

BYLAWS
OF
INTERNATIONAL ASSOCIATION FOR ENERGY ECONOMICS, INC.
(as amended through December 22, 2017)

ARTICLE I

Name and Office

1. The name of this Corporation is INTERNATIONAL ASSOCIATION FOR ENERGY ECONOMICS, INC. (referred to herein as the "Association").
2. The Association is a nonprofit corporation organized in the District of Columbia pursuant to the District of Columbia Nonprofit Act of 2010 (the "Act"). The Association is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(6) of the Code. The Association shall maintain a registered office and a registered agent as required by Act. The Council in its discretion may from time to time change both the registered office and the registered agent.
3. The Association shall have Members.

ARTICLE II

Purposes

The purpose of the Association is:

1. To provide for the mutual association of persons interested in energy economics in order to create a forum for professional discussion.
2. To provide a means of professional communication and exchange of experience and ideas among persons interested in energy economics.
3. To promote professional communication among persons interested in energy economics from different countries.
4. To engage in any other lawful method of cooperative activity within the scope of the Association's interests.

ARTICLE III

Definitions

1. The "Act" as used herein is the District of Columbia Nonprofit Act of 2010.
2. The term "Affiliate" as used herein is a group of individuals recognized by the Council, usually of like nationality, having similar purposes to that of the Association, and willing to abide by the policies of the Association with respect to any activities of the Affiliate claimed to be undertaken in the name of the Association.
3. The term "Association" as used herein is International Association for Energy Economics, Inc.
4. The term "Code" as used herein is the Internal Revenue Code of 1986, as amended.
5. The term "Council" as used herein means the governing body of the Association.

6. The term "Good Standing" as used herein means a Member who has fulfilled the requirements for membership in the Association. More specifically, a Member shall be in good standing if it, he or she is not past due on its, his or her membership assessment or other fees due to the Association and/or it, he or she is not in violation of or acting contrary to these Bylaws, the Members' Code of Conduct or any other rules, regulations, or resolutions set by the Council.

7. The term "Designated Member" as used herein is a Member who is appointed a Member by an Institutional/Academic or Institutional/Corporate Member.

8. The term "Member" as used herein shall mean a Direct, Affiliate, Student, Institutional/Academic, Institutional/Corporation Member or Designated Member or such other category as the Council may create. The term "Members" shall mean Direct, Affiliate, Student, Institutional/Academic, Institutional/Corporate and Designated Members collectively.

9. The term "Officers" as used herein includes the following: President, President-Elect, Immediate Past President, Past President, Vice President for Finance, Vice President for Communications, Vice President for Publications, Vice President for Academic Affairs, Vice President for Business and Government Affairs, Vice President for Conferences, Vice President for Regional Affairs, and Student Representative.

10. The term "professional" as used herein does not imply an attempt at certification or determination of qualifying standards for the practice of energy economics. The term is used to denote the professional concerns of members of a learned society.

11. The term "Record" as used herein means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE IV

Membership

1. Membership in the Association shall consist of the following types as described below: Direct, Affiliate, Student, Institutional/Academic and Institutional/Corporate. The Council may create additional classifications of Members with the criteria and privileges the Council establishes at that time. Any person or institution interested in the economics of energy and willing to pursue the objectives and abide by the policies of the Association is eligible for Direct or Institutional membership, respectively. Memberships are for a term of twelve (12) months from the receipt of the Member's dues.

(a) Direct - An individual who joins the Association directly. Direct Members may include Student Members and Designated Members.

(b) Affiliate - The Association may enter into arrangements with Affiliates under which the members of the Affiliate become Members of the Association through payment or transfer of dues.

(c) Student - An individual enrolled in a degree-granting program (either undergraduate or graduate) at an institution of higher learning and registered full-time according to the definition of his/her respective academic institution, and who is not employed full-time. Students must submit written verification from a professor or other verifiable school

authority at their institution attesting to their full-time student status when making an application.

(d) Institutional/Academic and Institutional/Corporate - companies, organizations, universities or research institutions (collectively, an "Institution") that support the mission of the Association may participate in Association activities and benefit from Association offerings. Each Institution shall designate two (2) representatives for membership in the Association (each, a "Designated Member").

