, or any successor statute ("Code"), or in the case of an educational institution located outside of the U.S., is organized and operated in a manner substantially equivalent to that of an organization described in section 501(c)(3) or 511(a)(2)(B) of the Code.

Section 3. Nonvoting Members. The following are the classes of nonvoting membership:

(a) **Educational Associates.** Any nonprofit organization devoting a substantial portion of its activities to education (including, but not limited to museums and performing arts centers), as determined by the Board in its sole discretion, shall be eligible for nonvoting membership as an Educational Associate. An Educational Associate shall appoint one or more persons as its representative.

(b) **Special Affiliates.** The Board shall have the sole discretion and authority to provide for special, associate, or other categories of nonvoting membership. The Board shall set out by written resolution the name and reason for establishing such category, and the assessments or dues to be charged to these categories of membership (if any).

Individuals and organizations meeting the eligibility requirements for membership will be accepted as members upon (i) providing an application for membership upon the forms prescribed by CASE, accompanied by such documentation of eligibility for membership, as may be required by CASE; (ii) agreeing to comply with these Bylaws and any other policies, procedures, and rules as may be adopted from time-to-time by the Board; and (iii) payment of such membership dues, fees, or assessments as required by the Board.

Section 4. Determination of Membership Dues and Obligation to Pay. The Board shall fix the amount and terms of payment of membership dues, fees and/or assessments for all members. Membership in CASE carries a definite

obligation to pay membership dues, fees and any assessments established by the Board. Membership dues, fees and assessments are not refundable for any reason.

Section 5. Termination and Resignation of Membership. Membership in CASE shall be automatically suspended or terminated, without any requirement of action by the Board, if a member does not pay all required membership dues, in full, by the due date established by the Board. In addition, the Board may, by the affirmative vote of a majority of the Trustees present at a meeting of the Board at which a quorum is present, deny membership to, or terminate membership of any institution or individual if the purposes, policies, or actions of such institution or individual are, in the sole discretion of the Board, deemed inconsistent with CASE policies, or if, the Board determines, in its sole discretion, that denial or revocation of membership is in the best interests of CASE. Membership in CASE also may be terminated by the submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. Any member may resign effective immediately upon written notice to CASE. However, the suspension, termination, non-renewal, or resignation of membership shall not extinguish or relieve such member's financial obligations, including unpaid dues, fees, assessments, or other charges previously accrued, if any, as well as any other financial obligations described elsewhere in these Bylaws.

Section 6. Voting Rights. Institutional Members shall be entitled to vote on all matters submitted to a vote of the membership by the Board. Each Institutional Member shall have one vote on all matters submitted to a vote of the Institutional Members. Educational Associates and Special Affiliates shall have no voting rights. Institutional Member Employees may hold office. Institutional Member Employees, Educational Associates, and Special Affiliates may enjoy the privileges of membership which are respectively provided to Institutional Member Employees, Educational Associates, and Special Affiliates, as determined by CASE.

Section 7. Annual and Regular Meetings. Annual meetings of the members may be held at such time and place, either within or without the District of Columbia, as may be designated by the Chair or the President, upon at least ten days' prior notice. The Board may provide by resolution the time and place, either

within or without the District of Columbia, for the holding of additional regular meetings of the members without notice required other than these Bylaws and such resolution.

Section 8. Special Meetings. Special meetings of the members may be called by or at the request of the Chair, the President, the majority of the entire Board, or at the written demand of at least 25% of the Institutional Members. The person or persons authorized to call special meetings of the members may fix any place, either within or without the District of Columbia, as the place for holding any special meeting called by them.

Section 9. Notice. Notice of any special meeting of the members shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten days and not more than 60 days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any member may waive notice of any meeting before, at or after such meeting.

Section 10. Quorum. The presence of at least 100 Institutional Members, by and through their Authorized Representatives, shall constitute a quorum for the transaction of business at any annual or special meeting of the members.

Section 11. Presiding Officer. The Chair shall serve as the presiding officer at all meetings of the members. In the absence of the Chair from any meeting of the members, the Chair-Elect shall serve as temporary Chair.

Section 12. Manner of Acting. Each Institutional Member shall appoint one representative (the "Authorized Representative") to whom CASE shall direct correspondence and who shall have the power to represent, and vote on behalf of, such Institutional Member at all meetings and to sign on behalf of such Institutional Member all votes, consents, waivers, or proxy appointments. Institutional Members may from time to time designate employees to receive correspondence, attend CASE-sponsored meetings and events, and enjoy the other privileges of membership provided to Institutional Members as determined by CASE ("Institutional Member Employees"). Each Institutional Member shall also appoint a nonvoting

membership coordinator (the "Membership Coordinator") for purposes of correspondence, invoicing, and payment of membership dues, fees and assessments, and administering the institution's membership. Each Institutional Member shall notify CASE of who the Institutional Member's Authorized Representative, Institutional Member Employees, and Membership Coordinator shall be. The Authorized Representative shall be (1) an employee who is the chief advancement officer (or similarly titled individual) of the Institutional Member, or (2) such person's designee. The Membership Coordinator shall be an employee of the Institutional Member. In the event that an Institutional Member desires to change its Authorized Representative, Institutional Member Employees, and/or Membership Coordinator, the Institutional Member shall provide prompt written notice to CASE of such change. The act of a majority of the Members represented by their Authorized Representatives at a duly called meeting of the Members at which a quorum is present shall be the act of the Membership, except as otherwise provided by law, by the Articles, or by these Bylaws.

Section 13. Teleconferencing / Electronic Meetings. Where and in the manner authorized by the Board and to the extent permitted by the Act, any person participating in a meeting of the members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 14. Action without a Meeting. Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting and by written ballot, provided that (1) at least a majority of the Institutional Members approve of such action, and (2) at least 100 Institutional Members cast votes by ballot. Such ballots may be submitted to, and returned by, the Authorized Representatives of Institutional Members electronically. The ballot must set forth each proposed action, the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter other than the election of Trustees, and the date by which the ballot must be returned. For each proposed action, the ballot must

<p>provide the opportunity to vote for, vote against, or withhold a vote. The Board shall set a final date for receiving ballots, which shall be no fewer than 30 days from the date of the submission of such ballots to the Institutional Members.</p> <p>Section 15. Minutes and Parliamentary Procedure. Full minutes of each meeting of the membership shall be recorded by the Secretary, containing results of the deliberations of the membership. The minutes shall be submitted to the members for approval at the subsequent meeting of the members. All meetings of the membership shall be conducted in accordance with the latest edition of <i>Robert's Rules of Order</i>, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Articles, the Act, or rules adopted by the Board or the Institutional Members.</p>	
<p>ARTICLE IV—BOARD OF TRUSTEES</p> <p>Section 1. Authority and Responsibility. The affairs of CASE shall be managed by the Board. It shall be the Board's duty to carry out the objectives and purposes of CASE, and to this end the Board may exercise all powers of CASE. The Board shall be subject to the restrictions and obligations set forth by law and in the Articles and Bylaws.</p> <p>Section 2. Number, Election, and Term.</p> <p>(a) Number. The number of voting Trustees (including Special Appointees) shall be not less than 13 nor more than 21, the certain number to be determined by the Board. Up to three individuals may be appointed by the Chair as Special Appointees. All but three of the voting Trustees must be Institutional Member Employees; up to three individuals who are not Institutional Member Employees may serve as voting Trustees.</p> <p>(b) Election. With the exception of the President, who shall be an ex officio, nonvoting member of the Board and the Special Appointees, who shall be appointed by the Chair, the Trustees shall be elected by the Institutional Members according to the following procedures:</p>	<p>Addresses the duties of the board, the makeup of the members of the board, how trustees are nominated and elected, including removal and how vacancies are filled, how meetings are conducted and called, and voting and quorum requirements. Wherever possible, this draft captures the core substance of former Article V and XV while at the same time shaping the documents to be more similar to contemporary nonprofit organization bylaws.</p>

(i) **Election of Regional Trustees.** At least half of the Trustees shall be elected by the Institutional Members from among candidates nominated by the Leadership Committee and presented by the Board to the Institutional Members (the “Regional Trusteeships”). Open Regional Trusteeships shall be assigned to Regional Councils in proportion to the number of Institutional Members within such Regional Council, provided that each Regional Council shall be assigned at least one Regional Trusteeship. For each open Regional Trusteeship assigned to a Regional Council, the Regional Council will submit three candidates to the Leadership Committee for consideration and the Leadership Committee shall recommend one candidate as the nominee for each open position. The Leadership Committee’s recommendations shall be presented to the Board and the Board shall select the nominees and submit them to the Institutional Members for election.

(ii) **Election of Trustees-at-Large.** Up to half of the Trustees shall be elected by the Institutional Members from among candidates recommended by the Leadership Committee and nominated by the Board for election to the Board.

(iii) **Presentation of Nominees.** The Board shall present the list of candidates nominated for Regional Trusteeship and Trustees-at-Large to the Authorized Representatives of each of the Institutional Members no later than 60 days prior to the date upon which the election for such Trusteeships shall be held.

(c) **Special Appointees.** In the event the Chair determines, in his or her sole discretion, that there is a pressing organizational need, the Chair may designate up to three individuals to serve as a Trustee, and such individuals will be known as “Special Appointees.”

(d) **Term.** With the exception of the President and Special Appointees, each Trustee shall hold office for a term of three years; provided, however, that Trustees shall serve until their successors have been duly

elected and have qualified. Special Appointees shall hold office for a term of one year. No Trustee may serve more than two consecutive terms, except that Trustees who are also Officers may serve for up to ten consecutive years, fulfilling a partial or complete term as a Special Appointee is not considered against term limits, and the President shall continue to serve at the pleasure of the Board. The terms of Trustees may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board. To this end, the terms of one or more Trustees may be extended or abbreviated, as determined by the Board.

Section 3. Removal or Resignation of Trustees. Any Trustee may be removed from office at any time for cause by the majority vote of the Institutional Members at a meeting of the Institutional Members at which a quorum is present. Any Trustee may also be removed from office for cause at any time for cause by the majority vote of the Trustees at a meeting of the Board at which a quorum is present. Special Appointees may be removed from office at any time for cause by the Chair or by the majority vote of the Trustees at a meeting of the Board at which a quorum is present. Grounds constituting “cause” shall be determined by the Board in its sole discretion, and may include but is not limited to engaging in misconduct that causes or may cause material harm to CASE, including to the reputation or mission of CASE. Any Trustee may also be removed by the Board if they do not attend three consecutive board meetings and their absences are not excused by the Board. Any individual removed as a Trustee pursuant to this Section 3 shall also be deemed removed from any office held at the time of removal. Any Trustee may resign at any time by giving written notice to the Chair, President, and Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. Any vacancy occurring in the Board or any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled at any time by the majority of the remaining Board members in office. A Trustee selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5. Emergency Powers. In the event of an emergency, the Board may modify lines of succession to accommodate the incapacity of any Trustee, Officer, employee, or agent. In the event of an emergency, the Board may also relocate the principal office, designate alternative principal offices or regional offices, or authorize Officers to perform such acts.

Section 6. Regular and Special Meetings. At least three regular meetings of the Board shall be held each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Board. Special meetings of the Board may be called by or at the request of the Chair, President, or any two Trustees. The person or persons authorized to call special meetings of the Board may fix the time and place of any special meeting of the Board called by them.

