



National Safety Council

A Membership Organization Dedicated to Protecting Life and Promoting Health

F00000001530

March 1, 2000

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State of Florida
Division of Corporations, Qualification/Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Qualifications/Registrations Administrator:

Enclosed is our application to register a foreign not-for-profit corporation to conduct its affairs in Florida. A check for the filing fee and certificate of status is also enclosed.

As part of our application, I have included a copy of our Charter, Constitution, and Bylaws, which makes reference to Public Law 259, 36 U.S. Code 463 as passed by the 83rd Congress of the United States on August 19, 1953. This act of Congress incorporated the National Safety Council. As instructed by your office, this documentation is in response to item 11 of your application, which requested a certificate of existence authenticated by an official of our domicile.

If you require any additional information, or if you have any questions regarding the application we are filing, please call me at 630-775-2249. Thank you for your consideration of our application.

Yours truly,

Edward M. Rylko
Controller

Enclosures

OK to file
per KB
- luf
3/19/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SA/3/20



**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. National Safety Council
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. U.S. Federal Charter 3. 36-2167809
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 13, 1953 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 2000
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 1121 Spring Lake Drive
Itasca, IL 60143-3201
(Current mailing address)
8. Safety, Health, and Environmental Education and Training
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Althea (Lee) Whitehead
(Name)
378 Centerpointe Circle
(Office address)
Altamonte Springs, Florida, 32701
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Althea (Lee) Whitehead
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other

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TALLAHASSEE, FLORIDA

official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Noel C. Bufe

Address: 1121 Spring Lake Drive
Itasca, IL 60143-3201

Vice Chairman: Patrick R. Tyson

Address: 1121 Spring Lake Drive
Itasca, IL 60143-3201

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Gerard F. Scannell

Address: 1121 Spring Lake Drive
Itasca, IL 60143-3201

Vice President: Alan C. McMillan

Address: 1121 Spring Lake Drive
Itasca, IL 60143-3201

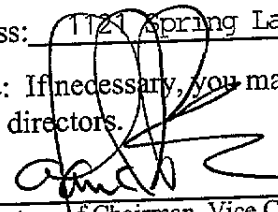
Secretary: Scott A. Kappmeyer

Address: 1121 Spring Lake Drive, Itasca, IL 60143-3201

Treasurer: Scott A. Kappmeyer

Address: 1121 Spring Lake Drive, Itasca, IL 60143-3201

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Alan C. McMillan, Executive Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

ORGANIZATIONAL HISTORY OF THE NATIONAL SAFETY COUNCIL

The National Safety Council was founded September 24, 1913. It operated as an unincorporated association until October 1, 1930, when it was incorporated in the State of Illinois. On August 13, 1953, an Act of Congress created the National Safety Council as a body corporate under federal law.

On December 15, 1953, the Illinois corporation voted to transfer its assets, liabilities, members, trustees, officers, employees, and all activities to the federal corporation. The federal incorporators, at a meeting on December 15, 1953, accepted the transfer, effective January 1, 1954, and adopted a Constitution and Bylaws for the new corporation, which were in conformity with the provision of the federal Act and were substantially similar to the Constitution and Bylaws of the Illinois corporation, which was legally dissolved in January 1954.

In this booklet are printed: (1) Federal Incorporation Act; (2) the National Safety Council Constitution and Bylaws, as approved by the Council Membership March 1999, with revisions through October 1998; (3) National Safety Council Standards and Procedures for Directors; and (4) Board of Delegates' Standards and Procedures.

CHARTER OF THE NATIONAL SAFETY COUNCIL
Public Law 259 - 83d Congress
36 U.S. Code 463

AN ACT

To Incorporate the National Safety Council.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That [HERE WERE NAMED 27 PERSONS, THE ORIGINAL INCORPORATORS] are hereby created and declared to be a body corporate by the name of National Safety Council, (hereinafter called the corporation) and by such name shall be known and have perpetual succession and the powers and limitations contained in this Act.

Section 2. Completion of Organization.

The persons named in the first section of this Act are authorized to complete the organization of the corporation by the selection of officers and employees, the adoption of a constitution and bylaws, not inconsistent with this Act, and the doing of such other acts as may be necessary for such purpose.

Section 3. Objects and Purposes of Corporation.

The objects and purposes of the corporation shall be:

- (1) to further, encourage, and promote methods and procedures leading to increased safety, protection, and health among employees and employers and among children, in industries, on farms, in schools and colleges, in homes, on streets and highways, in recreation, and in other public and private places;
- (2) to collect, correlate, publish, distribute, and disseminate educational and informative data, reports, and all other data relative to safety methods and procedures;
- (3) to arouse and maintain the interest of the people of the United States, its Territories and possessions in safety and in accident prevention, and to encourage the adoption and institution of safety methods by all persons, corporations, and other organizations;

- (4) to organize, establish, and conduct programs, lectures, conferences, and other activities for the education of all persons, corporations, and other organizations in safety methods and procedures;
- (5) to organize, and to aid in the organization of, local safety chapters throughout the United States, its Territories and possessions, and to provide organizational guidance and materials to promote the national safety;
- (6) to cooperate with, enlist, and develop the cooperation of and between all persons, corporations, and other organizations and agencies, both public and private, engaged or interested in, or in any manner connected with, any or all of the foregoing purposes; and
- (7) to do any and all lawful acts which may be necessary, useful, suitable, desirable, and proper for the furtherance, accomplishment, and attainment of any or all of the foregoing purposes.

Section 4. Corporate Powers.