2. The Association is international in scope. Individuals, companies, organizations, universities and research institutions from all countries are eligible for membership.

3. An application for membership must be made on the form provided by the Association or an Affiliate in a manner agreed between the Association and the Affiliate. Dues for first year of membership must be received by the Association prior to activation of membership. The applicant shall not be approved for admission in the event any prerequisite for membership set forth in these Bylaws or any rules, regulations or policies of the Association have not been met. In the event an application is rejected, any dues received by the Association shall be refunded to the applicant.

4. The Council shall determine the dues structure of its Members and the time at which these dues shall be paid. The Association and its Affiliates may create arrangements to collect dues through a convenient single payment by their common members. The Association may invoice directly Members of an Affiliate with nineteen (19) or fewer members.

5. The Council may expel any Member from the Association for conduct contrary to the objectives of the Association or violation of Association policies including, without limitation, the Members' Code of Conduct. Any expulsion for violation of the Members' Code of Conduct shall occur in accordance with that Code. In all other instances, the Member shall be given an opportunity to be heard at the next Council meeting after a recommendation for termination by the Council. After deliberating the issue, the Council shall vote on the question of whether the Member shall be expelled. A two-thirds (2/3) affirmative vote of the entire Council shall be necessary to expel a Member. Any Member who is expelled shall remain liable for any dues or charges owed at the time of the expulsion.

6. Termination of membership automatically occurs upon resignation of the Member or default in payment of dues.

7. A Member may resign by submitting a written resignation to the Executive Director. Any Member who resigns shall remain liable for any dues or charges owned at the time of resignation. A resigned Member may resume membership upon payment of current dues.

8. A Member shall be in default of payment of dues if dues remain unpaid sixty (60) days after their due date.

ARTICLE V

Membership Meetings; Member Voting

1. There shall be an Annual Meeting of the Members of the Association on June 30, or such other date as may be designated by the Council, at a time and place designated by the Council. At the Annual Meeting there shall be a business session for a report by the President and by such

Officers as the President designates, for suggestions by Members of items that the Council should consider, for discussion regarding Association activities and operations, for consideration of any changes in the Bylaws which the Council has previously determined to put to a vote of the Members pursuant to Article XIII of these Bylaws, and for other items of business as the Council may determine.

2. Special meetings of the Members may be called by the President, by the Vice President for Finance or by a majority of the Council members. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted.

3. No meeting of the Members shall simultaneously constitute a Council meeting even if a quorum of the Council members is present.

4. Each Member in Good Standing shall be given at least thirty (30) days' advance notice of any membership meeting, which notice shall state the time and place of such meeting and all items of business on which the Council has determined Member votes will be taken. The Notice shall be in the form of a Record.

5. Each Member, except an Institutional/Academic and Institutional/Corporate Member, shall have one vote on any matter submitted to the membership for vote.

6. Twenty (20) members in Good Standing present in person shall constitute a quorum at any meeting of the Members. When a quorum is present at any meeting, a majority of the votes cast shall, except where a larger vote is required by these Bylaws or the Act, decide any question brought before the Members. A majority of the Members in Good Standing present at any

meeting, though less than a quorum, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

7. The Annual Meeting and any other meeting of the Members may and will normally be held at the location of and during the course of the Association's annual conference or a regional conference sponsored by the Association, and will be noticed to the Members not less than thirty (30) days prior to the meeting as part of the member communications concerning the conference. Such meetings and conferences may be held within or outside of the District of Columbia, as determined by the Council. The Council may elect to conduct a meeting of the Members not at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to Members, pose questions, and make comments.

8. Any action that may be taken at any Annual or special meeting of Members may be taken by ballot pursuant to the Act, if the Association delivers a ballot to every Member entitled to vote on the matter.

9. A Member in Good Standing may vote by proxy pursuant to the Act at such times as determined by and on such form as provided by the Council. The Member's signed written appointment form shall be delivered to the Association at least one week prior to the meeting. No Member may cast proxy votes for more than five (5) other Members. Proxies shall not be counted toward the number of Members required to constitute a quorum.