Section 7. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each Trustee by delivering notice to the Trustee personally, by telephone, facsimile, mail, courier, electronic mail, or other means of electronic transmission at least 14 days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice.

Section 8. Waiver of Notice. A Trustee may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Trustee (which may include an email or other electronic record), and which shall be filed with the minutes of proceedings of the Board or the corporate records. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum; Action by Board. A majority of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the voting Trustees present at a meeting at which a

quorum is present shall be the act of the Board, except as otherwise provided by law, by the Articles, or by these Bylaws. Each Trustee other than the President shall have one vote on all matters submitted to a vote of the Board. No Trustee voting by proxy shall be permitted.

Section 10. Videoconferencing and Teleconferencing. Any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

Section 11. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to CASE. Action taken under this Section 11 shall be the act of the Board when one or more consents signed by all of the members of the Board are delivered to CASE, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to CASE by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section 12. Minutes and Records of Action. Minutes of each meeting of the Board and records of each action taken without a meeting by the Board shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board for approval at the subsequent meeting of the Board. Minutes and records of action shall be maintained permanently among the records of CASE as required by the Act.

Section 13. Procedure. All meetings of the Board shall be conducted in accordance with such rules of order as may be established by the Chair. In establishing such rules, the Chair shall be guided by applicable provisions of the latest edition of *Robert's Rules of Order*, to the extent that such provisions are not inconsistent with these Bylaws, the Articles, the Act, or rules adopted by the Board.

ARTICLE V- BOARD OFFICERS

Section 1. Board Officers. The Board Officers of CASE shall be a Chair, Chair-Elect, President, Secretary, and Treasurer, and such other officers as may be determined by the Board (“Board Officers”), each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. The offices of Chair, Chair-Elect, President, Treasurer, and Secretary may not be held by the same person; otherwise, the same individual may simultaneously hold more than one office.

Section 2. Election, Term, and Qualifications. The Board Officers other than the President shall be elected by the Institutional Members. The President shall be appointed by the Board and shall have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. With the exception of the President and any other officer other than the Chair, Chair-Elect, Secretary, or Treasurer appointed by the Board, each Board Officer shall hold office for a term of two years; provided, however, that Board Officers shall serve until their successors have been duly elected and have qualified. The Chair and Chair-Elect shall serve no more than one consecutive term, and the Secretary and Treasurer shall serve no more than two consecutive terms.

Section 3. Removal or Resignation of Board Officers. Any Board Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present. Any removal will be without prejudice to the contractual rights of such officer, if any, with CASE. Any Board Officer may resign at any time by giving written notice to the Chair, President, Secretary, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Board Officer position may be filled at any time by the Board for the unexpired portion of the term. Vacancies may be filled or new Board Officer positions may be created and filled at any meeting of the Board.

Lists all the board-appointed officers and their duties, and explains how officers are nominated and elected as well as how vacancies are filled.

Section 5. Chair. The Chair shall be the presiding officer at all meetings of the Board, the Executive Committee, and meetings of the members. The Chair shall not serve more than one consecutive term as such.

Section 6. Chair-Elect. The Chair-Elect shall act as Chair in the absence of the Chair. The Chair-Elect shall not serve more than one consecutive term as such. Upon the completion of the Chair-Elect's term, the Chair-Elect shall succeed to the position of Chair.

Section 7. President. The President (who may have the title of President or President and Chief Executive Officer) shall be the chief executive officer of CASE and shall in general supervise and have charge of all of the affairs of CASE, pursuant to the direction and oversight of the Board. The President shall serve as an ex officio, nonvoting member of the Board. The President shall have the power to make and sign any contracts, deeds, mortgages, and/or other instruments, including powers of attorney, on behalf of CASE and to delegate such power to others, except in cases where the signing and execution thereof shall be expressly reserved by the Board. The President shall supervise and provide direction to any employees of, or paid contractors to, CASE, if any, on a regular basis. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 8. Secretary. The Secretary shall record the minutes of all meetings of the Board; maintain such minutes in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of CASE; be the custodian of the seal of CASE and see that such seal is affixed to all documents where necessary, the execution of which on behalf of CASE under its seal is duly authorized in accordance with the provisions of these Bylaws. In addition, the Secretary shall perform such other duties as from time to time may be assigned by the President or the Chair.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of CASE; receive and give receipts for monies due and payable to CASE from any sources whatsoever; and deposit all such monies

<p>in the name of CASE in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall perform such other duties as from time to time may be assigned by the President or the Chair. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.</p>	
<p>ARTICLE VI—EXECUTIVE LEADERSHIP AND ADMINISTRATION</p> <p>Section 1. Staff Officers. The Staff Officers of CASE shall be a Chief Operating Officer, Chief Financial Officer, one or more Vice Presidents, and such other officers as the President determines is required or advisable for the business of CASE (“Staff Officers”). The Staff Officers shall have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the President. The Staff Officers appointed by the President shall be subject to removal at any time, with or without cause, by the President; any removal will be without prejudice to the contractual rights of such officer, if any, with CASE. Any Staff Officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. A vacancy in any Staff Officer position may be filled at any time.</p> <p>Section 2. Chief Operating Officer. The Chief Operating Officer of CASE shall, subject to the supervision, direction and control of the President, manage the day-to-day operational affairs of CASE and, in general, assist the President. The Chief Operating Officer shall have the general powers and duties usually vested in the office of the chief operating officer of a corporation and have such other powers and perform such other duties as from time to time may be assigned to him or her by the President.</p> <p>Section 3. Chief Financial Officer. The Chief Financial Officer of CASE shall, subject to the supervision, direction and control of the President and/or his or her designee, exercise direction and control of the financial affairs of CASE, including the preparation of CASE’s financial statements. The Chief Financial Officer shall keep or cause to be kept in the books of CASE provided for that purpose a true</p>	<p>Added provisions on staff officers and management to simplify international operations.</p>

<p>account of all transactions and of the assets and liabilities of CASE. The Chief Financial Officer shall have the general powers and duties usually vested in the office of the chief financial officer of a corporation and such other powers and duties as may be assigned by the President and/or his or her designee.</p> <p>Section 4. Vice Presidents. Each Vice President (who may be designated as vice president, senior vice president, executive vice president or group vice-president, or similar such title) shall have such powers and perform such duties as may be assigned by the President and/or his or her designee.</p> <p>Section 5. Employees and Agents. The President shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board, to determine the duties and responsibilities of such persons, to create such titles for such persons as he or she may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons within the budget approved by the Board.</p> <p>Section 6. Delegation of Duties. One or more duties of the President or any Staff Officer of CASE may be expressly delegated by the President or by such Staff Officer to one or more other Staff Officers, employees, or agents of CASE, provided that if such delegation is not to another Staff Officer, then the President or such Staff Officer shall supervise and oversee the actions of such employees or agents.</p>	
<p style="text-align: center;">ARTICLE VII—BOARD AND ADVISORY COMMITTEES</p> <p>Section 1. Board Committees. The committees set forth in this Section 1 shall be committees of the Board within the meaning of Section 29-406.25(a) of the Act (each, a “Board Committee”).</p> <p>(a) Executive Committee. The Executive Committee, to the extent provided by the Board and subject to the limitations set forth in these Bylaws, shall have and exercise the authority of the Board in the management of CASE between meetings of the Board. The members of the Executive Committee are the Chair, Chair-Elect, Secretary, Treasurer, and President (nonvoting), and such other</p>	<p>Addresses the basic legal requirements for committees and distinctions between board and advisory committees. This provides a general committee framework; additional updates to reflect CASE’s standing committee structure may be needed.</p>

Trustees appointed by or specified in a governing charter approved by majority vote of the Trustees then in office.

In addition, the Board may, by resolution adopted by a majority of the number of Trustees then in office, create one or more other committees, each consisting exclusively of two or more Trustees, to serve at the discretion of the Board. Appointment of Trustees to a Board Committee shall be made by a majority vote of the Trustees then in office. Such committees, to the extent provided in the resolution of the Board and subject to the limitations of the Act, shall have and exercise the authority of the Board in the management of CASE. The designation of and the delegation of authority to a Board Committee shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed upon them by law.

Section 2. Advisory Committees. Other committees not having and exercising the authority of the Board in the management of CASE (“Advisory Committees”) may be created by the Board by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, by the Chair, or by the President. Such Advisory Committees shall have a governing charter that describes their authority, responsibility, specific duties, and membership. Except as otherwise provided by these Bylaws, resolution, committee charter, or policy adopted by the Board, the Chair shall appoint Advisory Committee members, who need not be Trustees, and shall designate one individual from each such committee to serve as committee chair.

Section 3. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board as are set forth in Article IV of these Bylaws, except as otherwise provided by these Bylaws, committee charter, or resolution of the Board. Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the chair of such Advisory Committee, with the approval of the members of the Advisory Committee, except as otherwise provided in these Bylaws, committee charter, or resolution of the Board. The Chair, Chair-Elect, and President shall be ex officio members of all Board Committees and Advisory Committees, except that the President shall have no vote.

<p>Section 4. Minutes and Records of Action. Minutes of all meetings of and actions taken by Board and Advisory Committees shall be recorded and maintained with the records of CASE.</p> <p>Section 5. Term; Removal and Resignation; Vacancies. Each member of a Board Committee or Advisory Committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member of the committee. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present, whenever in their judgment the best interests of CASE would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the President, the Secretary, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.</p> <p>Section 6. Limitation on Delegated Authority. Actions taken by Board or Advisory Committees shall in all instances be subject to Article XII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of CASE and in matters of policy.</p> <p>Section 7. Leadership Committee. The Leadership Committee shall be an Advisory Committee and nominate candidates for the Board’s consideration to be presented to the Institutional Members for election as Board Officers, Regional Trustees, and Trustees-at-Large. The Chair-Elect and Chair shall serve as the chair and vice chair, respectively, of the Leadership Committee, unless otherwise specified by the Board.</p>	
<p style="text-align: center;">ARTICLE VIII—REGIONAL COUNCILS</p> <p>Section 1. Functions. CASE shall have regional councils to provide for input into the affairs of CASE from various geographic regions (each, a “Regional Council”). There are Regional Councils for the following regions: U.S./Canada,</p>	<p>Reflects design principles and preferences for Regional Council articulated by the CASE Governance Design Version 2.0 (specifically pages 10-18), and related operating requirements and standards.</p>

Europe, and Asia-Pacific. The Board may establish Regional Councils for Latin America, Africa, or other regions and appoint the initial members of the Regional Councils for such regions if it determines it is in the best interest of CASE to do so. Any Regional Council may be modified or discontinued at any time by the Board, in such manner as may be deemed necessary, advisable, or in the best interests of CASE. The Regional Councils shall serve as advisory committees within the meaning of Section 29-406.25(h) of the Act with respect to all matters. Each Regional Council shall submit candidates to the Leadership Committee for the Board's consideration to be presented to the Institutional Members for election as Regional Trustees. In addition, each Regional Council shall develop and oversee implementation of regional strategy, provide input on global strategy, propose regional budgets that align with global strategy, and advise on the selection and evaluation of the Regional Council Executive Director.

Section 2. Regional Council Members and Officers.