The corporation shall have power:

- (1) to sue and be sued, complain, and defend in any court of competent jurisdiction;
- (2) to adopt, alter, and use a corporate seal;
- (3) to choose such officers, directors, trustees, managers, agents, and employees as the business of the corporation may require;
- (4) to adopt, amend, and alter a constitution and bylaws, not inconsistent with the laws of the United States or any State in which the corporation is to operate, for the management of its property and the regulation of its affairs;
- (5) to contract and be contracted with;
- (6) to charge and collect membership dues, subscription fees, and receive contributions or grants of money or property to be devoted to the carrying out of its purposes;
- (7) to take and hold by lease, gift, purchase, grant, devise, or bequest any property, real or personal, necessary for attaining the objects and carrying into effect the purposes of the corporation, subject to applicable provisions of law in any State (a) governing the amount or kind of real and personal property which may be held by, or (b) otherwise limiting or controlling the ownership of real or personal property by a corporation operating in such State;

- (8) to transfer, encumber and convey real or personal property;
- (9) to borrow money for the purposes of the corporation, issue bonds therefor, and secure the same by mortgage, subject to all applicable provisions of Federal or State law;
- (10) to use the corporate funds to give prizes, awards, or other evidences of merit or recognition to persons, organizations, associations, or corporations, public or private, for outstanding contributions toward the achievement of the purposes of the corporation;
- (11) to publish magazines and other publications and material, whether periodic or occasional, consistent with its corporate purposes;
- (12) to organize, establish, and conduct conferences on safety and accident prevention;
- (13) to adopt, alter, use, and display such emblems, seals, and badges as it may adopt;
- (14) to establish and maintain offices for the conduct of its business, and to charter local, State, and regional safety organizations, and to establish, regulate, and discontinue departmental subdivisions and local, State, and regional chapters in appropriate places throughout the United States, its Territories and possessions; and
- (15) to do any and all acts and things necessary and proper to carry out the objects and purposes of the corporation and, for such purpose, the corporation shall also have, in addition to the foregoing in this section and subsection, the rights, powers, duties, and liabilities of the existing corporation referred to in section 18 as far as they are not modified or superseded by this Act.

Section 5. Principal Office; Scope of Activities; District of Columbia Agent.

- a. The principal office of the corporation shall be located in Chicago, Illinois, or in such other place as may later be determined by the board of directors, but the activities of the corporation shall not be confined to that place and may be conducted throughout the various States, Territories, and possessions of the United States.
- b. The corporation shall maintain at all times in the District of Columbia a designated agent authorized to accept service or process for the corporation, and notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed notice to or service upon the corporation.

Section 6. Membership; Voting Rights.

- a. Eligibility for membership in the corporation and the rights and privileges of members shall, except as provided in this Act, be determined as the constitution and bylaws of the corporation may provide.
- b. Each member of the corporation, other than honorary and sustaining members, shall have the right to one vote on each matter submitted to a vote at all meetings of the members of the corporation. The corporation may, by its constitution and bylaws, provide for additional voting rights in accordance with dues paid.

Section 7. Board of Directors; Composition; Responsibilities.

Upon enactment of this Act the membership of the initial board of directors of the corporation shall consist of the present members of the board of directors of the National Safety Council, Inc., referred to in section 18 of this Act, or such of them as may then be living and are qualified directors of that corporation, to wit -[HERE WERE NAMED 69 INDIVIDUALS CONSTITUTING THE BOARD OF DIRECTORS OF THE NATIONAL SAFETY COUNCIL, INC., A CORPORATION ORGANIZED UNDER THE LAW OF THE STATE OF ILLINOIS.]

- a. Thereafter, the board of directors of the corporation shall consist of such number (not less than fifteen), shall be selected in such manner (including the filling of vacancies), and shall serve for such term as may be prescribed in the constitution and bylaws of the corporation.
- b. The board of directors shall be the governing board of the corporation and shall, during the intervals between corporation meetings, be responsible for the general policies and program of the corporation. The board shall be responsible for all finance except as provided for in section 9.

Section 8. Officers; Election of Officers.

- a. The officers of the corporation shall be a chairman of the board of directors, a president, three or more vice presidents (as may be prescribed in the constitution and bylaws of the Corporation), a secretary, a treasurer, and an executive vice president. The duties of the officers shall be as prescribed in the constitution and bylaws of the corporation.
- b. Officers, except the executive vice president, shall be elected annually at the annual meeting of the corporation. The executive vice president shall be elected by the board of directors in such manner as may be prescribed by the constitution and bylaws of the corporation.

Section 9. Trustees.

There shall be trustees, whose number (not less than fifteen), method of selection, and term of office shall be as the constitution and bylaws of the corporation may prescribe. The trustees shall have full power and control over such contributed funds as may be raised by them.

Section 10. Use of Income; Loans to Officers, Directors, or Employees.

- a. No part of the income or assets of the corporation shall inure to any member, officer, or director, or be distributable to any such person otherwise than upon dissolution or final liquidation of the corporation as provided in section 16 of this Act. Nothing in this subsection, however, shall be construed to prevent the payment of compensation to officers of the corporation in amounts approved by the executive committee of the corporation.
- b. The corporation shall not make loans to its officers, directors, or employees. Any director who votes for or assents to the making of a loan to an officer, director, or employee of the corporation, and any officer who participates in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

Section 11. Nonpolitical Nature of Corporation.

The corporation, and its officers, directors, and duly appointed agents as such, shall not contribute to or otherwise support or assist any political party or candidate for office.

Section 12. Liability for Acts of Officers and Agents.

The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

Section 13. Prohibition Against Issuance of Stock or Payment of Dividends.

The corporation shall have no power to issue any shares of stock nor to declare nor pay any dividends.

Section 14. Books and Records; Inspection.

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it shall also keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or his agent or attorney, for any proper purpose, at any reasonable time.

Section 15. Audit of Financial Transactions.

- a. The financial transactions shall be audited annually, at the end of the fiscal year established by the corporation, by an independent certified public accountant in accordance with the principles and procedures applicable to commercial corporate transactions. The audit shall be conducted at the place or places where the accounts of the corporation are normally kept. All books, accounts, financial records, reports, files, and all other papers, things, or property belonging to or in use by the corporation and necessary to facilitate the audit shall be made available to the person or persons conducting the audit; and full facilities for verifying transactions with the balances or securities held by depositors, fiscal agents, and custodians shall be afforded to such person or persons.
- b. A report of such audit shall be made by the corporation to the Congress not later than six months following the close of such fiscal year for which the audit is made. The report shall set forth the scope of the audit and shall include verification by the person or persons conducting the audit of statements of (1) assets and liabilities, (2) capital and surplus or deficit, (3) surplus or deficit analysis, (4) income and expense, and (5) sources and application of funds. Such report shall not be printed as a public document.

Section 16. Use of Assets on Dissolution or Liquidation.

Upon final dissolution or liquidation of the corporation, and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation may be distributed in accordance with the determination of the board of directors of the corporation and in compliance with the constitution and bylaws of the corporation and all Federal and State laws applicable thereto.