ARTICLE VI

Officers; Terms of Office; Executive Director

1. The Officers of the Association and their term of office are as follows:

(a) The President shall be the Chief Executive Officer of the Association and shall be responsible for the management of the Association. The President shall perform all duties required by the Bylaws or, if not there specified, by the Council. The President shall serve a one-year term after his or her succession from the office of President-Elect.

(b) The President-Elect will be elected for a one-year term and shall succeed to the Presidency for a one-year term as President. In the event of the resignation of the President or the incapacity of the President to serve as determined by a majority vote of the Council, the President-Elect shall become the President and complete the President's term, and shall then continue as President during his or her own one-year term. In the event of the resignation or incapacity of the President-Elect, the Council shall elect a replacement President-Elect from among those serving on the Council other than the Immediate Past President and Past President. The President-Elect shall assist the President and carry out such duties as may be assigned by the President. The President-Elect shall have responsibility for strategic planning for the Association in consultation with the President and the Executive Director. The President-Elect may appoint honorary advisors to serve conterminously with the President-Elect's term as President, unless otherwise approved by Council for a different term. Such honorary advisors will not vote or otherwise be involved in the governance of the Association.

(c) The Immediate Past President is the individual whose term as President ends with the succession to the Presidency of the President-Elect, and will serve for a term of one year. The Immediate Past President shall chair the Association's Awards Committee.

(d) The Past President is the individual whose term as Immediate Past President ends with the succession to the Presidency of the President-Elect and will serve for a term of one year. The Past President shall chair the Association's Nominations Committee.

(e) The Vice President for Finance shall serve a two-year term, and may be reelected once for a total term of office not to exceed four (4) years. The Vice President for Finance shall, subject to the direction and under the supervision of the Council: a) be responsible for all financial concerns of the Association including the care and custody of the funds and valuable papers of the Association, except his or her own bond, if any; b) oversee the deposit or collection of all notes, checks, drafts and other instruments for the payment of monies to the Association and to accept drafts on behalf of the Association; c) ensure that all Association bills are properly paid, the good credit of the Association is maintained and oversee that accurate books of account are kept; d) ensure that an independent review of the Association's books is undertaken annually; e) lead any fund raising efforts of the Association; f) have the option to delegate any and all of the foregoing responsibilities to the Executive Director as appropriate; g) have general responsibility for maintaining the appropriate legal status of the Association and to that end shall be supported by an attorney licensed in the United States approved by Council (at the nomination of the Vice President for Finance) to be General Counsel of the Association, who shall serve at the pleasure of the Council; h) if required by the Council, have a bond for the faithful performance of his or her duty in such form, in such sum,

and with such sureties as the Council shall require. He or she will provide input to the President-Elect responsible for strategic planning related to his/her responsibilities.

(f) The Vice President for Communications shall be elected for a two (2) year term, and may be reelected once for a total term in office of not to exceed four (4) years. The Vice President for Communications shall have responsibility for strategic development and oversight of the Association website; for strategic development and oversight of all electronic products and services connected to the Association website, including social media, website operations and interface for conference proceedings; and for coordination of responsibilities with other Council members on strategic planning, implementation, product development and operations of the Association website. He or she will provide input to the President-Elect responsible for strategic planning related to his/her responsibilities.

(g) The Vice President for Publications shall be elected for a two (2) year term, and may be reelected once for a total term of office not to exceed four (4) years. The Vice President for Publications shall direct the publications activities of the Association, including cooperating arrangements with professional journals and publication of abstracts, conference proceedings, newsletters or other material published by the headquarters office. To this end, the Vice President for Publications shall propose to Council (with amendments from time to time as necessary) a written publications policy document that, after its adoption by Council, shall articulate the standards, scope, governance, and other attributes of all publications for which the Association and any subsidiary are responsible. Among other principles, the publications policy document shall declare and uphold principles of political neutrality of the Association and its publications, objectivity, professionalism, relevance to energy economics, editorial independence, fair process for article selection, geographic and professional diversity

among editors and Editorial Board members, and freedom from conflicts of interest on the part of editors. The Vice President for Publications will further provide input to the President-Elect responsible for strategic planning related to his/her responsibilities. Approval of publications activity rests with the Council, acting on the recommendation of the Vice President for Publications.