(a) **Regional Council Executive Director.** The President shall designate an employee of CASE to serve as the primary staff liaison in each Region (to be known as the "Regional Council Executive Director" or similar title). The Regional Council Executive Director shall be an ex officio, non-voting member of the Regional Council in his or her region.

(b) **Number.** Each Regional Council shall consist of not less than seven, nor more than 19 voting members (the "Regional Council Members"), the certain number to be determined by the Regional Council. Each Regional Council shall have a Regional Council Chair, Regional Council Vice Chair, and Regional Council Secretary, (the "Regional Council Officers"), whose duties shall conform to those of the Officers in Article V of these Bylaws.

(c) **Election.** The Regional Council Leadership Committee shall develop a preferred profile for Regional Council Members and Regional Council Officers and invite the Institutional Members located in such Regional Council's geographical region to submit nominations for Regional Council Members and Regional Council Officers. The Regional Council Leadership Committee shall present a draft list of nominees to the CASE

Leadership Committee for input before submitting the final list of nominees to the Institutional Members for election.

Special Rule for Election of Regional Council Members of U.S./Canada Regional Council: Eight of the Regional Council Members of the U.S./Canada Regional Council shall be elected from among candidates nominated by the District Cabinets and presented by the Regional Council Leadership Committee to the Institutional Members located within the U.S./Canada Regional Council. Each District Cabinet shall be assigned a Regional Council Member seat, and for each open Regional Council Member seat, the District Cabinet will nominate three candidates for consideration by the Regional Council and the Regional Council shall select one candidate to present to the Institutional Members for election to the Regional Council.

(d) **Term.** With the exception of the President and the Regional Council Executive Director, each Regional Council Member shall hold office for a term of three years and each Regional Council Officer shall hold office for a term of two years; provided, however, that Regional Council Members and Regional Council Officers shall serve until their successors have been duly elected and have qualified. No Regional Council Member may serve more than two consecutive terms, except that Regional Council Members who are also Regional Council Officers may serve for up to ten consecutive years. The Regional Council Chair and Regional Council Vice Chair may not serve more than one consecutive term as such. The terms of Regional Council Members may be staggered, so as to not all expire at the same time, to the extent and as determined by the Regional Council. To this end, the terms of one or more Regional Council Members may be extended or abbreviated, as determined by the Regional Council.

Section 3. Removal or Resignation of Regional Council Members and Regional Council Officers. Any Regional Council Member may be removed from office at any time by the majority vote of the Regional Council Members at a meeting of the Regional Council Members at which a quorum is present, or by the affirmative vote of a majority of the Trustees present at a meeting of the Trustees at which a quorum is present. Any individual removed as a Regional Council Member pursuant

to this Section 3 shall also be deemed removed from any office held at the time of removal. Any Regional Council Member may resign at any time by giving written notice to the Regional Council Chair, Regional Council Vice Chair, the Regional Council Secretary, or to the Chair, President, Secretary, or the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies and Special Appointees. Any vacancy occurring in a Regional Council to be filled by reason of an increase in the number of Regional Council Members may be filled at any time by the Regional Council Members. A Regional Council Member selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event of a pressing Regional Council need, the Regional Council Chair may designate an individual to serve as a Regional Council Member for a term of one year if such individual lives within, or is employed by an Institutional Member with a physical presence within, such Regional Council.

Section 5. Regional Council Committees.

(a) **Regional Council Leadership Committee.** Each Regional Council shall have a Regional Council Leadership Committee. The Regional Council Chair shall appoint the members of the Regional Council Leadership Committee from among the Regional Council Members, and shall designate one individual to serve as chair of the Regional Council Leadership Committee. The Regional Council Leadership Committee shall be responsible for determining the preferred profile for Regional Council Members and Regional Council Officers, taking into account geography, professional affiliations, skills, backgrounds, and such other criteria as the Regional Council Leadership Committee determines is appropriate. The Regional Council Leadership Committee shall also nominate candidates for election as Regional Council Members and Regional Council Officers and for nominate candidates for election to open Regional Trusteeships.

(b) **District Reserves Fund Committee.** If reserves of a District are transferred to CASE there will be a Legacy Fund Committee consisting of one representative from each of the District Cabinets that will

Establishes framework for how District Reserves could be managed under OneCASE.

oversee the District Reserves and that will make recommendations regarding use of the income generated by such reserves to support projects suggested by the District Cabinets or the Regional Councils, or applied for directly by the Institutional Members.

Regional Councils may create other committees (together with the Regional Council Leadership Committee, and the District Reserves Fund Committee, the “Regional Council Committees”) by a resolution adopted by a majority of the Regional Council Members present at a meeting at which a quorum is present. The Regional Council Chair shall appoint members to a Regional Council Committee from among the Regional Council Members, and shall designate one individual from each such Regional Council Committee to serve as committee chair.

Section 6. Regular and Special Meetings. Each Regional Council shall hold at least two regular meetings each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Regional Council. Special meetings of the Board may be called by or at the request of the Chair or any two Regional Council Members. The person or persons authorized to call special meetings of the Regional Council may fix the time and place of any special meeting of the Regional Council called by them.

Section 7. Regional Council Meetings and Action. Meetings of Regional Councils and the Regional Council Leadership Committee shall conform to the standards for notice, quorum, voting, manner and method of acting, and other procedures as may be established by the Regional Council, except as otherwise provided by these Bylaws, or resolution of the Board. The President shall be an ex officio, non-voting member of each Regional Council.

Section 8. Minutes and Records of Action. Minutes of all meetings of and actions taken by Regional Councils shall be recorded and maintained with the records of CASE.

ARTICLE IX—DISTRICT CABINETS

Section 1. Functions. CASE may have district cabinets within each Regional Council (each a “District Cabinet”). The Board is responsible for establishing, disbanding, or merging District Cabinets based on the best interests of CASE. The District Cabinets shall serve as advisory committees within the meaning of Section 29-406.25(h) of the Act with respect to all matters. The District Cabinets shall further the purposes of CASE by developing strategies to ensure member engagement and excellence in program offerings and services, contributing to development of CASE global, regional, and district strategy, and advising on regional budget by identifying district priorities.

Section 2. District Cabinet Members and Officers.

(a) **Number.** Each District Cabinet shall consist of not less than 15, nor more than 35 voting members (the “District Cabinet Members”), the certain number to be determined by the District Cabinet. Each District Cabinet shall have a District Cabinet Chair, District Cabinet Chair-Elect, and District Cabinet Secretary (the “District Cabinet Officers”), whose duties shall conform to those of the Officers in Article V of these Bylaws.

(b) **Election.** The District Cabinet Leadership Committee shall invite the Institutional Members located in such District Cabinet’s geographical region to submit nominations for District Cabinet Members and District Cabinet Officers. The District Cabinet Leadership Committee shall present a list of nominees to the Institutional Members for election.

(c) **Term.** With the exception of District Cabinet Members who are also U.S./Canada Regional Council Members or District Cabinet Officers, each District Cabinet Member and each District Cabinet Officer shall hold office for a term of two years; provided, however, that District Cabinet Members and District Cabinet Officers shall serve until their successors have been duly elected and have qualified. District Cabinet Members who are simultaneously serving a three year term on the U.S./Canada Regional Council may serve on the District Cabinet for a third year in a voting capacity

Reflects design principles and preferences for District Cabinets articulated by the CASE Governance Design Version 2.0 (specifically pages 10-18), and related operating requirements and standards.

and until their successors on the District Cabinet have been duly elected and have qualified. No District Cabinet Member may serve more than two consecutive terms, except that District Cabinet Members who are also District Cabinet Officers may serve for up to eight consecutive years. The District Cabinet Chair and District Cabinet Chair-Elect may not serve more than one consecutive term as such. The terms of District Members may be staggered, so as to not all expire at the same time, to the extent and as determined by the District Cabinet. To this end, the terms of one or more District Cabinet Members may be extended or abbreviated, as determined by the District Cabinet.

Section 3. Removal or Resignation of District Cabinet Members. Any District Cabinet Member may be removed from office at any time by the majority vote of the District Cabinet Members at a meeting of the District Cabinet Members at which a quorum is present, or by the affirmative vote of a majority of the Trustees present at a meeting of the Trustees at which a quorum is present. Any individual removed as a District Cabinet Member pursuant to this Section 3 shall also be deemed removed from any office held at the time of removal. Any District Cabinet Member may resign at any time by giving written notice to the District Cabinet Chair, District Cabinet Chair-Elect, or the District Cabinet Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies and Special Appointees. Any vacancy occurring in a District Cabinet to be filled by reason of an increase in the number of District Cabinet Members may be filled at any time by the District Cabinet. A District Cabinet Member selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event of a pressing District Cabinet need, the District Cabinet Chair may designate an individual who lives within the geographical boundaries of such District Cabinet, or is employed by an Institutional Member with a physical presence within the geographical boundaries of such District Cabinet, to serve as a District Cabinet Member for a term of one year.

Section 5. District Cabinet Leadership Committee and Other Committees. Each District Cabinet shall have a District Cabinet Leadership

Committee. The District Cabinet Leadership Committee shall be responsible for determining the preferred profile for District Cabinet Members and District Cabinet Officers, taking into account geography, professional affiliations, skills, backgrounds, and such other criteria as the District Cabinet Leadership Committee determines is appropriate and shall nominate candidates for election as District Cabinet Members and District Cabinet Officers.

District Cabinets may create other committees (together with the District Cabinet Leadership Committee, the “District Cabinet Committees”) by a resolution adopted by a majority of the District Cabinet Members present at a meeting at which a quorum is present. The District Cabinet Chair shall appoint members to a District Cabinet Committee from among the District Cabinet Members, and shall designate one individual from each such District Cabinet Committee to serve as committee chair.

Section 6. Regular and Special Meetings. Each District Cabinet shall hold at least three regular meetings each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the District Cabinet Members. Special meetings of the District Cabinet may be called by or at the request of the Chair or any two District Cabinet Members. The person or persons authorized to call special meetings of the District Cabinet may fix the time and place of any special meeting of the District Cabinet called by them.

Section 7. District Cabinet Meetings and Action. Meetings of District Cabinets shall conform to the standards for notice, quorum, voting, manner and method of acting, and other procedures as may be established by the District Cabinet, except as otherwise provided by these Bylaws, or resolution of the Board. Meetings of District Cabinet Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the chair of such District Cabinet Committee, with the approval of the members of the District Cabinet Committee, except as otherwise provided in these Bylaws, District Cabinet Committee charter, resolution of the relevant District Cabinet, or resolution of the Board.