Section 17. Exclusive Right to Name, Emblem, Seals, and Badges.

The corporation, and its subordinate divisions and regional, State, and local chapters, shall have the sole and exclusive right to use the name, National Safety Council. The corporation shall have the exclusive and sole right to use, or to allow or refuse the use of, such emblems, seals, and badges as it may legally adopt, and such emblems, seals, and badges as have heretofore been used by the Illinois corporation referred to in section 18 in carrying out its program, it being distinctly understood, however, that nothing in this Act shall interfere or conflict with established or vested rights.

Section 18. Transfer of Assets.

The corporation may acquire the assets of the National Safety Council, Incorporated, a corporation organized under the laws of the State of Illinois, upon discharging or satisfactorily providing for the payment and discharge of all of the liability of such corporation and upon complying with all laws of the State of Illinois applicable thereto.

Section 19. Reservation of Right to Amend or Repeal Charter.

The right to alter, amend, or repeal this Act is hereby expressly reserved.

Approved August 13, 1953.

CONSTITUTION AND BYLAWS OF THE NATIONAL SAFETY COUNCIL

The revision of the National Safety Council's Constitution and Bylaws was approved by the Council's membership in March 1999, including revisions through October 1998.

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CONSTITUTION AND BYLAWS NATIONAL SAFETY COUNCIL

ARTICLE I. NAME

The name of the corporation shall be the National Safety Council. (Hereinafter referred to as the Council.)

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Council shall be located in Chicago, Illinois, or in such other place as may be determined by the Board of Directors.

ARTICLE III. AGENT

The Council shall maintain at all times an agent in the District of Columbia to accept service of process for the Council.

ARTICLE IV. OBJECTS AND PURPOSES

The objects and purposes of the Council shall be as detailed in Section 3 of the Council's Charter, established by Public Law 259, 83d Congress, 36 U.S. Code 463.

ARTICLE V. PRINCIPLES

The Council shall be an independent, non-commercial, not-for-profit, nonpolitical public service organization.

ARTICLE VI. SYMBOL

Section 1. Description

The symbol of the Council shall be the Green Cross for Safety. The Board of Directors may adopt such other symbols, emblems, seals, trademarks, copyrights, and badges as it deems desirable.

Section 2. Usage

The Board of Directors shall prescribe the conditions governing the use of the National Safety Council's name, symbols, trademarks, copyrights, emblems, materials and services by members and by state and local safety organizations and by others.

ARTICLE VII. MEMBERS

Section 1. Eligibility

Council membership shall be open to any person or organization wishing to further the objectives of the Council and agreeing to its principles.

Section 2. Classification of Members

Members shall be divided into three classes: organizational, individual, and honorary.

- a. Organizational members shall be an authorized representative (s) of an organization.
- b. Individual members shall be persons interested and active in safety but not an organizational representative and shall be entitled to vote upon payment of dues.
- c. Honorary members shall be those selected by the Board of Directors for lifetime membership because of their dedicated efforts in behalf of the Council. By a 3/4 vote honorary membership may be conferred on a person having done outstanding work in support of the Council's mission. It shall carry with it the privilege of membership but without the power to make motions or vote and whose dues shall be waived.

Section 3. Dues

- a. The annual dues for the various classes of members shall be determined by the Board of Directors.
- b. All members of the Board of Directors, Board of Delegates, Board of Trustees, and voting members of Divisions, Division Sections and Division and Section Committees shall be dues paying, either organizational or individual.
- c. All dues are payable annually in advance on the anniversary of the membership acceptance date. Failure to pay dues shall terminate membership.

Section 4. Official Publication

Each member of the Council shall receive a subscription to a Council magazine which publishes the official notices to members required by the Constitution and Bylaws.

Section 5. Council Publications and Services

The Board of Directors shall determine and publish:

- a. the annual dues for various classes of members;

- b. the kinds and quantities of materials and services which members shall receive by virtue of membership; and
- c. the terms under which materials and services will be made available to members and non-members.

Section 6. Voting

- a. Individual members shall be entitled to one vote upon payment of annual dues.
- b. Organizations shall be entitled to one vote for each twenty-five dollars of annual dues. Any organizational member in good standing may authorize, in writing, as many representatives as it has votes in Council meetings. Each such representative shall have one vote in meetings, except that for Council meetings an organizational member may assign all of its votes to one representative or to any other proxy.
- c. Voting by proxy shall be permitted provided that notice of proposed action(s) has been sent to all voting members allowing a response time of at least forty-five days from the date of notice. Results of such proxy balloting shall be reported at the next Annual Council Meeting.

If proxy forms are sent to members, they shall have space for the member to state how the proxy should be voted with respect to any constitutional amendment, election of Directors, Delegates, and Officers of the Council, or other question of policy for which the proxy is executed.

ARTICLE VIII. COUNCIL MEETINGS

Section 1. Annual Meeting

There shall be an Annual Meeting of the Council held in September, October or November.

Section 2. Notice of Meeting

The Corporate Secretary acting for the Board of Directors shall send to all members in good standing, or have published in an official publication, the official notice of the meeting at least forty-five days in advance of the meeting. The notice shall include the nominees for Directors, Delegates, and elective Officers, and any proposed amendments to the Constitution and Bylaws.

Section 3. Purpose

The purpose of the meeting shall be to receive reports from Officers, elect members of the Board of Directors, members of the Board of Delegates, and elective Officers, and to transact other Council business.

Section 4. Special Council Meetings

- a. Special meetings of the Council shall be held at the call of the Chairman or the President, by resolution of the Board of Directors, or by petition signed by fifty Council members representing one-third of the total possible vote authorized to be cast under Article VII, Section 6, and filed with the Corporate Secretary.
- b. Special meetings of the Council shall be held in Chicago, Illinois, unless otherwise directed by the Board of Directors which shall determine the date.
- c. The Corporate Secretary shall notify Council members by official publication or mail of the call within fifteen days of its receipt. The date set by the Board shall be not less than thirty nor more than sixty days after notification to Council members.
- d. No business other than that included in the call, resolution or petition, shall be transacted.
- e. When ballots are required at Council meetings, the verification of proxies or other credentials and the counting of votes shall be done by tellers appointed by the Corporate Secretary and the vote announced at the earliest practicable time.