(h) The Vice President for Academic Affairs shall be elected for a two (2) year term, and may be reelected once for a total term of office not to exceed four (4) years. The Vice President for Academic Affairs will promote the expansion of the Association's membership and related activities, including fund raising, in the academic community and among students in institutions of higher education. Promotion will include membership development, community outreach, and product and service expansion. He or she will provide input to the President-Elect responsible for strategic planning related to his/her responsibilities. The Vice President for Academic Affairs will put forth ideas for new activities for the Association which will expand services to members, and increase the Association's ability to achieve its mission, leading to an expansion in membership and the enhancement of the Association's image and general well-being.

(i) The Vice President for Business and Government Affairs shall be elected for a two (2) year term, and may be reelected once for a total term of office not to exceed four (4) years. The Vice President for Business and Government Affairs will promote the expansion and development of the Association's individual, Affiliate and institutional memberships and related activities, including fund-raising. Promotion will include membership development, community outreach, and product and service expansion. He or she will provide input to the President-Elect responsible for strategic planning related to his/her responsibilities. The Vice

President for Business and Government Affairs will put forth ideas for new activities for the Association which will expand services to Members, and increase the Association's ability to achieve its mission, leading to an expansion in membership and the enhancement of the Association's image and general well-being.

(j) The Vice President for Conferences shall be elected for a two (2) year term, and may be reelected once for a total term of office not to exceed four (4) years. The Vice President for Conferences shall be responsible to the Council for overseeing the conduct of all conferences sponsored by or involving the Association, representing the Association's interest in the planning, execution, and financing of all conferences, including assuring that the Association receives its appropriate portion of any revenues from such conferences. He or she will provide input to the President-Elect responsible for strategic planning related to his/her responsibilities.

(k) The Vice President for Regional Affairs shall be elected for a two (2) year term, and may be reelected once for a total term of office not to exceed four (4) years. The Vice President for Regional Affairs shall be responsible to the Council for development of and liaison with regional groups of IAEE Affiliates and prospective Affiliates in order to enhance services for members from those regions. He or she will help the Vice President for Conferences to coordinate regional events and conferences, ensure members in all regions benefit from their membership, and provide input to the President-Elect responsible for strategic planning related to his/her responsibilities.

(l) The Student Representative shall be elected for a single two (2) year term. The Student Representative, in consultation with the Vice President for Academic Affairs, shall be

responsible to the Council for overseeing the conduct of all student activities sponsored by or involving the Association and its Affiliates. He or she shall be a current full time student in a post-secondary education institution and will communicate with student representatives working on student programs within Affiliates and conferences to ensure the Association has a strong portfolio of student activities. He or she will provide input to the President-Elect responsible for strategic planning related to his/her responsibilities.

2. The Executive Director shall serve at the pleasure of the Council and be compensated in accordance with a written agreement approved by the Council. The President, with assistance from the President-Elect and Vice President for Finance, with such other support as they may require, shall be responsible for reviewing and renegotiating such written agreement when and as necessary and submitting a new or revised agreement for approval by Council before the agreement expires by its own terms. The Executive Director and other staff shall: a) support the Officers and Council members in their work and activities, performing such duties as are delegated or requested by them within the terms of that agreement, and referring to them all matters requiring their attention; b) attend all Council meetings, Executive Committee meetings, and meetings of the Members of the Association, and prepare and keep minutes of those meetings; c) maintain and authenticate the records of the Association that are required to be kept by the Act; and d) be responsible for executing the Association's strategic plan in cooperation with the President-Elect and Council members.

3. The President-Elect, Vice President for Finance, Vice President for Communications, Vice President for Conferences, Vice President for Publications, Vice President for Academic Affairs, Vice President for Business and Government Affairs, Vice President for Regional Affairs, and Student Representative shall be elected by ballot in accordance with the Act.