<p>Section 8. Minutes and Records of Action. Minutes of all meetings of and actions taken by District Cabinets or District Cabinet Committees shall be recorded and maintained with the records of CASE.</p>	
<p>ARTICLE X – COMPENSATION AND INUREMENT</p> <p>Section 1. Compensation of Trustees. CASE shall not pay any compensation to Trustees for services rendered to CASE as such, except that Trustees may be reimbursed for reasonable expenses incurred in the performance of their duties to CASE. Nothing herein shall be construed to preclude any Trustee from serving CASE in a capacity other than that of Trustee and receiving reasonable compensation for such service.</p> <p>Section 2. Inurement. No part of the net earnings of CASE shall inure to the benefit of, or be distributable to, its Officers, Trustees, committee members, employees, or other private persons, except that CASE shall be authorized and empowered to pay reasonable compensation and/or to reimburse reasonable expenses for services rendered, and to make payments and distributions in furtherance of CASE's purposes.</p>	<p>Notes requirements related to the management of CASE's money and property due to CASE's section 501(c)(3) tax-exempt status</p>
<p>ARTICLE XI – LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE</p> <p>Section 1. Limitation of Liability. The personal liability of currently acting and former Officers and Trustees is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a Trustee or Officer of shall not be liable to CASE for money damages for any action taken, or failure to take action, as a Trustee or Officer, except for liability for (i) the amount of financial benefit received by the Trustee or Officer to which the Trustee or Officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the Officer or Trustee in a manner outside the standards of conduct mandated for the Officer or Trustee by the Act; or (iv) an intentional violation of criminal law.</p>	<p>In addition to liability limitation provided to nonprofit directors, officers, and volunteers under DC and federal law, CASE provides indemnification to its trustees and officers to the maximum extent permitted by DC law and carries insurance to fund its indemnification obligations.</p>

<p>Section 2. Indemnification. CASE shall indemnify each of its currently acting and former Trustees and Officers in accordance with and to the fullest extent permitted by law.</p> <p>Section 3. Insurance. CASE may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of CASE. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.</p>	
<p>ARTICLE XII – FINANCES AND RECORDS</p> <p>Section 1. Fiscal Year. The fiscal year of CASE shall be July 1 to June 30 of each year, unless some other fiscal year be established by resolution of the Board.</p> <p>Section 2. Corporate Contracts and Instruments. The Board may authorize any Officer or Officers, or agent or agents of CASE, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of CASE. Such authority may be general or confined to specific instances.</p> <p>Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of CASE, shall be signed by such Officer or Officers, or agent or agents of CASE, and in such manner, as shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall each be signed by an Officer or Trustee of CASE.</p> <p>Section 4. Deposits. All funds of CASE shall be deposited to the credit of CASE in such banks, trust companies, or other depositories as the Board may select.</p> <p>Section 5. Books and Records. CASE shall keep correct and complete books and records of account and shall also keep as permanent records: (i) minutes of all meetings of the Board; (ii) records of all actions taken without a meeting by the</p>	<p>Clarify accounting period.</p> <p>Clarify signature authority.</p> <p>Specify basic recordkeeping requirements under the DC Nonprofit Corporation Act.</p>

<p>Board; (iii) records of all actions taken by a Board Committee on behalf of CASE. CASE also shall keep at its principal office (i) the Articles; (ii) CASE's Bylaws; (iii) minutes and other permanent records described above for the last three years; (iv) a list of the names and business address of CASE's current Trustees and Officers; and (v) the most recent biennial report filed by CASE with the District of Columbia.</p> <p>Section 6. Representation of Shares of Other Corporations. The President or any other Officer or Officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of CASE all rights incident to any shares or membership interests of any other corporation or corporations held by CASE. This authority may be exercised in person or by proxy or power of attorney.</p> <p>Section 7. Other Operational Policies. The Board may adopt, or delegate authority to any Officer or Officers to adopt, policies and guidelines regarding matters affecting the operation of CASE. The Board or such Officer or Officers can amend, repeal, or otherwise modify such policies and guidelines at its sole discretion. Such policies and guidelines shall be compiled in a policy manual.</p>	<p>Provides mechanism for CASE to manage its foreign operating subsidiaries.</p> <p>Other matters not addressed in these Bylaws can be addressed in policy documents.</p>
<p>ARTICLE XIII—DECLARATION OF POLICY</p> <p>Responsibility and authority for any declaration of CASE policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Board and Advisory Committees of CASE and the Regional Councils and District Cabinets are not authorized directly or indirectly to (i) authorize distributions; (ii) approve or propose to the Institutional Members action required to be approved by the Institutional Members; (iii) fill vacancies on the Board or any Board Committee; (iv) adopt, amend, or repeal the Bylaws; or (v) commit CASE in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as otherwise provided in these Bylaws, shall have control of the affairs of CASE, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of CASE. Actions taken by Board and Staff Officers, employees or agents of CASE shall in all instances be subject to this Article.</p>	<p>New provision reflecting that the Board of Trustees is the governing body of CASE, vested by DC law with the ultimate authority to exercise all corporate powers and oversee and direct the management of the organization's affairs. Among the legal responsibilities of the Board include making sure the organization furthers its purposes, setting formal policy, safeguards its assets, and operates according to legal requirements.</p>

<p>ARTICLE XI – CONSTRUCTION</p> <p>Section 1. Legal Authority Governing Construction of Bylaws. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act as amended from time to time shall govern the construction of these Bylaws. If any term used in these Bylaws and not otherwise defined in these Bylaws is defined for purposes of the Act, such definition shall apply for purposes of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the masculine gender includes feminine and neuter.</p> <p>Section 2. Interpretation and Conflict of Provisions. These Bylaws are in all respects subject to the provisions of the Act and CASE’s Articles of Incorporation, and shall be interpreted accordingly. In the event that any provision of these Bylaws is or becomes inconsistent with any provision of the Articles of Incorporation, the Act or any other applicable law, the provision of these Bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.</p>	<p>New provisions to inform readers of the hierarchy of rules that governs CASE’s internal affairs and how this document is interpreted.</p>
<p>ARTICLE XV – AMENDMENTS</p> <p>Section 1. Amendment by Board. Subject to the limitations in Section 29–408.22 of the Act on the powers of the Board to adopt, amend, or repeal Bylaws relating to certain matters, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a majority of the entire Board at any regular or special meeting.</p> <p>Section 2. Amendment/Approval by Institutional Members. Any adoption, amendment, or repeal of these Bylaws which requires approval of the Institutional Members shall be adopted, amended, or repealed by the affirmative vote of a majority of the Institutional Members present and voting at any meeting of the membership at which a quorum is present, or acting by written ballot where a quorum is satisfied.</p>	<p>Sets forth procedures for approving future bylaws amendments. The Board may be vested with bylaws amendment authority, subject to certain limitations.</p>

APPROVED BY CASE BOARD OF TRUSTEES

COUNCIL FOR ADVANCEMENT AND SUPPORT OF EDUCATION

AMENDED AND RESTATED BYLAWS

ARTICLE I—NAME, REGISTERED AGENT, AND OFFICES

Section 1. Name. The name of this corporation is Council for Advancement and Support of Education (“CASE”).

Section 2. Registered Agent and Offices. CASE shall maintain in the District of Columbia a registered agent, and may have offices within or without the District of Columbia as the Board of Trustees (the “Board”) may designate from time to time.

ARTICLE II—PURPOSES AND LIMITATIONS

CASE is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Act”) for purposes as set forth in CASE’s Articles of Incorporation (the “Articles”).

ARTICLE III—MEMBERS

Section 1. Classes of Members. CASE shall have one class of voting members, known as Institutional Members, and two classes of nonvoting members, known as Educational Associates and Special Affiliates. References to the Educational Associates and Special Affiliates as “members” shall not make such individuals or organizations a member within the meaning of Section 29-401.02(24) of the Act. The qualifications for membership in each category, and the rights of members of such categories, are as set forth in this Article III and these Bylaws.

Section 2. Voting Members. The voting members of CASE are the Institutional Members. Institutional Membership shall be limited to: (1) nonprofit educational institutions that are accredited by an agency recognized by the Council on Higher Education Accreditation or a substantially equivalent accreditation agency in the case of institutions located outside the U.S.; (2) nonprofit independent schools and non-U.S. institutions of education that have been appropriately accredited; and (3) nonprofit educational organizations closely associated with institutions described in subsections (1) and (2); *provided, however*, that no institution shall be eligible for membership as an Institutional Member unless such institution is described in section 501(c)(3) or 511(a)(2)(B) of the Internal Revenue Code of 1986, as amended, or any successor statute (“Code”), or in the case of an educational institution located outside of the U.S., is organized and operated in a manner substantially equivalent to that of an organization described in section 501(c)(3) or 511(a)(2)(B) of the Code.

Section 3. Nonvoting Members. The following are the classes of nonvoting membership:

(a) **Educational Associates.** Any nonprofit organization devoting a substantial portion of its activities to education (including, but not limited to museums and performing arts centers), as determined by the Board in its sole

APPROVED BY CASE BOARD OF TRUSTEES

discretion, shall be eligible for nonvoting membership as an Educational Associate. An Educational Associate shall appoint one or more persons as its representative.

(b) **Special Affiliates.** The Board shall have the sole discretion and authority to provide for special, associate, or other categories of nonvoting membership. The Board shall set out by written resolution the name and reason for establishing such category, and the assessments or dues to be charged to these categories of membership (if any).

Individuals and organizations meeting the eligibility requirements for membership will be accepted as members upon (i) providing an application for membership upon the forms prescribed by CASE, accompanied by such documentation of eligibility for membership, as may be required by CASE; (ii) agreeing to comply with these Bylaws and any other policies, procedures, and rules as may be adopted from time-to-time by the Board; and (iii) payment of such membership dues, fees, or assessments as required by the Board.

Section 4. Determination of Membership Dues and Obligation to Pay. The Board shall fix the amount and terms of payment of membership dues, fees and/or assessments for all members. Membership in CASE carries a definite obligation to pay membership dues, fees and any assessments established by the Board. Membership dues, fees and assessments are not refundable for any reason.

Section 5. Termination and Resignation of Membership. Membership in CASE shall be automatically suspended or terminated, without any requirement of action by the Board, if a member does not pay all required membership dues, in full, by the due date established by the Board. In addition, the Board may, by the affirmative vote of a majority of the Trustees present at a meeting of the Board at which a quorum is present, deny membership to, or terminate membership of any institution or individual if the purposes, policies, or actions of such institution or individual are, in the sole discretion of the Board, deemed inconsistent with CASE policies, or if, the Board determines, in its sole discretion, that denial or revocation of membership is in the best interests of CASE. Membership in CASE also may be terminated by the submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. Any member may resign effective immediately upon written notice to CASE. However, the suspension, termination, non-renewal, or resignation of membership shall not extinguish or relieve such member's financial obligations, including unpaid dues, fees, assessments, or other charges previously accrued, if any, as well as any other financial obligations described elsewhere in these Bylaws.

Section 6. Voting Rights. Institutional Members shall be entitled to vote on all matters submitted to a vote of the membership by the Board. Each Institutional Member shall have one vote on all matters submitted to a vote of the Institutional Members. Educational Associates and Special Affiliates shall have no voting rights. Institutional Member Employees may hold office. Institutional Member Employees, Educational Associates, and Special Affiliates may enjoy the privileges of membership which are respectively provided to Institutional Member Employees, Educational Associates, and Special Affiliates, as determined by CASE.

APPROVED BY CASE BOARD OF TRUSTEES

Section 7. Annual and Regular Meetings. Annual meetings of the members may be held at such time and place, either within or without the District of Columbia, as may be designated by the Chair or the President, upon at least ten days' prior notice. The Board may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the members without notice required other than these Bylaws and such resolution.

Section 8. Special Meetings. Special meetings of the members may be called by or at the request of the Chair, the President, the majority of the entire Board, or at the written demand of at least 25% of the Institutional Members. The person or persons authorized to call special meetings of the members may fix any place, either within or without the District of Columbia, as the place for holding any special meeting called by them.

