

**Receipt of unanimous consent by the Board of approval of these amended Bylaws on February 6, 2026, and reported to the Board at its duly convened meeting on February 6, 2026:**

**THE ACADEMIC COUNCIL ON THE UNITED NATIONS SYSTEM**  
*a New York Not-for-Profit Corporation*

**SECOND AMENDED AND RESTATED BYLAWS**

**ARTICLE I – NAME**

The name of the corporation, as stated in the Certificate of Incorporation, is **THE ACADEMIC COUNCIL ON THE UNITED NATIONS SYSTEM** (the “*Council*”).

**ARTICLE II – PURPOSE**

The purposes of the Council shall be those set forth in the Certificate of Incorporation issued by the State of New York and dated February 29, 2000 (NY DOS ID #2479233), as it may be amended from time to time.

**ARTICLE III – HEADQUARTERS OFFICE; EXECUTIVE DIRECTOR**

3.1 The headquarters office of the Council (the “*Headquarters Office*”) shall be established, by vote of the Executive Committee, at one of the institutions that is a member of the Council and offers to provide the necessary accommodations and other arrangements in accordance with a memorandum of understanding (“*MOU*”) or other written agreement reached between the Executive Committee and the appropriate authorities of the host institution.

3.2 Pursuant to the Council’s MOU or other written agreement with the host institution, the Council shall operate as a legal entity that is independent in all respects from the host institution.

3.3 Pursuant to and in accordance with the terms of the Council’s MOU or other written agreement with the host institution, the Executive Director may be an employee of the host institution or the Council, and shall also be a member of the faculty or research staff of the host institution. The Executive Director shall be responsible for the operation of the Headquarters Office in accordance with the program and budget approved by the Board, and subject to the written arrangements with the host institution and the availability of funds for Council programs. The Executive Director shall serve at the pleasure of the Board, subject to any contractual rights the Executive Director may have under any written agreement entered into with the Council. The Executive Director shall without vote attend ex officio meetings of the Board, as provided in Article 7.2 and shall serve without vote on the Executive Committee, as provided in Article 6.1(a).

**ARTICLE IV – MEMBERSHIP**

4.1 Members. The qualifications for membership shall comprise the following categories for the time being:

- (a) Institutional Members: educational and research institutions whose primary functions are consistent with the purposes of the Council.
- (b) Individual Members: scholars, students, practitioners and others who are engaged in the work and study of international organizations and share the purposes of the Council.
- (c) New Categories of Membership Without amendment of these By-Laws, the Board of Directors may add additional categories of membership on such terms and conditions as it deems appropriate.

4.2 Membership Dues. The Board may establish other criteria for membership, such as a schedule of dues, as it deems appropriate.

4.3 Classes of Members and Voting Rights. The Council shall have one (1) class of members (the "Members"). Each individual members shall have one vote. Each institutional members shall be entitled to designate five individual members and each such designee shall have one individual member vote.

4.4 Annual Meeting. The annual meeting of the Members for the election of Directors and the transaction of such other business as may come before the Members shall be held each year at the place, time, and date as may be determined by the Board (the "*Annual Meeting of the Members*"). The Board may, in its sole discretion, determine that the such election or other transaction of business shall occur either at the Annual Meeting of the Members or at such other time and place as the Board shall determine and that, in either event, the Board may also determine that such election or such other transaction of business will be held solely by means of electronic communication, as provided in Article 4.6

4.5 Special Meetings. The Board may provide, by resolution, the time and place for the holding of additional regular meetings or special meetings of the membership without other notice than such resolution.

4.6 Electronic Communication. If the Board, in its sole discretion, determines that the Annual Meeting of the Members or any special meeting of the Members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. Even if the meeting is to be held at a physical location, Members not physically present at such meeting shall be permitted without any required further approval to participate in the proceedings of such meeting by means of electronic communication. A Member participating in a Members' meeting by such means shall be deemed to be present in person at such meeting.

4.7 Notice of Meetings. Written or electronic notice of each meeting of the membership shall be given personally, by first class mail or by electronic transmission to each Member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, that such notice may be given by any other class of mail not fewer than thirty (30) nor more than sixty (60) days before the date of the meeting. The notice shall (i) state the place, date, and hour of the meeting, (ii) provide the means of electronic communications, if any, by which Members may participate in the proceedings of the meeting and vote or grant

proxies at such meeting, and (iii) unless it is the Annual Meeting of the Members, indicate that the notice is being issued by or at the direction of the person or persons calling the meeting and state the purpose or purposes for which the meeting is called

4.8 Quorum. At all meetings of Members, ten percent (10%) of the Members eligible to vote or one hundred (100) Members eligible to vote, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

4.9 Voting Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. The Board shall fix, in advance, a date as the record date for the purpose of determining the Members entitled to notice of any meeting of Members or any adjournment thereof. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

4.10 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. A Member's electronic consent must be able to be reasonably determined to have been sent by such Member.

4.11 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

(a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors of the Council.

(b) A majority of the votes cast at a meeting of the Members is required for:

(i) Any amendment of the Certificate of Incorporation; or

(ii) A petition for judicial dissolution.

(c) Two-thirds of the votes cast at a meeting of the Members is required for:

(i) Disposing of all, or substantially all, of the assets of the Council;

(ii) Approval of a plan of merger or consolidation;

(iii) Authorization of a plan of non-judicial dissolution; or

(iv) Revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any action described in subsection (c) above shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes cast.

4.12. The Board of Directors exercising its sole discretion may for the well-being of the Council take such action as it deems necessary for the well-being of the Council provided that any such action not expressly authorized for Board action alone by these By-Laws shall be promptly reported to the members and shall be approved by vote of the membership.