Section 5. Quorum

- a. A quorum shall be a representation of 5 percent of the total possible votes.
- b. If a quorum is not represented at any Council meeting, a majority of those votes present may adjourn for not more than seven consecutive days without notice other than announcement at the meeting. When reconvening with a quorum after such adjournment, any business may be transacted which might have been transacted at the meeting originally called.

ARTICLE IX. OFFICERS

Section 1. Elective Officers

The elective Officers of the Council shall be a Chairman and Vice Chairman of the Board of Directors, a Finance Chairman, a President, a Vice President for Finance who shall serve as Corporate Secretary and Treasurer, and a Vice President for each Division. In addition, there shall be an elected Executive Vice President who shall be elected annually by the Board of Directors on nomination by the President.

Section 2. Vacancy in Office

Vacancy in any elective office and in the office of Executive Vice President may be filled by the Executive Committee with such person serving until the next regular election at the Annual Council Meeting.

Section 3. Duties of Officers

The Chairman of the Board of Directors shall:

- a. preside at the Annual Meeting of the Council, meetings of the Board of Directors, and the Executive Committee;
- b. perform such duties commonly associated with the position of Chairman of the Board of Directors;
- c. be an ex officio member of the Board of Trustees and Board of Delegates; and
- d. serve as Chairman of the Trustees' Nominating Committee, the Executive Committee, the Personnel and Compensation Committee, and as ex officio member of all other committees of the Board.

The Vice Chairman of the Board of Directors shall:

- a. perform the duties pertaining to the office of Chairman of the Board in the absence of the Chairman;
- b. succeed to the office of Chairman if the elected Chairman is unable to serve for any reason;
- c. perform such other duties as may be assigned by the Chairman; and
- d. serve as a member of and Vice Chairman of the Trustees' Nominating Committee, and serve as Chairman of the Board of Delegates.

The Finance Chairman shall:

- a. serve as Chairman of the Finance and Audit Committee;
- b. confer with the Board and Council Officers on an ongoing basis regarding Council financial affairs; and
- c. oversee activities of the Finance and Audit Committee and appoint special subcommittees of the Finance and Audit Committee to undertake specific projects on an ad hoc basis as may be necessary from time to time.

The Division Vice Presidents shall:

- a. serve on the Board of Directors and the Board of Delegates;
- b. serve as liaison between the Board of Directors, Board of Delegates, and the Divisions they represent;
- c. represent the Council in public affairs and other appropriate activities as requested by the President;
- d. report on the activities and needs of the Division represented and present its recommendations and requests to the Board of Directors; and
- e. serve as an ex officio member of the Division Executive Committee.

The President shall be the Chief Executive Officer of the Council and shall be responsible to the Executive Committee. The President shall:

- a. represent the Council officially in public affairs and promote public support for Council programs;
- b. serve as a member and liaison between the general membership, the Board of Directors, Board of Delegates, and Board of Trustees;
- c. call special meetings of the Council when necessary;
- d. manage the business affairs and property of the corporation;
- e. direct the development and implementation of plans and programs to further the Council's purposes and policies;
- f. employ and direct a staff to assist in performing these duties;
- g. perform other appropriate duties as requested by the Executive Committee;
- h. serve as a member of all committees of the Board of Directors, Board of Delegates, and Board of Trustees, and as a member of the Board of Delegates and Board of Trustees; and
- i. serve as a member of the Trustees' Nominating Committee.

The Executive Vice President shall:

- a. be responsible to the President and direct Council operations in those areas assigned by the President; and

- b. perform such other appropriate duties as may be requested by the President.

The Vice President of Finance shall:

- a. be responsible to the President and direct all Council accounting and financial functions;
- b. perform such other appropriate duties as may be requested by the President; and
- c. serve as Corporate Secretary and as Treasurer.

The Corporate Secretary shall:

- a. keep minutes of Council meetings, record the number of votes represented at each meeting, and distribute minutes to Council members;
- b. act as Secretary, and keep minutes and an attendance record of meetings of the Board of Directors and the Executive Committee thereof, and the Board of Delegates, and distribute the minutes to Board and Committee members, respectively;
- c. supervise the verification of credentials of Council members and their representatives at Council meetings, determine the validity of votes cast by proxy, and when necessary appoint tellers and supervise their work;
- d. receive and file minutes of meetings of Trustees, the Standing Committees of the Board of Directors, and the Board of Delegates;
- e. maintain official lists of the members of the Board of Delegates, the Council, the Trustees, the Board of Directors and the Executive Committee and the Standing Committees thereof, the Divisions, the Executive Committees of Sections, and the Officers of the foregoing groups;
- f. receive calls, resolutions, petitions or demands for special Council and special Board meetings, and notify members of the Council and of the Board of Directors and the Executive Committee thereof, of regular and special meetings. Receive the reports of the Nominating Committee and other nominations and publish these to the members. Announce proposed changes in the Constitution and Bylaws and publish all changes adopted in the manner required to make them effective;
- g. record all resolutions of the Council and the Board of Directors and the Executive Committee thereof, and the Board of Delegates, and bring them to the attention of the proper persons or organizations;

- h. undertake appropriate assignments as requested by the President which would include representing the Council in public affairs; and
- i. serve as an ex officio member of the Trustees' Nominating Committee without voting rights.

The Treasurer shall:

- a. receive and disburse funds in accordance with the directives of the Board of Directors; and
- b. report on the receipts and disbursements of the Council and on its assets and liabilities.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Membership

The Board of Directors of the National Safety Council shall be composed of the following:

Chairman of the Board
 Vice Chairman of the Board
 Finance Chairman
 Immediate Past Chairman
 The Council President
 The Council Executive Vice President
 The Council Vice President of Finance
 The Vice President for each Division
 Chairman of the Foundation Board of Trustees
 Members at Large to be equal to the number of Division Vice Presidents

Section 2. Vacancies in Office

Any vacancy on the Board of Directors may be filled between Annual Council Meetings upon vote of the Executive Committee of the Board of Directors, within the category represented by the vacancy. Such appointment shall continue until the next regular election at the Annual Council Meeting.

Section 3. Meetings

- a. The Board of Directors shall meet at least twice yearly: once in conjunction with, and in the same city as, the Annual Council Meeting and a second time during the month of March, April or May of the succeeding year at a time and place to be determined by the Board of Directors.