Section 9. Notice. Notice of any special meeting of the members shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten days and not more than 60 days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any member may waive notice of any meeting before, at or after such meeting.

Section 10. Quorum. The presence of at least 100 Institutional Members, by and through their Authorized Representatives, shall constitute a quorum for the transaction of business at any annual or special meeting of the members.

Section 11. Presiding Officer. The Chair shall serve as the presiding officer at all meetings of the members. In the absence of the Chair from any meeting of the members, the Chair-Elect shall serve as temporary Chair.

Section 12. Manner of Acting. Each Institutional Member shall appoint one representative (the "Authorized Representative") to whom CASE shall direct correspondence and who shall have the power to represent, and vote on behalf of, such Institutional Member at all meetings and to sign on behalf of such Institutional Member all votes, consents, waivers, or proxy appointments. Institutional Members may from time to time designate employees to receive correspondence, attend CASE-sponsored meetings and events, and enjoy the other privileges of membership provided to Institutional Members as determined by CASE ("Institutional Member Employees"). Each Institutional Member shall also appoint a nonvoting membership coordinator (the "Membership Coordinator") for purposes of correspondence, invoicing, and payment of membership dues, fees and assessments, and administering the institution's membership. Each Institutional Member shall notify CASE of who the Institutional Member's Authorized Representative, Institutional Member Employees, and Membership Coordinator shall be. The Authorized Representative shall be (1) an employee who is a chief advancement officer (or similarly titled individual) of the Institutional Member, or (2) such person's designee. The Membership Coordinator shall be an employee of the Institutional Member. In the event that an Institutional Member desires to change its Authorized Representative, Institutional Member Employees, and/or Membership Coordinator, the Institutional Member shall provide prompt written notice to CASE of such change. The act of a majority of the Members represented by their Authorized Representatives at a duly called meeting of the Members at which a quorum is present shall be the act of the Membership, except as otherwise provided by law, by the Articles, or by these Bylaws.

APPROVED BY CASE BOARD OF TRUSTEES

Section 13. Teleconferencing / Electronic Meetings. Where and in the manner authorized by the Board and to the extent permitted by the Act, any person participating in a meeting of the members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 14. Action without a Meeting. Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting and by written ballot, provided that (1) at least a majority of the Institutional Members approve of such action, and (2) at least 100 Institutional Members cast votes by ballot. Such ballots may be submitted to, and returned by, the Authorized Representatives of Institutional Members electronically. The ballot must set forth each proposed action, the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter other than the election of Trustees, and the date by which the ballot must be returned. For each proposed action, the ballot must provide the opportunity to vote for, vote against, or withhold a vote. The Board shall set a final date for receiving ballots, which shall be no fewer than 30 days from the date of the submission of such ballots to the Institutional Members.

Section 15. Minutes and Parliamentary Procedure. Full minutes of each meeting of the membership shall be recorded by the Secretary, containing results of the deliberations of the membership. The minutes shall be submitted to the members for approval at the subsequent meeting of the members. All meetings of the membership shall be conducted in accordance with the latest edition of *Robert's Rules of Order*, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Articles, the Act, or rules adopted by the Board or the Institutional Members.

ARTICLE IV—BOARD OF TRUSTEES

Section 1. Authority and Responsibility. The affairs of CASE shall be managed by the Board. It shall be the Board's duty to carry out the objectives and purposes of CASE, and to this end the Board may exercise all powers of CASE. The Board shall be subject to the restrictions and obligations set forth by law and in the Articles and Bylaws.

Section 2. Number, Election, and Term.

(a) **Number.** The number of voting Trustees (including Special Appointees) shall be not less than 13 nor more than 21, the certain number to be determined by the Board. Up to three individuals may be appointed by the Chair as Special Appointees. All but three of the voting Trustees must be Institutional Member Employees; up to three individuals who are not Institutional Member Employees may serve as voting Trustees.

(b) **Election.** With the exception of the President, who shall be an ex officio, nonvoting member of the Board and the Special Appointees, who shall be appointed by the Chair, the Trustees shall be elected by the Institutional Members according to the following procedures:

APPROVED BY CASE BOARD OF TRUSTEES

(i) **Election of Regional Trustees.** At least half of the Trustees shall be elected by the Institutional Members from among candidates nominated by the Leadership Committee and presented by the Board to the Institutional Members (the “Regional Trusteeships”). Open Regional Trusteeships shall be assigned to Regional Councils in proportion to the number of Institutional Members within such Regional Council, provided that each Regional Council shall be assigned at least one Regional Trusteeship. For each open Regional Trusteeship assigned to a Regional Council, the Regional Council will submit three candidates to the Leadership Committee for consideration and the Leadership Committee shall recommend one candidate as the nominee for each open position. The Leadership Committee’s recommendations shall be presented to the Board and the Board shall select the nominees and submit them to the Institutional Members for election.

(ii) **Election of Trustees-at-Large.** Up to half of the Trustees shall be elected by the Institutional Members from among candidates recommended by the Leadership Committee and nominated by the Board for election to the Board.

(iii) **Presentation of Nominees.** The Board shall present the list of candidates nominated for Regional Trusteeship and Trustees-at-Large to the Authorized Representatives of each of the Institutional Members no later than 60 days prior to the date upon which the election for such Trusteeships shall be held.

(c) **Special Appointees.** In the event the Chair determines, in his or her sole discretion, that there is a pressing organizational need, the Chair may designate up to three individuals to serve as a Trustee, and such individuals will be known as “Special Appointees.”

(d) **Term.** With the exception of the President and Special Appointees, each Trustee shall hold office for a term of three years; provided, however, that Trustees shall serve until their successors have been duly elected and have qualified. Special Appointees shall hold office for a term of one year. No Trustee may serve more than two consecutive terms, except that Trustees who are also Officers may serve for up to ten consecutive years, fulfilling a partial or complete term as a Special Appointee is not considered against term limits, and the President shall continue to serve at the pleasure of the Board. The terms of Trustees may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board. To this end, the terms of one or more Trustees may be extended or abbreviated, as determined by the Board.

Section 3. Removal or Resignation of Trustees. Any Trustee may be removed from office at any time for cause by the majority vote of the Institutional Members at a meeting of the Institutional Members at which a quorum is present. Any Trustee may also be removed from office for cause at any time for cause by the majority vote of the Trustees at a meeting of the Board at which a quorum is present. Special Appointees may be removed from office at any time for cause by the Chair or by the majority vote of the Trustees at a meeting of the Board at which a quorum is present. Grounds constituting “cause” shall be

APPROVED BY CASE BOARD OF TRUSTEES

determined by the Board in its sole discretion, and may include but is not limited to engaging in misconduct that causes or may cause material harm to CASE, including to the reputation or mission of CASE. Any Trustee may also be removed by the Board if they do not attend three consecutive board meetings and their absences are not excused by the Board. Any individual removed as a Trustee pursuant to this Section 3 shall also be deemed removed from any office held at the time of removal. Any Trustee may resign at any time by giving written notice to the Chair, President, and Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. Any vacancy occurring in the Board or any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled at any time by the majority of the remaining Board members in office. A Trustee selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5. Emergency Powers. In the event of an emergency, the Board may modify lines of succession to accommodate the incapacity of any Trustee, Officer, employee, or agent. In the event of an emergency, the Board may also relocate the principal office, designate alternative principal offices or regional offices, or authorize Officers to perform such acts.

Section 6. Regular and Special Meetings. At least three regular meetings of the Board shall be held each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Board. Special meetings of the Board may be called by or at the request of the Chair, President, or any two Trustees. The person or persons authorized to call special meetings of the Board may fix the time and place of any special meeting of the Board called by them.

Section 7. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each Trustee by delivering notice to the Trustee personally, by telephone, facsimile, mail, courier, electronic mail, or other means of electronic transmission at least 14 days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice.

Section 8. Waiver of Notice. A Trustee may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Trustee (which may include an email or other electronic record), and which shall be filed with the minutes of proceedings of the Board or the corporate records. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum; Action by Board. A majority of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the voting Trustees present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law, by the Articles, or by these

APPROVED BY CASE BOARD OF TRUSTEES

Bylaws. Each Trustee other than the President shall have one vote on all matters submitted to a vote of the Board. No Trustee voting by proxy shall be permitted.

Section 10. Videoconferencing and Teleconferencing. Any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

Section 11. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to CASE. Action taken under this Section 11 shall be the act of the Board when one or more consents signed by all of the members of the Board are delivered to CASE, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to CASE by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section 12. Minutes and Records of Action. Minutes of each meeting of the Board and records of each action taken without a meeting by the Board shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board for approval at the subsequent meeting of the Board. Minutes and records of action shall be maintained permanently among the records of CASE as required by the Act.

Section 13. Procedure. All meetings of the Board shall be conducted in accordance with such rules of order as may be established by the Chair. In establishing such rules, the Chair shall be guided by applicable provisions of the latest edition of *Robert's Rules of Order*, to the extent that such provisions are not inconsistent with these Bylaws, the Articles, the Act, or rules adopted by the Board.

ARTICLE V—BOARD OFFICERS

Section 1. Board Officers. The Board Officers of CASE shall be a Chair, Chair-Elect, President, Secretary, and Treasurer, and such other officers as may be determined by the Board ("Board Officers"), each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. The offices of Chair, Chair-Elect, President, Treasurer, and Secretary may not be held by the same person; otherwise, the same individual may simultaneously hold more than one office.

Section 2. Election, Term, and Qualifications. The Board Officers other than the President shall be elected by the Institutional Members. The President shall be appointed by the Board and shall have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. With the exception of the President and any other officer other than the Chair, Chair-Elect, Secretary, or Treasurer appointed by the Board, each Board Officer shall hold office for a term of two years; provided, however, that Board Officers shall serve until their successors have been duly elected and have qualified. The Chair and Chair-Elect shall serve no more than one consecutive term, and the Secretary and Treasurer shall serve no more than two consecutive terms.

APPROVED BY CASE BOARD OF TRUSTEES

Section 3. Removal or Resignation of Board Officers. Any Board Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present. Any removal will be without prejudice to the contractual rights of such officer, if any, with CASE. Any Board Officer may resign at any time by giving written notice to the Chair, President, Secretary, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Board Officer position may be filled at any time by the Board for the unexpired portion of the term. Vacancies may be filled or new Board Officer positions may be created and filled at any meeting of the Board.

Section 5. Chair. The Chair shall be the presiding officer at all meetings of the Board, the Executive Committee, and meetings of the members. The Chair shall not serve more than one consecutive term as such.

Section 6. Chair-Elect. The Chair-Elect shall act as Chair in the absence of the Chair. The Chair-Elect shall not serve more than one consecutive term as such. Upon the completion of the Chair-Elect's term, the Chair-Elect shall succeed to the position of Chair.