4. Any Officer vacancy shall be filled with a nomination made by the Nominating Committee and approved by the Council, except as otherwise set forth in these Bylaws. An Officer so appointed to fill a vacancy shall serve only until the next election of Officers.

5. The Council may, at its discretion, by a two-thirds (2/3) vote remove any Officer as permitted by the Act. Any Officer may resign at any time by delivering a signed notice in the form of a Record to the President.

6. The beginning of each term of each office shall coincide with the beginning of the calendar year.

7. No individual may hold more than one office at a time. No individual may be directly nominated for election as President, and no individual may be nominated to be President-Elect who is the current Immediate Past President or Past President.

ARTICLE VII

Officer Nominations and Elections

1. No less than one hundred eighty (180) days prior to the beginning of the term for which an election for an Officer position is to be held the Past President, in consultation with the President, shall select four (4) Members in Good Standing, creating a five (5) member Nominating Committee, which the Past President shall chair. The Nominating Committee shall include not more than one other current Member of the Council, and not more than two (2) Members from any one Affiliate. The Council shall approve the members of the Nominating Committee. The Nominating Committee shall then nominate candidates for President-Elect, Vice President for Finance, Vice President for Communications, Vice President for Conferences,

Vice President for Publications, Vice President for Academic Affairs, Vice President for Business and Government Affairs, Vice President for Regional Affairs, and Student Representative, whenever those offices are to be vacated in accordance with their terms of office. Any Member may, on his or her ballot for any given election, nominate any Member for an open officer position in the next election, and such names shall be provided for review by the Nominating Committee. The Nominating Committee shall conduct at least one meeting in person, by conference phone or by other means of remote communication by which all persons participating may hear each other to formalize its slate of nominees, prior to which Nominating Committee members shall share information concerning proposed nominees. No individual shall be nominated (other than the Student Representative) who has not been an Association member in Good Standing for the previous two (2) years. The Nominating Committee shall complete its work and provide its slate of candidates, together with biographical information about them, to the Council and to the Executive Director for posting on the Association website not less than one hundred twenty (120) days prior to the beginning of the term for which the elections are being held.

2. Three percent (3%) or more of the membership, including not fewer than five (5) Members from each of at least three (3) separate Affiliates, may nominate additional eligible candidates for the offices of President-Elect, Vice President for Finance, Vice President for Communications, Vice President for Conferences, Vice President for Publications, Vice President for Academic Affairs, Vice President for Business and Government Affairs, Vice President for Regional Affairs, and Student Representative. Such additional nominations shall be submitted to the Executive Director at least ninety (90) days prior to the beginning of the term for which the elections are being held. The Executive Director shall post on the Association

website all eligible candidates, together with biographical information, within ten (10) days of receipt of the additional nominations.

3. Ballots in the form of a Record for the election of Officers shall be sent to each Member in Good Standing at least thirty (30) days prior to the due date. Ballots shall be counted by the Executive Director, who shall notify the Membership of the results.

ARTICLE VIII

Council

1. The governing body of the Association shall be the Council, which shall have supervision, control, and direction of the affairs and policies of the Association. The Council shall direct the management of the Association's property and business, except for the powers expressly granted to the Members by these Bylaws, by the Articles of Incorporation, or by the Act. In addition to the powers conferred by these Bylaws, the Council may exercise all powers of the Association and do all such lawful acts and things as are consistent with the Association's purpose and with the laws of the District of Columbia and the United States.

2. The Council shall be composed of the President, the President-Elect, the seven Vice Presidents of the Association, the last two former Presidents of the Association and the elected Student Representative. The term of each Council member set forth in this Section 2 of this Article VIII shall be concurrent with that individual's officer term. In addition, the Council shall contain five (5) other members selected in accordance with Section 3 of this Article VIII.

3. During the last quarter of his or her term, the President-Elect shall appoint five (5) Council members from the membership to serve during that President-Elect's year as President, as follows:

- One shall represent the United States Association for Energy Economics (USAEE), and unless otherwise agreed by Council and USAEE, shall be the then-serving President of USAEE or, in the case of his or her absence or incapacity, the then-serving President-Elect of USAEE;
- One shall represent the Association's Affiliates in Europe, and shall be the consensus nominee of the European Affiliates unless no consensus is reached;
- One shall represent the Association's Affiliates in Asia and Oceania, and shall be the consensus nominee of those Affiliates unless no consensus is reached; and
- Two others shall be appointed by the President-Elect at his or her discretion from among Members in Good Standing.