- b. At least fifteen days prior to the first regular meeting of the Board of Directors to be held within three days following the Annual Council Meeting, the Corporate Secretary shall mail notice of such Board meeting to each person recommended for nomination or renomination as a director at the immediately preceding Annual Council Meeting. The Corporate Secretary shall mail notices of every subsequent regular meeting of the Board of Directors to all Board members at least fifteen days in advance thereof.

Section 4. Special Meetings

- a. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President and shall be called by the Chairman upon the written demand of at least twenty-five percent of Board members served upon the Corporate Secretary. Such call shall state the object and the time of the meeting. All special meetings of the Board of Directors shall take place in Chicago, Illinois, unless the call of the Chairman of the Board or the President sets another place or the Board of Directors determines otherwise.
- b. The Corporate Secretary shall notify members of special meetings, by mail or electronic method, stating the time, place, and object of the meeting. Notification of special meetings shall be made at least fifteen days prior to the scheduled date.
- c. No action shall be taken at a special meeting other than that named in the call. In addition, action may be via electronic or paper ballot.

Section 5. Quorum

Twenty-five percent of the total Board members shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Waiver of Notice

Whenever any notice is required to be given under the Constitution and Bylaws or otherwise in connection with any meeting of the Board of Directors or any Committees of the Board, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the receiving of such notice.

Section 7. Duties of the Board

The Board of Directors shall be the governing body of the Council and shall:

- a. oversee management, direction and supervision of the Council's activities and mission;

- b. adopt budgets and approve or receive financial reports;
- c. be responsible for the finances of the Council subject to the authority of the Trustees over funds obtained through solicitations conducted by the Trustees and funds contributed to the Foundation for Safety and Health;
- d. be responsible between Annual Council Meetings for the general policies of the Council;
- e. give consideration to proposals by the Trustees relating to the Council's general activities, and may consult the Trustees in connection with such solicitations from private or public sources to support the Council's general activities as are not conducted by the Trustees and by the Trustees on behalf of the Foundation for Safety and Health; and
- f. have authority to vote by mail ballot between meetings of the Board on any proposal or transaction submitted by the Chairman of the Board. The written approval of a majority of the directors voting shall constitute the act of the full Board, providing that at least a number equal to a quorum shall vote on such proposal or transaction.

Section 8. Removal of Directors

A director may be removed as a member of the Board for cause in the following manner:

- a. Removal shall be recommended to the Board by the Chairman or the President with the concurrence of the Executive Committee;
- b. The notice of the meeting at which the matter will be considered shall specifically state that the matter shall be on the agenda; and
- c. Removal of the director in question shall be approved by a vote of no less than two-thirds of the directors in attendance.

ARTICLE XI. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committee Categories

- a. Constitutional Committees

Constitutional committees are those mandated by the National Safety Council Constitution and Bylaws, which include specific composition of membership. They include:

Executive
Nominating

b. Standing Committees

Standing committees are permanent committees of the Board, which meet at the same time period and place of the annual meeting and mid-year meeting of the Board of Directors and which may meet at other times when deemed necessary upon call of the Committee Chairman and with approval by the Chairman of the Board. They include:

Bylaws and Procedures
Chapter Accreditation
Finance and Audit
Personnel and Compensation
Strategic Planning

The Chairman of the Board, with the approval of the Executive Committee, shall be authorized to add to or delete standing committees as may be practical and to define duties and responsibilities.

c. Other Board Committees

Other Board committees are designed to fulfill specific areas of Council needs. These committees may function as long as practical and may be dissolved by the Chairman of the Board. Other Board committees meet on call of the Committee Chairman and are not required to meet in conjunction with all regularly scheduled meetings of the Board.

Section 2. Committee Composition

- a. Constitutional committees shall be composed as prescribed in these Bylaws: Executive, Article XII, Section 1, and Nominating, Article XV, Section 1.
- b. Standing committees and other committees of the Board shall consist of a Chairman and at least four other members appointed by the Chairman of the Board and approved by the Executive Committee. They shall serve during the term of the Chairman of the Board who appoints them and until their successors are appointed and qualify.

Section 3. Committee Operation

- a. Constitutional, standing and other committees of the Board shall carry out their responsibilities through the Board of Directors, and each committee shall report its activities to the Board.

- b. Committees may propose Board action on matters within its purview as prescribed in the National Safety Council Standards and Procedures. The Chairman and/or President may designate committee proposals for initial review by the Executive Committee for recommendation (s) to the Board of Directors.
- c. A majority of any Board committees shall constitute a quorum.

Section 4. Board Committee Chairmen

- a. The Chairman of the Board shall serve as the Chairman of the Executive Committee, the Trustees' Nominating Committee, and the Personnel and Compensation Committee.
- b. The Vice Chairman of the Board shall serve as Chairman of the Board of Delegates.
- c. The Finance Chairman shall serve as Chairman of the Finance and Audit Committee.
- d. The immediate past Chairman of the Board shall serve as Chairman of the Nominating Committee. If a past Chairman is unable to serve, a Nominating Committee Chairman shall be appointed by the Chairman of the Board with the approval of the Executive Committee.
- e. The chairmen of all other Board committees shall be appointed by the Chairman of the Board with the concurrence of the Executive Committee.

ARTICLE XII. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1. Composition

The Executive Committee of the Board of Directors shall consist of the following:

Chairman of the Board
 Vice Chairman of the Board
 Finance Chairman
 Council President
 Council Executive Vice President
 Council Vice President of Finance
 Immediate Past Chairman of Board (ex officio)
 Chairman, Board of Trustees

Section 2. Duties and Responsibilities

The Executive Committee of the Board shall:

- a. oversee the business and financial affairs of the Council;
- b. provide direction, counsel and guidance to the Council President and executive management staff;
- c. receive reports from the Finance and Audit and Personnel and Compensation Committees; and
- d. render a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 3. Operation

- a. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee.
- b. The Executive Committee shall fix its own rules of procedures consistent with the Council's Constitution and Bylaws.
- c. Vacancies among the members at large may be filled at anytime by the Chairman of the Board and shall be approved by the Executive Committee.
- d. There shall be a Council Oversight Subcommittee of the Executive Committee, composed of the Chairman of the Board, the Vice Chairman of the Board, and the Finance Chairman, which shall be responsible for ongoing oversight of Council and Board affairs.