Section 7. President. The President (who may have the title of President or President and Chief Executive Officer) shall be the chief executive officer of CASE and shall in general supervise and have charge of all of the affairs of CASE, pursuant to the direction and oversight of the Board. The President shall serve as an ex officio, nonvoting member of the Board. The President shall have the power to make and sign any contracts, deeds, mortgages, and/or other instruments, including powers of attorney, on behalf of CASE and to delegate such power to others, except in cases where the signing and execution thereof shall be expressly reserved by the Board. The President shall supervise and provide direction to any employees of, or paid contractors to, CASE, if any, on a regular basis. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 8. Secretary. The Secretary shall record the minutes of all meetings of the Board; maintain such minutes in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of CASE; be the custodian of the seal of CASE and see that such seal is affixed to all documents where necessary, the execution of which on behalf of CASE under its seal is duly authorized in accordance with the provisions of these Bylaws. In addition, the Secretary shall perform such other duties as from time to time may be assigned by the President or the Chair.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of CASE; receive and give receipts for monies due and payable to CASE from any sources whatsoever; and deposit all such monies in the name of CASE in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall perform such other duties as from time to time may be assigned by the President or the Chair. If required by the Board, the

APPROVED BY CASE BOARD OF TRUSTEES

Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE VI—EXECUTIVE LEADERSHIP AND ADMINISTRATION

Section 1. Staff Officers. The Staff Officers of CASE shall be a Chief Operating Officer, Chief Financial Officer, one or more Vice Presidents, and such other officers as the President determines is required or advisable for the business of CASE (“Staff Officers”). The Staff Officers shall have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the President. The Staff Officers appointed by the President shall be subject to removal at any time, with or without cause, by the President; any removal will be without prejudice to the contractual rights of such officer, if any, with CASE. Any Staff Officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. A vacancy in any Staff Officer position may be filled at any time.

Section 2. Chief Operating Officer. The Chief Operating Officer of CASE shall, subject to the supervision, direction and control of the President, manage the day-to-day operational affairs of CASE and, in general, assist the President. The Chief Operating Officer shall have the general powers and duties usually vested in the office of the chief operating officer of a corporation and have such other powers and perform such other duties as from time to time may be assigned to him or her by the President.

Section 3. Chief Financial Officer. The Chief Financial Officer of CASE shall, subject to the supervision, direction and control of the President and/or his or her designee, exercise direction and control of the financial affairs of CASE, including the preparation of CASE’s financial statements. The Chief Financial Officer shall keep or cause to be kept in the books of CASE provided for that purpose a true account of all transactions and of the assets and liabilities of CASE. The Chief Financial Officer shall have the general powers and duties usually vested in the office of the chief financial officer of a corporation and such other powers and duties as may be assigned by the President and/or his or her designee.

Section 4. Vice Presidents. Each Vice President (who may be designated as vice president, senior vice president, executive vice president or group vice-president, or similar such title) shall have such powers and perform such duties as may be assigned by the President and/or his or her designee.

Section 5. Employees and Agents. The President shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board, to determine the duties and responsibilities of such persons, to create such titles for such persons as he or she may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons within the budget approved by the Board.

Section 6. Delegation of Duties. One or more duties of the President or any Staff Officer of CASE may be expressly delegated by the President or by such Staff Officer to one or more other Staff Officers, employees, or agents of CASE, provided that if such

APPROVED BY CASE BOARD OF TRUSTEES

delegation is not to another Staff Officer, then the President or such Staff Officer shall supervise and oversee the actions of such employees or agents.

ARTICLE VII—BOARD AND ADVISORY COMMITTEES

Section 1. Board Committees. The committees set forth in this Section 1 shall be committees of the Board within the meaning of Section 29-406.25(a) of the Act (each, a “Board Committee”).

(a) **Executive Committee.** The Executive Committee, to the extent provided by the Board and subject to the limitations set forth in these Bylaws, shall have and exercise the authority of the Board in the management of CASE between meetings of the Board. The members of the Executive Committee are the Chair, Chair-Elect, Secretary, Treasurer, and President (nonvoting), and such other Trustees appointed by or specified in a governing charter approved by majority vote of the Trustees then in office.

In addition, the Board may, by resolution adopted by a majority of the number of Trustees then in office, create one or more other committees, each consisting exclusively of two or more Trustees, to serve at the discretion of the Board. Appointment of Trustees to a Board Committee shall be made by a majority vote of the Trustees then in office. Such committees, to the extent provided in the resolution of the Board and subject to the limitations of the Act, shall have and exercise the authority of the Board in the management of CASE. The designation of and the delegation of authority to a Board Committee shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed upon them by law.

Section 2. Advisory Committees. Other committees not having and exercising the authority of the Board in the management of CASE (“Advisory Committees”) may be created by the Board by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, by the Chair, or by the President. Such Advisory Committees shall have a governing charter that describes their authority, responsibility, specific duties, and membership. Except as otherwise provided by these Bylaws, resolution, committee charter, or policy adopted by the Board, the Chair shall appoint Advisory Committee members, who need not be Trustees, and shall designate one individual from each such committee to serve as committee chair.

Section 3. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board as are set forth in Article IV of these Bylaws, except as otherwise provided by these Bylaws, committee charter, or resolution of the Board. Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the chair of such Advisory Committee, with the approval of the members of the Advisory Committee, except as otherwise provided in these Bylaws, committee charter, or resolution of the Board. The Chair, Chair-Elect, and President shall be ex officio members of all Board Committees and Advisory Committees, except that the President shall have no vote.

Section 4. Minutes and Records of Action. Minutes of all meetings of and actions taken by Board and Advisory Committees shall be recorded and maintained with the records of CASE.

APPROVED BY CASE BOARD OF TRUSTEES

Section 5. Term; Removal and Resignation; Vacancies. Each member of a Board Committee or Advisory Committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member of the committee. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present, whenever in their judgment the best interests of CASE would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the President, the Secretary, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Limitation on Delegated Authority. Actions taken by Board or Advisory Committees shall in all instances be subject to Article XII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of CASE and in matters of policy.

Section 7. Leadership Committee. The Leadership Committee shall be an Advisory Committee and nominate candidates for the Board's consideration to be presented to the Institutional Members for election as Board Officers, Regional Trustees, and Trustees-at-Large. The Chair-Elect and Chair shall serve as the chair and vice chair, respectively, of the Leadership Committee, unless otherwise specified by the Board.

ARTICLE VIII—REGIONAL COUNCILS

Section 1. Functions. CASE shall have regional councils to provide for input into the affairs of CASE from various geographic regions (each, a "Regional Council"). There are Regional Councils for the following regions: U.S./Canada, Europe, and Asia-Pacific. The Board may establish Regional Councils for Latin America, Africa, or other regions if it determines it is in the best interest of CASE to do so. The Board shall appoint the initial members of the Regional Councils; thereafter, the members of the Regional Councils shall be nominated and selected as provided in these Bylaws. Any Regional Council may be modified or discontinued at any time by the Board, in such manner as may be deemed necessary, advisable, or in the best interests of CASE. The Regional Councils shall serve as advisory committees within the meaning of Section 29-406.25(h) of the Act with respect to all matters. Each Regional Council shall submit candidates to the Leadership Committee for the Board's consideration to be presented to the Institutional Members for election as Regional Trustees. In addition, each Regional Council shall develop and oversee implementation of regional strategy, provide input on global strategy, propose regional budgets that align with global strategy, and advise on the selection and evaluation of the Regional Council Executive Director.

Section 2. Regional Council Members and Officers.

(a) **Regional Council Executive Director.** The President shall designate an employee of CASE to serve as the primary staff liaison in each Region (to be known as the "Regional Council Executive Director" or similar title). The

APPROVED BY CASE BOARD OF TRUSTEES

Regional Council Executive Director shall be an ex officio, non-voting member of the Regional Council in his or her region.

(b) **Number.** Each Regional Council shall consist of not less than seven, nor more than 19 voting members (the “Regional Council Members”), the certain number to be determined by the Regional Council. Each Regional Council shall have a Regional Council Chair, Regional Council Vice Chair, and Regional Council Secretary, (the “Regional Council Officers”), whose duties shall conform to those of the Officers in Article V of these Bylaws.

(c) **Election.** The Regional Council Leadership Committee shall develop a preferred profile for Regional Council Members and Regional Council Officers and invite the Institutional Members located in such Regional Council’s geographical region to submit nominations for Regional Council Members and Regional Council Officers. The Regional Council Leadership Committee shall present a draft list of nominees to the CASE Leadership Committee for input before submitting the final list of nominees to the Institutional Members for election.

Special Rule for Election of Regional Council Members of U.S./Canada Regional Council: Eight of the Regional Council Members of the U.S./Canada Regional Council shall be elected from among candidates nominated by the District Cabinets and presented by the Regional Council Leadership Committee to the Institutional Members located within the U.S./Canada Regional Council. Each District Cabinet shall be assigned a Regional Council Member seat, and for each open Regional Council Member seat, the District Cabinet will nominate three candidates for consideration by the Regional Council and the Regional Council shall select one candidate to present to the Institutional Members for election to the Regional Council.

(d) **Term.** With the exception of the President and the Regional Council Executive Director, each Regional Council Member shall hold office for a term of three years and each Regional Council Officer shall hold office for a term of two years; provided, however, that Regional Council Members and Regional Council Officers shall serve until their successors have been duly elected and have qualified. No Regional Council Member may serve more than two consecutive terms, except that Regional Council Members who are also Regional Council Officers may serve for up to ten consecutive years. The Regional Council Chair and Regional Council Vice Chair may not serve more than one consecutive term as such. The terms of Regional Council Members may be staggered, so as to not all expire at the same time, to the extent and as determined by the Regional Council. To this end, the terms of one or more Regional Council Members may be extended or abbreviated, as determined by the Regional Council.

Section 3. Removal or Resignation of Regional Council Members and Regional Council Officers. Any Regional Council Member may be removed from office at any time by the majority vote of the Regional Council Members at a meeting of the Regional Council Members at which a quorum is present, or by the affirmative vote of a majority of the Trustees present at a meeting of the Trustees at which a quorum is present. Any individual removed as a Regional Council Member pursuant to this Section 3 shall also be deemed removed from any office held at the time of removal. Any Regional Council Member

APPROVED BY CASE BOARD OF TRUSTEES

may resign at any time by giving written notice to the Regional Council Chair, Regional Council Vice Chair, the Regional Council Secretary, or to the Chair, President, Secretary, or the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies and Special Appointees. Any vacancy occurring in a Regional Council to be filled by reason of an increase in the number of Regional Council Members may be filled at any time by the Regional Council Members. A Regional Council Member selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event of a pressing Regional Council need, the Regional Council Chair may designate an individual to serve as a Regional Council Member for a term of one year if such individual lives within, or is employed by an Institutional Member with a physical presence within, such Regional Council.

Section 5. Regional Council Committees.

(a) **Regional Council Leadership Committee.** Each Regional Council shall have a Regional Council Leadership Committee. The Regional Council Chair shall appoint the members of the Regional Council Leadership Committee from among the Regional Council Members, and shall designate one individual to serve as chair of the Regional Council Leadership Committee. The Regional Council Leadership Committee shall be responsible for determining the preferred profile for Regional Council Members and Regional Council Officers, taking into account geography, professional affiliations, skills, backgrounds, and such other criteria as the Regional Council Leadership Committee determines is appropriate. The Regional Council Leadership Committee shall also nominate candidates for election as Regional Council Members and Regional Council Officers and for nominate candidates for election to open Regional Trusteeships.