The term of each appointment set forth in this Section 3 of Article VIII shall be one year and shall be concurrent with the term as President of the President-Elect who made the appointment. Individuals may be nominated by the succeeding President-Elect or by their Affiliates for additional one-year terms; provided, however, that no individual shall serve in a single Council position for more than four (4) consecutive years.

4. Any vacancy occurring on the Council shall be filled with a nomination made by the Nominating Committee and approved by the Council, except as otherwise set forth in these Bylaws. A Council Member so appointed to fill a vacancy shall serve only until the next election of Council Members. If the vacancy occurs within six (6) months of the end of a term, the position may remain vacant until the next election. Any service as a member of the Council resulting from the filling of a vacancy pursuant to this Section 4 shall not count toward any term limit for that Council position set forth in these bylaws.

5. The Council may, at its discretion, by a two-thirds (2/3) vote remove any Council Member as permitted by the Act. Any member of the Council may resign at any time by delivering a signed notice in the form of a Record to the President.

6. Members of the Council will receive no compensation for their services.

7. The failure of a Council member to participate in two (2) or more consecutive meetings of the Council may, by majority vote of the other Council members, be considered that individual's resignation from that office. A Member not in Good Standing may not vote on any matter coming before the Council.

ARTICLE IX

Council Meetings

1. Meetings of the Council may be held at such times and places as are necessary to carry on the business of the Association. The Council members may participate in a meeting by, or the Council may conduct a meeting through the use of, any means of communication by which all members of the Council participating may simultaneously hear each other during the meeting. A

member of the Council participating in a meeting by this means shall be considered to be present in person at the meeting. Attendance at Council meetings is limited to Members of the Council, except the President may extend an invitation to others as needed to assist with Council business.

2. A majority of the Council members then in office shall constitute a quorum. When a quorum is present at any meeting, a majority of the votes cast shall, except where a larger vote is required by these Bylaws or the Act, decide any question brought before the Council. A tie vote on any question before the Council will be considered a negative vote on that question. A majority of the Council present at any meeting, though less than a quorum, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

3. Meetings of the Council may be called by the President; or the Vice President for Finance shall call a meeting upon the request of three (3) other members of the Council.

4. All meetings of the Council shall be called on not less than five (5) business days' written notice in the form of a Record.

5. The President shall chair all meetings of the Council.

6. Action by the Council may be taken without a meeting if each Council member signs a consent in the form of a Record describing the action to be taken and delivers it to the Executive Director. Unanimous signed consent of the Council has the effect of action taken at a meeting of the Council and may be described as such in any document.

ARTICLE X

Committees

1. The Council or the President with the approval of the Council, shall appoint committees of Members of the Association. The Council may approve committees of the Council and appoint members of the Council to such committees. Such committees may be standing or temporary. All committees shall act under the supervision of the Council and shall report to Council on their work, except as otherwise provided in these Bylaws or by Council.

2. The following are Standing Committees of the Association:

(a) Executive Committee - shall be comprised solely of members of the Council to which may be delegated from time to time and until further order of the Council any or all of the powers of the said Council except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

(b) Awards Committee - shall select recipients of the Association's *Outstanding Contributions to the Profession* Award and the *Journalism* Award and may select a recipient of the *Outstanding Contributions to the Association* Award. The Immediate Past President shall chair and shall select the members of the Committee.

(c) Nominating Committee - shall be comprised of those individuals described in Section 1 of Article VII and shall be chaired by the Past President. The duties of the Nominating Committee are set forth in Article VII.

(d) Committee on Member Conduct - shall be comprised of the President-Elect, the Immediate Past President, and the Past President and is responsible for administering the Members' Code of Conduct. The Immediate Past President shall chair the Committee on Member Conduct.