Section 4. Meetings

- a. The Executive Committee shall meet in conjunction with the annual meeting and mid-year meeting of the Board of Directors and subsequently on call of the Chairman and/or President to review substantive issues and make recommendations to the Board of Directors. When time factors do not allow convening of the Board, the Executive Committee is empowered to act on behalf of the Board.
- b. Special meetings may also be called by the Chairman, the President or a majority of Executive Committee members.

Section 5. Quorum

A majority of the members of the Executive Committee shall constitute a quorum and the act of a majority of the Executive Committee at which a quorum is present shall be the act of the Executive Committee and shall be binding for and on behalf of the Board of Directors in the exercise of the power granted in this section.

ARTICLE XIII. BOARD OF DELEGATES

Section 1. Duties

The Board of Delegates shall develop and adopt public policies on safety, health and environmental matters on behalf of the Council. The Board of Directors shall have the right to veto a proposed policy by an affirmative vote of not less than two-thirds of its members if the Board of Directors finds that a policy adopted by the Board of Delegates is inconsistent with the purposes of the Council, as enunciated in its Charter and Constitution and Bylaws or its Strategic Plan. The Board of Directors' veto power must be exercised, if at all, within 60 days after final action is taken by the Board of Delegates on a public policy question unless the Board of Delegates advises the Board of Directors at the time the policy is enunciated that the policy is intended to respond to a situation which the Board of Delegates reasonably requires the Council to issue its policy statement sooner than 60 days. In the event the new Council public policy must be announced within the shortened time period, which shall not be less than 10 days after final action is taken by the Board of Delegates on the policy question, and the Board of Directors fails to find by a two-thirds vote within the applicable time period that a public policy enunciated by the Board of Delegates is inconsistent with the stated purpose of the Council, the policy enunciated by the Board of Delegates will stand as the public policy of the Council. The Board of Delegates shall establish procedures to formally notify the Board of Directors of the promulgation of a public policy so that the time period for a veto can commence.

Section 2. Chairman, Membership and Procedures

The Vice Chairman of the Board of Directors shall serve as the Chairman of the Board of Delegates. The composition of the Board of Delegates and its rules of procedures shall be established from time to time by the Board of Delegates, subject to the right of the Board of Directors to veto any such action of the Board of Delegates by an affirmative vote of not less than two-thirds of its members.

ARTICLE XIV. TRUSTEES

Section 1. Trustees' Nominating Committee

- a. The Trustees' Nominating Committee shall consist of the following: the Chairman of the Board, the Vice Chairman of the Board, the President, the Finance Chairman, the immediate past Chairman of the Board, the Chairman of the Trustees, and the Vice Chairman of the Trustees. The Chairman of the Board shall serve as Chairman of the Trustees' Nominating Committee. The act of a majority of the Trustees' Nominating Committee at a meeting at which a quorum is present shall be the act of the Trustees' Nominating Committee. A majority of the Trustees' Nominating Committee shall constitute a quorum.
- b. The Trustees' Nominating Committee shall elect Trustees at its mid-year meeting, each to hold office for a term of two years. Any vacancy occurring among the

Trustees may be filled by the Trustees' Nominating Committee for a term continuing until the next annual meeting of the Trustees' Nominating Committee. The number of Trustees in office at any time shall be set by the Trustees' Nominating Committee, but shall not be less than 15 nor more than 45. No person shall serve as a Trustee for more than three consecutive terms.

- c. The Trustees' Nominating Committee shall meet at least annually and shall fix its own rules of procedure.
- d. At each regular meeting of the Board of Directors, the Trustees' Nominating Committee shall render a full report of its activities since the last regular meeting of the Board of Directors.

Section 2. Officers, Meetings, Quorum

The Trustees shall choose a Chairman from among their number immediately following its mid-year meeting. The Chairman shall name a Vice Chairman from among the members of the Trustees. The Trustees shall meet upon call of the Chairman or the President. Five members shall be a quorum. Between meetings, the written approval of a majority of the Trustees of any proposal or transaction shall constitute the act of the Trustees.

Section 3. Procedures

The Trustees shall have authority over such contributive funds as may be raised by them, and of the disbursement of all funds solicited on behalf of the Foundation for Safety and Health, subject to the terms of the Foundation's Articles of Incorporation and Bylaws, and shall have no authority whatsoever over funds received by the Council as dues of organizational and individual members or from the sale of publications or for specific services, or from any other sources including solicitations not conducted by the Trustees. The Trustees shall give consideration to proposals by the Board of Directors or the President for solicitation by the Trustees of contributions and to the disbursements of such contributions as may be raised by the Trustees or by the Trustees on behalf of the Foundation for Safety and Health.

Section 4. Relationship to Board

The Trustees may also collaborate with the Council's Board for the activities of the Council and Foundation for Safety and Health.

Section 5. Presidential Consultation

The President may call upon the Trustees for advice in matters concerning the activities of the Council.

Section 6. Duties

The Trustees shall serve as members of the Board of Trustees of the Foundation for Safety and Health and, in such capacity and in accordance with the Foundation's Articles of Incorporation and Bylaws, shall solicit and donate funds, on behalf of the Foundation, for purposes of encouraging, promoting and financing activities and programs (including, without limitation, those relating to education and research) dedicated to the furtherance of safety, protection and health.

ARTICLE XV. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

There shall be a Nominating Committee of the Board of Directors consisting of seven members including the past Chairman of the Board of Directors, who shall serve as chairman, the President, and five other members of the Board of Directors recommended by the Chairman of the Board of Directors and approved by the Executive Committee.

Section 2. Duties of Nominating Committee

The Nominating Committee shall:

- a. select a slate for elective Officers, Directors, and Division Vice Presidents whose terms shall commence at the Annual Council Meeting;
- b. report such nominations to the Corporate Secretary at least 90 days before the Annual Council Meeting;
- c. place in nomination said candidates in the "Report of the Nominating Committee" for distribution to, and proxy voting by, the Council membership; and
- d. report the results of the proxy balloting at the Annual Council Meeting.