(b) **District Reserves Fund Committee.** If reserves of a District are transferred to CASE there will be a Legacy Fund Committee consisting of one representative from each of the District Cabinets that will oversee the District Reserves and that will make recommendations regarding use of the income generated by such reserves to support projects suggested by the District Cabinets or the Regional Councils, or applied for directly by the Institutional Members.

Regional Councils may create other committees (together with the Regional Council Leadership Committee, and the District Reserves Fund Committee, the “Regional Council Committees”) by a resolution adopted by a majority of the Regional Council Members present at a meeting at which a quorum is present. The Regional Council Chair shall appoint members to a Regional Council Committee from among the Regional Council Members, and shall designate one individual from each such Regional Council Committee to serve as committee chair.

Section 6. Regular and Special Meetings. Each Regional Council shall hold at least two regular meetings each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Regional Council. Special meetings of the Board may be called by or at the request of the Chair or any two Regional Council Members.

APPROVED BY CASE BOARD OF TRUSTEES

The person or persons authorized to call special meetings of the Regional Council may fix the time and place of any special meeting of the Regional Council called by them.

Section 7. Regional Council Meetings and Action. Meetings of Regional Councils and the Regional Council Leadership Committee shall conform to the standards for notice, quorum, voting, manner and method of acting, and other procedures as may be established by the Regional Council, except as otherwise provided by these Bylaws, or resolution of the Board. The President shall be an ex officio, non-voting member of each Regional Council.

Section 8. Minutes and Records of Action. Minutes of all meetings of and actions taken by Regional Councils shall be recorded and maintained with the records of CASE.

ARTICLE IX—DISTRICT CABINETS

Section 1. Functions. CASE may have district cabinets within each Regional Council (each a “District Cabinet”). The Board is responsible for establishing, disbanding, or merging District Cabinets based on the best interests of CASE. The Board shall appoint the initial members of the District Cabinets; thereafter, the members of the District Cabinets shall be nominated and selected as provided in these Bylaws. The District Cabinets shall serve as advisory committees within the meaning of Section 29-406.25(h) of the Act with respect to all matters. The District Cabinets shall further the purposes of CASE by developing strategies to ensure member engagement and excellence in program offerings and services, contributing to development of CASE global, regional, and district strategy, and advising on regional budget by identifying district priorities.

Section 2. District Cabinet Members and Officers.

(a) **Number.** Each District Cabinet shall consist of not less than 15, nor more than 35 voting members (the “District Cabinet Members”), the certain number to be determined by the District Cabinet. Each District Cabinet shall have a District Cabinet Chair, District Cabinet Chair-Elect, and District Cabinet Secretary (the “District Cabinet Officers”), whose duties shall conform to those of the Officers in Article V of these Bylaws.

(b) **Election.** The District Cabinet Leadership Committee shall invite the Institutional Members located in such District Cabinet’s geographical region to submit nominations for District Cabinet Members and District Cabinet Officers. The District Cabinet Leadership Committee shall present a list of nominees to the Institutional Members for election.

(c) **Term.** With the exception of District Cabinet Members who are also U.S./Canada Regional Council Members or District Cabinet Officers, each District Cabinet Member and each District Cabinet Officer shall hold office for a term of two years; provided, however, that District Cabinet Members and District Cabinet Officers shall serve until their successors have been duly elected and have qualified. District Cabinet Members who are simultaneously serving a three year term on the U.S./Canada Regional Council may serve on the District Cabinet for a third year in a

APPROVED BY CASE BOARD OF TRUSTEES

voting capacity and until their successors on the District Cabinet have been duly elected and have qualified. No District Cabinet Member may serve more than two consecutive terms, except that District Cabinet Members who are also District Cabinet Officers may serve for up to eight consecutive years. The District Cabinet Chair and District Cabinet Chair-Elect may not serve more than one consecutive term as such. The terms of District Members may be staggered, so as to not all expire at the same time, to the extent and as determined by the District Cabinet. To this end, the terms of one or more District Cabinet Members may be extended or abbreviated, as determined by the District Cabinet.

Section 3. Removal or Resignation of District Cabinet Members. Any District Cabinet Member may be removed from office at any time by the majority vote of the District Cabinet Members at a meeting of the District Cabinet Members at which a quorum is present, or by the affirmative vote of a majority of the Trustees present at a meeting of the Trustees at which a quorum is present. Any individual removed as a District Cabinet Member pursuant to this Section 3 shall also be deemed removed from any office held at the time of removal. Any District Cabinet Member may resign at any time by giving written notice to the District Cabinet Chair, District Cabinet Chair-Elect, or the District Cabinet Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies and Special Appointees. Any vacancy occurring in a District Cabinet to be filled by reason of an increase in the number of District Cabinet Members may be filled at any time by the District Cabinet. A District Cabinet Member selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event of a pressing District Cabinet need, the District Cabinet Chair may designate an individual who lives within the geographical boundaries of such District Cabinet, or is employed by an Institutional Member with a physical presence within the geographical boundaries of such District Cabinet, to serve as a District Cabinet Member for a term of one year.

Section 5. District Cabinet Leadership Committee and Other Committees. Each District Cabinet shall have a District Cabinet Leadership Committee. The District Cabinet Leadership Committee shall be responsible for determining the preferred profile for District Cabinet Members and District Cabinet Officers, taking into account geography, professional affiliations, skills, backgrounds, and such other criteria as the District Cabinet Leadership Committee determines is appropriate and shall nominate candidates for election as District Cabinet Members and District Cabinet Officers.

District Cabinets may create other committees (together with the District Cabinet Leadership Committee, the "District Cabinet Committees") by a resolution adopted by a majority of the District Cabinet Members present at a meeting at which a quorum is present. The District Cabinet Chair shall appoint members to a District Cabinet Committee from among the District Cabinet Members, and shall designate one individual from each such District Cabinet Committee to serve as committee chair.

Section 6. Regular and Special Meetings. Each District Cabinet shall hold at least three regular meetings each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the District Cabinet Members. Special meetings

APPROVED BY CASE BOARD OF TRUSTEES

of the District Cabinet may be called by or at the request of the Chair or any two District Cabinet Members. The person or persons authorized to call special meetings of the District Cabinet may fix the time and place of any special meeting of the District Cabinet called by them.

Section 7. District Cabinet Meetings and Action. Meetings of District Cabinets shall conform to the standards for notice, quorum, voting, manner and method of acting, and other procedures as may be established by the District Cabinet, except as otherwise provided by these Bylaws, or resolution of the Board. Meetings of District Cabinet Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the chair of such District Cabinet Committee, with the approval of the members of the District Cabinet Committee, except as otherwise provided in these Bylaws, District Cabinet Committee charter, resolution of the relevant District Cabinet, or resolution of the Board.

Section 8. Minutes and Records of Action. Minutes of all meetings of and actions taken by District Cabinets or District Cabinet Committees shall be recorded and maintained with the records of CASE.

ARTICLE X—COMPENSATION AND INUREMENT

Section 1. Compensation of Trustees. CASE shall not pay any compensation to Trustees for services rendered to CASE as such, except that Trustees may be reimbursed for reasonable expenses incurred in the performance of their duties to CASE. Nothing herein shall be construed to preclude any Trustee from serving CASE in a capacity other than that of Trustee and receiving reasonable compensation for such service.

Section 2. Inurement. No part of the net earnings of CASE shall inure to the benefit of, or be distributable to, its Officers, Trustees, committee members, employees, or other private persons, except that CASE shall be authorized and empowered to pay reasonable compensation and/or to reimburse reasonable expenses for services rendered, and to make payments and distributions in furtherance of CASE's purposes.

ARTICLE XI—LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Limitation of Liability. The personal liability of currently acting and former Officers and Trustees is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a Trustee or Officer shall not be liable to CASE for money damages for any action taken, or failure to take action, as a Trustee or Officer, except for liability for (i) the amount of financial benefit received by the Trustee or Officer to which the Trustee or Officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the Officer or Trustee in a manner outside the standards of conduct mandated for the Officer or Trustee by the Act; or (iv) an intentional violation of criminal law.

Section 2. Indemnification. CASE shall indemnify each of its currently acting and former Trustees and Officers in accordance with and to the fullest extent permitted by law.

APPROVED BY CASE BOARD OF TRUSTEES

Section 3. Insurance. CASE may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of CASE. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.

ARTICLE XII—FINANCES AND RECORDS

Section 1. Fiscal Year. The fiscal year of CASE shall be July 1 to June 30 of each year, unless some other fiscal year be established by resolution of the Board.

Section 2. Corporate Contracts and Instruments. The Board may authorize any Officer or Officers, or agent or agents of CASE, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of CASE. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of CASE, shall be signed by such Officer or Officers, or agent or agents of CASE, and in such manner, as shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall each be signed by an Officer or Trustee of CASE.

Section 4. Deposits. All funds of CASE shall be deposited to the credit of CASE in such banks, trust companies, or other depositories as the Board may select.

Section 5. Books and Records. CASE shall keep correct and complete books and records of account and shall also keep as permanent records: (i) minutes of all meetings of the Board; (ii) records of all actions taken without a meeting by the Board; (iii) records of all actions taken by a Board Committee on behalf of CASE. CASE also shall keep at its principal office (i) the Articles; (ii) CASE's Bylaws; (iii) minutes and other permanent records described above for the last three years; (iv) a list of the names and business address of CASE's current Trustees and Officers; and (v) the most recent biennial report filed by CASE with the District of Columbia.

Section 6. Representation of Shares of Other Corporations. The President or any other Officer or Officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of CASE all rights incident to any shares or membership interests of any other corporation or corporations held by CASE. This authority may be exercised in person or by proxy or power of attorney.

Section 7. Other Operational Policies. The Board may adopt, or delegate authority to any Officer or Officers to adopt, policies and guidelines regarding matters affecting the operation of CASE. The Board or such Officer or Officers can amend, repeal, or otherwise modify such policies and guidelines at its sole discretion. Such policies and guidelines shall be compiled in a policy manual.

ARTICLE XIII—DECLARATION OF POLICY

APPROVED BY CASE BOARD OF TRUSTEES

Responsibility and authority for any declaration of CASE policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Board and Advisory Committees of CASE and the Regional Councils and District Cabinets are not authorized directly or indirectly to (i) authorize distributions; (ii) approve or propose to the Institutional Members action required to be approved by the Institutional Members; (iii) fill vacancies on the Board or any Board Committee; (iv) adopt, amend, or repeal the Bylaws; or (v) commit CASE in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as otherwise provided in these Bylaws, shall have control of the affairs of CASE, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of CASE. Actions taken by Board and Staff Officers, employees or agents of CASE shall in all instances be subject to this Article.

ARTICLE XIV – CONSTRUCTION

Section 1. Legal Authority Governing Construction of Bylaws. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act as amended from time to time shall govern the construction of these Bylaws. If any term used in these Bylaws and not otherwise defined in these Bylaws is defined for purposes of the Act, such definition shall apply for purposes of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the masculine gender includes feminine and neuter.

Section 2. Interpretation and Conflict of Provisions. These Bylaws are in all respects subject to the provisions of the Act and CASE’s Articles of Incorporation, and shall be interpreted accordingly. In the event that any provision of these Bylaws is or becomes inconsistent with any provision of the Articles of Incorporation, the Act or any other applicable law, the provision of these Bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE XV—AMENDMENTS

Section 1. Amendment by Board. Subject to the limitations in Section 29–408.22 of the Act on the powers of the Board to adopt, amend, or repeal Bylaws relating to certain matters, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a majority of the entire Board at any regular or special meeting.