(e) Finance and Audit Committee – shall be comprised of the Vice President for Finance, the President, and three to five Members in Good Standing selected by the President in consultation with the Vice President for Finance, and is responsible for ensuring the adequacy and accuracy of the Association’s financial records, their annual independent review or audit by a certified public accountant, the management of operating funds, and the maintenance of the Association’s long-term financial health. The Vice President for Finance shall chair the Finance and Audit Committee.

3. Members of all committees may be removed at any time with or without cause and all or any of the committees may be terminated at any time by the Council. Neither the removal nor the termination functions may be delegated by the Council.

4. Each committee may make such rules and regulations as the Council may approve and as the committee may deem proper for its own government and for the transactions of its business (including but not limited to rules with respect to call or notice or waiver of call and notice and the number necessary to constitute a quorum). Except as otherwise provided by the committee or such rules and regulations, committee business shall be conducted in the same manner as is provided by the Bylaws for the conduct of business by the Council.

ARTICLE XI

Affiliates

1. The Council may approve the establishment of an Affiliate if the following conditions are met:

(a) A group of at least twenty (20) individuals petition the Council for recognition as an Affiliate;

(b) There is no existing Affiliate that represents or appropriately could represent those individuals;

(c) Members of the petitioning group are Members of the Association or agree to become Members upon Affiliate recognition; and

(d) The objectives and activities of the potential Affiliate are consistent with those of the Association.

2. The structure and internal organization of each Affiliate is at the discretion of the membership of the Affiliate, except that, to warrant approval as an Affiliate, each Affiliate shall have a President or equivalent officer, elected by a plurality of its members, who is responsible for primary liaison with the Association. Each Affiliate shall also elect or appoint officers for liaison with the Officers of the Association responsible for membership. Each Affiliate's bylaws or other organizing or legal documents shall clearly state its functional and legal independence from the Association.

3. Approval of Affiliate status may be revoked by the Council at any time in such manner and after such investigation as the Council may deem necessary after appropriate discussion with

members of the Affiliate. If the membership of any Affiliate falls below twenty (20) members, the Council shall consider whether to revoke Affiliate status.

4. If the dues of any Affiliate remain unpaid one hundred eighty (180) days after their due date, and at the final discretion of the President and Immediate Past President, in consultation with the Executive Director, that Affiliate shall be suspended from the Association for a period of two (2) years, during which time the Affiliate may be reinstated by payment of unpaid dues, and after which, if not reinstated, the Affiliate shall be formally disaffiliated.

5. The Association may provide such services and benefits to an Affiliate, and require such services and contributions from an Affiliate, as Council may determine are necessary to allow the preservation of Affiliate status. The Association may enter into contractual relationships with an Affiliate as necessary and appropriate with regard to the conduct of conferences or other Member benefits.

6. The Association and each of the Affiliates are independent of each other and share only a common interest in the purposes of the Association and have no liability or responsibility to or from one another, or for any acts or omissions of the other.

ARTICLE XII

Objectivity and Neutrality

1. The Officers, members of the Council and other Members of the Association, when acting on behalf of the Association, shall maintain the professional objectivity and political neutrality of the Association.

2. No Member of the Association may claim to take a position on behalf of the Association on one side or the other of a public policy issue. No Member shall be prevented from taking a position on a public policy issue in an Association publication if that Member clearly and simultaneously indicates that the position taken does not necessarily represent the views of the Association or any of its other Members or Affiliates.

ARTICLE XIII

Bylaws Amendment

Except as otherwise required by the Act or the Articles of Incorporation, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the members of the Council present at a meeting of which the notice shall have specified the proposed change or the provision or provisions to be affected thereby; provided that no amendment shall authorize or permit the Association to be operated other than exclusively for such purposes as qualify the Association for exemption from taxation under Section 501(c)(6) of the Code, or corresponding provisions of future laws. In an instance where any proposed Bylaws amendment would cause or potentially lead to major changes in Association operations, governance, policy, or activities, the Council may at its discretion submit the proposed amendment to the full Association membership as a question to be voted upon, either at a duly noticed Annual Meeting or by written ballot pursuant to the Act.