Section 3. Nomination Procedures

- a. Candidates to be considered for nomination to the Board of Directors may be presented to the Nominating Committee by any member of the Board, the Divisions, the Sections, and the Council membership.
- b. Nomination of candidates for the Board of Directors shall be proposed by each Division as prescribed by each Division's Operating Procedures and shall include the candidates' experience and suitability for Board service and shall be submitted to the Nominating Committee no later than 15 days prior to the start of the mid-year meeting of the Board. The Nominating Committee shall consider such nominations but shall have the authority to determine its slate.

Section 4. Additional Nomination Procedure

The proxy ballot distributed to the full Council membership shall contain a space for writing in the name and position of a candidate for the Board of Directors.

Section 5. Terms of Office

- a. The term of office for Division Vice Presidents, Members at Large, and the Chairman of the Foundation Trustees, shall be for a maximum of two years and may be extended for a second and third two-year term.
- b. The term of office for the Chairman of the Board, the Vice Chairman of the Board, the Finance Chairman, and the Immediate Past Chairman shall be for a maximum of two years.
- c. The term of office for the Council President shall be for one year and may be extended indefinitely by annual approval of the Council membership.
- d. The term of office for the Council Executive Vice President shall be for one year and may be extended indefinitely by annual approval of the Board of Directors.
- e. The term of office for the Council Vice President of Finance shall be for one year and may be extended indefinitely by annual approval of the Council membership.
- f. Terms of office shall commence at the Annual Council Meeting, except when a vacancy is filled by the Executive Committee between Annual Council Meetings, the term shall commence at the time of Executive Committee approval and continue until the next Annual Council Meeting.
- g. Any vacancy, with the exception of the office of Chairman, may be filled through appointment and the majority approval of the Executive Committee until an election is held at the next Annual Council Meeting.

Section 6. Advancement to Officer Positions

A director elected to the office of Division Vice President, Finance Chairman, Vice Chairman of the Board, or Chairman of the Board commences the length of term designated for that category upon election to office.

Section 7. Waiver of Term Limits

Upon completion of the maximum allowable terms, there shall be a period of at least two years before a director may qualify for a return to the Board. However, in the event of prevailing circumstances determined to be unusual, necessary and in the best interests of the Council, the

Nominating Committee may renominate an individual, whose last term has expired, for an additional year.

ARTICLE XVI. DIVISION AND SECTION ORGANIZATION

Section 1. Divisions General

- a. There shall be Divisions with specific expertise in the broad areas encompassing the Council mission. Such Divisions shall be prescribed in the Council Standards and Procedures, subject to approval by the Board of Directors.
- b. Each Division shall supervise and coordinate the activities and procedures of the sections assigned to it.
- c. The Board of Directors may amend the Council Standards and Procedures to establish additional Divisions for other fields of activities and combine or dissolve Divisions.
- d. Divisions, Sections and all Division and Section Committees shall work within the framework of, and in accord with, the Council's Constitution and Bylaws and the Council Standards and Procedures.
- e. As required by the Board of Directors from time to time, each Division shall present periodically to the Board of Directors, for its approval, a statement of its current procedures governing the activities of such Division and of the Sections assigned to it and of all Division and Section Committees.

Section 2. State and Local Safety Organizations

- a. The Council shall promote the development of state and local safety organizations for the purpose of furthering the Council mission, and the Board of Directors shall determine the requirements to be met by each state and local safety organization which applies for membership in the Council.
- b. The Board of Directors may accredit or charter or grant affiliate membership to a state or local safety organization which has satisfied its policies and requirements, or may suspend or withdraw affiliated membership, accreditation or charter if such member or organization no longer satisfies such policies and requirements.
- c. Only a chartered organization may use the designation "Chapter of the National Safety Council."
- d. The Board of Directors shall prescribe the conditions governing the use by the state and local safety organizations of the name, symbols, emblems, trademarks,

copyrights, materials and services of the National Safety Council, and the nature and scope of affiliation of such organizations with the National Safety Council.

Section 3. Division Sections

- a. There shall be those sections whose members shall consist of persons, or affiliate member organizations in the case of the Chapter and Affiliate Division, whose common purposes, service or occupational backgrounds, together with a common method of operation, are conducive to a cohesive and coordinated effort in furthering the Council mission and in attaining the objects and purposes of the Council.
- b. The Board of Directors may establish, combine, and dissolve Sections, and assign them to Divisions, and shall take into consideration the recommendations of the Division or Divisions involved.
- c. The Chairman of the Executive Committee of a Section may appoint subcommittees of the Section as necessary.
- d. Sections shall undertake to facilitate program development and the exchange of ideas in areas encompassing the Council mission within the field of the common interest of their members. Through participation in Divisions, the Sections shall also help determine the general programs of the Council.
- e. The activities and procedures of Sections shall be supervised and coordinated by the Divisions to which they are assigned.
- f. Annual Section meetings shall be held in conjunction with Division meetings.

Section 4. Membership

- a. Each Division other than the Chapter and Affiliate Division shall have no less than 100 voting members. The Division member shall be appointed by the Division Vice President serving as liaison between the Division and the Boards. The term for a Division member shall be as prescribed in the Council Standards and Procedures.
- b. Membership of the Chapter and Affiliate Division shall consist of state and local safety organizations chartered or otherwise accepted as affiliate members by the National Safety Council in the manner provided by Article XVI, Section 2 (b) of this Constitution and Bylaws, and in good standing.

Section 5. Meetings

- a. Each Division shall hold its annual meeting in the week during which, and in the city where, the Annual Council Meeting is held. Other meetings shall be held upon

call of its Chairman, or upon written request of the majority of the Division Executive Committee.

- b. Each Section shall hold its annual meeting in the week during which, and in the city where, the Annual Council Meeting is held. Other meetings shall be held upon call of its Chairman, or upon written request of the majority of the Section Executive Committee subject to approval of the Council President.

Section 6. Officers

- a. When applicable, each Division shall elect a Chairman and Division representative(s) to be presented to the Council Nominating Committee at least 15 days prior to the mid-year meeting of the Board of Directors in the manner prescribed in Article XV, Section 3 (b) of this Constitution and Bylaws.
- b. All other Division Officers, as are deemed necessary, shall be elected at the Division's annual meeting.
- c. Division and Section Officers shall take office at the time of the annual Division or Section meeting and shall serve terms as prescribed in the Council Standards and Procedures. Vacancies among the Division or Section Officers shall be filled by the Executive Committee of the Division or Section.
- d. Each Division and Section shall formulate a policy of succession in the event of vacancy in the office of Chairman.