Section 2. Amendment/Approval by Institutional Members. Any adoption, amendment, or repeal of these Bylaws which requires approval of the Institutional Members shall be adopted, amended, or repealed by the affirmative vote of a majority of the Institutional Members present and voting at any meeting of the membership at which a quorum is present, or acting by written ballot where a quorum is satisfied.

[Remainder of Page Intentionally Left Blank]

HISTORY OF BYLAWS AMENDMENTS

N.B. These bylaws have been amended on:

November 21, 1977

November 11, 1979

November 18, 1980

October 27, 1987

May 1, 1988

April 27, 1992

June 12, 1995

November 10, 1998

May 12, 2006

March 13, 2015

November 19, 2015

November __, 2018

N.B. These bylaws have been ratified on:

July 16, 1978

July 10, 1980

July 5, 1983

July 14, 1987

July 12, 1988

July 13, 1992

July 9, 1995

July 18, 1999

July 1, 2006

July 13, 2015

_____, 2019

APPROVED BY CASE BOARD OF TRUSTEES

**RESTATED ARTICLES OF INCORPORATION
OF
COUNCIL FOR ADVANCEMENT AND SUPPORT OF EDUCATION**

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act (the “Act”), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statements below.

1. The name of the corporation (hereinafter referred to as the “Corporation”) is: Council for Advancement and Support of Education.

2. The Articles of Incorporation of the Corporation are hereby amended as follows:

A. The PREAMBLE is hereby amended by replacing the existing provision with the following:

This Corporation is organized as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act (D.C. Code Title 29, Chapter 4, hereinafter referred to as the “Act”), and hereby adopts the following Articles of Incorporation:

B. Article FIRST is hereby amended by replacing the existing provision with the following:

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as the “Corporation”) is: Council for Advancement and Support of Education.

C. Article SECOND is hereby amended by replacing the existing provision with the following:

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

D. Article THIRD is hereby amended by replacing the existing provision with the following:

ARTICLE III. PURPOSES

a. The Corporation is incorporated as a nonprofit corporation under the Act and is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended, or the corresponding provision of any subsequent federal tax laws

APPROVED BY CASE BOARD OF TRUSTEES

(hereinafter collectively referred to as the “Code”). Specifically, and without limitation, the Corporation shall:

- i. Develop and foster sound relationships between member educational institutions and their constituencies;
 - ii. Provide training programs, products, and services in the areas of alumni and constituent relations, marketing and communications, philanthropy, and advancement services;
 - iii. Provide advocacy and thought leadership for the advancement and support of education worldwide; and
 - iv. Produce and foster research and data initiatives, including development of educational advancement-related metrics, benchmarks and analytics.
- b. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however that:
- i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes;
 - ii. Except as provided and permitted under Sections 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office;
 - iii. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code;
 - iv. During any period that the Corporation is deemed to be a private foundation as described in Code Section 509(a), the Corporation:
 - (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;
 - (2) shall not engage in any act of self-dealing as defined in Code Section 4941(d);

APPROVED BY CASE BOARD OF TRUSTEES

- (3) shall not retain any excess business holdings as defined in Code Section 4943(c);
- (4) shall not make any investments in such manner as to subject it to tax under Code Section 4944; and
- (5) shall not make any taxable expenditures as defined in Code Section 4945(d).

E. Article FOURTH is hereby amended by replacing the existing provision with the following:

ARTICLE IV. MEMBERS

The Corporation shall have members, whose qualifications, rights and obligations shall be as prescribed in the bylaws of the Corporation.

F. Article FIFTH is hereby amended by replacing the existing provision with the following:

ARTICLE V. BOARD OF TRUSTEES

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws, which may contain any provision that is not inconsistent with law or these Articles. The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees (“Board of Trustees” having the same meaning as “Board of Directors” under the Act). The number of trustees (“trustees” having the same meaning as “Director” under the Act) and the method of election or appointment of the trustees of this Corporation shall be as provided in the Bylaws of this Corporation.

G. Article SIXTH is hereby amended by replacing the existing provision with the following:

ARTICLE VI. REGISTERED AGENT AND ADDRESS

The principal office of the Corporation shall be located within or without the District of Columbia as determined by the Board of Trustees. The name and address of the registered agent of this Corporation in the District of Columbia is:

CT Corporation System
1015 15th Street, N.W., Suite 1000
Washington, D.C. 20005

H. Article SEVENTH is hereby amended by replacing the existing provision with the following:

ARTICLE VII. INCORPORATORS

APPROVED BY CASE BOARD OF TRUSTEES

The names and addresses of each incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Winston E. Forrest, Jr.	7004 Meadow Lane Chevy Chase, Maryland 20815
John W. Leslie, Jr.	5410 Connecticut Avenue, N.W. Washington, D.C. 20015
John Holt Myers	102 E. Melrose Street Chevy Chase, Maryland 20815

I. Article EIGHTH is hereby amended by replacing the existing provision with the following:

ARTICLE VIII. MISCELLANEOUS

Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its trustees are as follows:

- a. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation shall be distributed for one or more of the Corporation's exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Trustees may determine, and, to the extent required by the Act and the Bylaws, by the members.
- b. The personal liability of the officers and trustees of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a trustee or officer of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or failure to take action, as a trustee or officer, except for liability for (i) the amount of financial benefit received by the trustee or officer to which the trustee or officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the officer or trustee in a manner outside the standards of conduct mandated for the officer or trustee by the Act; or (iv) an intentional violation of criminal law.
- c. To the fullest extent permitted by the Act, the Corporation shall indemnify and hold harmless each officer and trustee of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any proceeding to which he or she may

APPROVED BY CASE BOARD OF TRUSTEES

be a party by reason of his or her being or having been an officer or trustee of the Corporation. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each officer and trustee.

- d. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Trustees of the Corporation. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.

J. Article NINTH is hereby amended by replacing the existing provision with the following:

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; (ii) an amendment to the Articles of Incorporation may be proposed without approval of the Board of Trustees if proposed by 25% or more of the members entitled to vote on the amendment, and any such proposed amendment must be adopted by the affirmative vote of two-thirds of the voting membership of the Corporation; and (iii) that otherwise any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.

K. Article TENTH is deleted and amended and restated in Article SEVENTH.

- 3. The text of the Restated Articles of Incorporation, which consolidate the foregoing amendments and all previous amendments to the Articles of Incorporation in a single document, is as follows:

[Remainder of page intentionally blank]

APPROVED BY CASE BOARD OF TRUSTEES

**RESTATED ARTICLES OF INCORPORATION
OF
COUNCIL FOR ADVANCEMENT AND SUPPORT OF EDUCATION**

This Corporation is organized as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act (D.C. Code Title 29, Chapter 4, hereinafter referred to as the “Act”), and hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as the “Corporation”) is: Council for Advancement and Support of Education.

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSES

- a. The Corporation is incorporated as a nonprofit corporation under the Act and is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended, or the corresponding provision of any subsequent federal tax laws (hereinafter collectively referred to as the “Code”). Specifically, and without limitation, the Corporation shall:
 - i. Develop and foster sound relationships between member educational institutions and their constituencies;
 - ii. Provide training programs, products, and services in the areas of alumni and constituent relations, marketing and communications, philanthropy, and advancement services;
 - iii. Provide advocacy and thought leadership for the advancement and support of education worldwide; and
 - iv. Produce and foster research and data initiatives, including development of educational advancement-related metrics, benchmarks and analytics.
- b. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however that:
 - i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes;

APPROVED BY CASE BOARD OF TRUSTEES

- ii. Except as provided and permitted under Sections 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office;
- iii. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code;
- iv. During any period that the Corporation is deemed to be a private foundation as described in Code Section 509(a), the Corporation:
 - (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;
 - (2) shall not engage in any act of self-dealing as defined in Code Section 4941(d);
 - (3) shall not retain any excess business holdings as defined in Code Section 4943(c);
 - (4) shall not make any investments in such manner as to subject it to tax under Code Section 4944; and
 - (5) shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE IV. MEMBERS

The Corporation shall have members, whose qualifications, rights and obligations shall be as prescribed in the bylaws of the Corporation.

ARTICLE V. BOARD OF TRUSTEES

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws, which may contain any provision that is not inconsistent with law or these Articles. The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees (“Board of Trustees” having the same meaning as “Board of Directors” under the Act). The number of trustees (“trustees” having the same meaning as “Director” under the Act) and the method of election or appointment of the trustees of this Corporation shall be as provided in the Bylaws of this Corporation.

ARTICLE VI. REGISTERED AGENT AND ADDRESS

APPROVED BY CASE BOARD OF TRUSTEES

The principal office of the Corporation shall be located within or without the District of Columbia as determined by the Board of Trustees. The name and address of the registered agent of this Corporation in the District of Columbia is:

CT Corporation System
1015 15th Street, N.W., Suite 1000
Washington, D.C. 20005

ARTICLE VII. INCORPORATORS

The names and addresses of each incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Winston E. Forrest, Jr.	7004 Meadow Lane Chevy Chase, Maryland 20815
John W. Leslie, Jr.	5410 Connecticut Avenue, N.W. Washington, D.C. 20015
John Holt Myers	102 E. Melrose Street Chevy Chase, Maryland 20815

ARTICLE VIII. MISCELLANEOUS

Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its trustees are as follows:

- a. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation shall be distributed for one or more of the Corporation's exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Trustees may determine, and, to the extent required by the Act and the Bylaws, by the members.
- b. The personal liability of the officers and trustees of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a trustee or officer of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or failure to take action, as a trustee or officer, except for liability for (i) the amount of financial benefit received by the trustee or officer to which the trustee or officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the officer or trustee in a manner outside the standards of conduct mandated for the officer or trustee by the Act; or (iv) an intentional violation of criminal law.

APPROVED BY CASE BOARD OF TRUSTEES

- c. To the fullest extent permitted by the Act, the Corporation shall indemnify and hold harmless each officer and trustee of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any proceeding to which he or she may be a party by reason of his or her being or having been an officer or trustee of the Corporation. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each officer and trustee.
- d. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Trustees of the Corporation. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; (ii) an amendment to the Articles of Incorporation may be proposed without approval of the Board of Trustees if proposed by 25% or more of the members entitled to vote on the amendment, and any such proposed amendment must be adopted by the affirmative vote of two-thirds of the voting membership of the Corporation; and (iii) that otherwise any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.

[Remainder of page intentionally blank]

APPROVED BY CASE BOARD OF TRUSTEES

4. The foregoing amendments and Restated Articles of Incorporation were duly adopted by the Board of Trustees in accordance with the requirements of the Act at a meeting of the Board of Trustees held on November __, 2018, at which a quorum was present, and was approved by the members in the manner required by the Act and by the Corporation's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned have signed and attested to these Restated Articles of Incorporation as of the dates written below. These Restated Articles of Incorporation may be executed in separate counterparts.

By: _____
Susan Cunningham, President

Date: _____

Attest: _____
Sergio M. Gonazalez, Secretary

Date: _____