Section 7. Division and Section Committees

- a. Each Division shall elect an Executive Committee which shall include the Chairman and Officers and such other members as the Division may determine.
- b. Each Section shall elect an Executive Committee which shall include the Chairman and Officers and such other members as the Section may determine.
- c. The Chairman of a Division may name appropriate Committees with the approval of the Division.
- d. The Chairman of the Executive Committee of a Section may appoint subcommittees of the Section as necessary.

Section 8. Representation on the Board of Directors

- a. Each Division shall be represented on the Board by its Vice President.

- b. Each Division may submit recommendations to the Nominating Committee of the Board of Directors, subject to the provisions of Article XV, Section 3 (b).

ARTICLE XVII. FINANCES

Section 1. General Finances

See National Safety Council Charter, Section 4 (6) (7) (8) (9) (10); Section 7 (b); Section 9; Section 10 (a) (b); Section 11; Section 12; Section 13; Section 15 (a) (b); Section 16; and Section 18.

Section 2. Assets Upon Dissolution

Upon final dissolution or liquidation of the Council, and after discharge of satisfaction of all outstanding obligations and liabilities, the remaining assets of the Council will be distributed to corporations or other entities devoted to safety or health and organized and operated exclusively for charitable or education purposes, contributions to which are deductible for Federal income tax purposes. Contributive funds raised by the Trustees will be disposed of in a similar manner.

Section 3. Fiscal Year

The fiscal year of the Council shall begin on the first day of July and end on the last day of June in each year.

Section 4. Disbursement of Funds

The Council's funds shall be disbursed as directed by the Board of Directors; however, the Board of Directors shall not control funds contributed to the Foundation for Safety and Health.

ARTICLE XVIII. INDEMNIFICATION OF DIRECTORS, DELEGATES, OFFICERS, TRUSTEES AND COMMITTEE MEMBERS

- a. The Council shall indemnify each director, delegate, Officer, Trustee and Committee member who was or is a party or is threatened to be made a party to any threatened, pending, settled or otherwise completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he is or was a director, delegate, Officer, Trustee or Committee member of the Council, or is or was serving at the request of the Council as a director, delegate, Officer, Trustee or Committee member of another corporation, partnership, joint venture, trust or other enterprise or organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was

unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Council, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- b. The Council shall indemnify each director, delegate, Officer, Trustee and Committee member who was or is a party or is threatened to be made a party to any threatened, pending, settled or otherwise completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that he is or was a director, delegate, Officer, Trustee or Committee member of the Council, or is or was serving at the request of the Council as a director, delegate, Officer, Trustee or Committee member of another corporation, partnership, joint venture, trust or other enterprise or organization against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Council and except that no indemnification shall be made in respect of any claim, issue or matter as to which such director, delegate, Officer, Trustee or Committee member shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to the Council unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director, delegate, Officer, Trustee or Committee member is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- c. The Council shall indemnify each director, delegate, Officer, Trustee, Committee member or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Council or any of its Divisions and who was or is a party or is threatened to be made a party to any threatened, pending, settled or otherwise completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he is or was such a fiduciary and was serving as such at the request of the Council, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto and any similar or successor acts or other similar laws pertaining to plans or trusts maintained for the benefit of employees or Officers of the Council, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The provisions of all the following paragraphs of this Article relating to directors, delegates, Officers, Trustees, Committee members, employees or agents shall apply also to directors, delegates, Officers, Trustees, Committee members, employee or agents held to be fiduciaries under this paragraph (c), specifically including the power of the Council (under paragraph (g)) to purchase and maintain insurance on behalf of such fiduciaries.

- d. To the extent that a person who is or was a director, delegate, Officer, Trustee, Committee member, employee or agent of the Council, or of any other corporation, partnership, joint venture, trust or other enterprise or organization with which he is or was serving in such capacity at the request of the Council, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- e. Any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court and except as otherwise provided in paragraph (d)) shall be made by the Council only as authorized in the specific case upon a determination that indemnification of the director, delegate, Officer, Trustee or Committee member is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.
- f. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director, delegate, Officer, Trustee or Committee member seeking indemnification may be entitled under any statute, provision in the Council's Charter, provision in the Council's Constitution and Bylaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, delegate, Officer, Trustee or Committee member and shall inure to the benefit of the heirs, executors and administrators of such a person.
- g. The Council shall have power to purchase and maintain insurance on behalf of any person who is or was a director, delegate, Officer, Trustee, Committee member, employee or agent of the Council, or is or was serving at the request of the Council as a director, delegate, Officer, Trustee, Committee member, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise or organization against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Council would have the power to indemnify him against such liability under the provisions of this Article.

- h. For purposes of this Article, references to "the Council" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, delegates, Officers, Trustees, Committee members, and employees or agents, so that any person who is or was a director, delegate, Officer, Trustee, Committee member, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, delegate, Officer, Trustee, Committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or organization, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.
- i. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE XIX. AMENDMENTS TO CONSTITUTION AND BYLAWS

Section 1. Amending Procedures

This Constitution and Bylaws may be amended by approval of two-thirds of the votes cast by proxy ballots in accordance with Article VII, Section 6(c). Amendments may be proposed only by resolution of the Board of Directors or by petition of at least fifty Council members representing one-third of the total possible vote authorized to be cast under Article VII, Section 6, and filed with the Corporate Secretary.

Section 2. Triennial Review

The Board of Directors shall review this Constitution and Bylaws at least every three years.

ARTICLE XX. COUNCIL STANDARDS AND PROCEDURES

Rules and Regulations

- a. There shall be a governing document of the Council reflecting the ongoing standards and procedures, which shall adhere to the Council Constitution and Bylaws and which shall include all rules and regulations applicable to Divisions and Sections and to other areas of Council policies, positions and operations.

- b. The Council Standards and Procedures and any amendments thereto shall be approved by majority vote of the Board of Directors.

ARTICLE XXI. PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised," or any authorized subsequent revision thereof, shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Charter, Constitution and Bylaws, or the Council Standards and Procedures.

(November 22, 1999)