## ARTICLE V – BOARD OF DIRECTORS

5.1 Governing Authority. The affairs and business of the Council shall be managed by or under the direction of the Board of Directors (the “*Board*”) subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The number of directors serving on the Board (“*Directors*”) shall be not less than three (3) or more than fifteen (15). Within the specified limits, the number of Directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any Director then in office. As used in these Bylaws, “*entire Board*” shall mean the total number of Directors entitled to vote which the Council would have if there were no vacancies on the Board.

5.2 Election of Board and Term of Office. Directors shall be elected by the membership at the Annual Meeting of the Members, and each such Director’s term shall commence at the meeting. Directors shall serve for a term of four (4) years. Each Director shall hold office until the expiration of the term for which the Director was elected and until the Director’s successor has been duly elected and qualified, or until the Director’s prior resignation or removal as hereafter provided. Directors may be elected to two consecutive terms and may be reelected four years after the completion of the second such term.

5.3 Qualifications and Responsibilities. Directors shall be persons over the age of eighteen (18) years who have an interest, commitment and/or recognized professional experience relevant to achieving the purposes and activities of the Council, while adhering strictly to the highest professional and ethical standards. Prior to their election nominees as Directors shall expressly undertake to attend and participate actively in meetings of the Board and to contribute to the work of the Board.

5.4 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve until the next Annual Meeting of the Members or until such Director’s successor is elected or appointed and qualified.

5.5 Removal. Any Director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Board.

5.6 Resignation. Any Director may resign from the Board at any time by giving written notice to the Board or to the President, Executive Director or Secretary of the Council, and, unless otherwise specified therein, such resignation shall be effective when notice is delivered and acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

5.7 Board Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. A special meeting of the Board may be called by the President, or by any two (2) Directors, to be held at such time and place as shall be designated in the notice of the meeting. As provided in Article 4.6, such meetings may be held by electronic communication.

5.8 Meeting by Remote Communication. Directors may participate in and act at any meeting of the Board through the use of a conference telephone, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

5.9 Notice and Purpose of Meetings including Meetings by Electronic Communication. Notice of the time and place of any meeting of the Board shall be given at least three (3) days in advance thereof by written notice delivered personally or sent by overnight courier, facsimile, or electronic means to each Director at his or her mailing address, or electronic mail address as shown on the records of the Council. If deposited with an overnight courier, such notice shall be deemed to be delivered when deposited with the overnight courier. If given by facsimile, such notice shall be deemed delivered when the sending facsimile machine indicates successful transmission. If given by means of electronic mail, such notice shall be deemed delivered when the sending computer indicates successful transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice thereof, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that the purpose of a special meeting to consider removal of a Director must be stated in the notice of meeting.

5.10 Board Chair To Preside. The President shall serve as Chair of the Board, shall preside over meetings of the Board and shall perform all duties attendant to that office. In the event that the President is unable to preside over a meeting of the Board, the immediate past President shall preside over such meeting or, if not available, then the next most senior past President shall preside.

5.11 Quorum. At each meeting of the Board, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the presence of a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment.

5.12 Voting by Board members. Board members may vote at each annual meeting including the annual meeting that occurs at the end of their term. Newly elected Board members may vote at each annual and regular meeting held after their election.

5.13 Action by the Board. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the vote of a majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

5.14 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

5.15 Compensation. The Council shall not pay any compensation to Directors for services rendered to the Council in such capacity, except that Directors may be reimbursed for expenses reasonably incurred in the performance of their duties to the Council. A Director may receive reasonable compensation for the performance of services provided to the Council in any capacity separate from his or her responsibilities as a Director when so authorized by a majority of the Directors then in office.

## **ARTICLE VI – COMMITTEES OF THE BOARD AND COMMITTEES OF THE COUNCIL**

6.1 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the entire Board, may designate Committees of the Board consisting of three (3) or more Directors. The President shall appoint the Chair of each Committee of the Board. At a minimum, the Committees of the Board shall include an Executive Committee and an Audit Committee. Committees of the Board shall have such authority as the Board by resolution shall provide, except that no committee shall have authority as to (i) the filling of vacancies in the Board or in any committee; (ii) setting compensation for Directors for serving on the Board or on any committee; (iii) amending or repealing the Bylaws, or adopting new Bylaws; (iv) amending or repealing of any resolution of the Board which by its terms, shall not be amended or repealed by a committee; or (v) any other matter prohibited by New York Not-for-Profit Corporation Law §712 which at present are the following: election or removal of officers or directors; approval of merger or a plan of dissolution; approval of amendments to the certificate of incorporation; any matter that New York law requires be approved by the members; and any resolution that recommends that the members sell, lease, exchange or otherwise dispose of the substantially all of the assets of the Council.

(a) *Executive Committee.* The member of the Executive Committee shall be comprised of the President, the two immediate past Presidents, and the two vice presidents, The Executive Director shall without a vote serve ex officio on the Committee. Subject to Section 6.1 above, the Executive Committee shall have all the authority of the Board, and any reference in these Bylaws to the Boards shall include the Executive Committee unless the context or express provision otherwise indicates. Between meetings of the Board, ongoing oversight of the

affairs of the Council shall be conducted by the Executive Committee, whose responsibilities include:

- (i) To convene the Annual Meeting of Members and prepare the program and budget for review and approval by the Board;
- (ii) To seek funding for the projects approved by the Council and to take all steps necessary to enable them to be carried out successfully;
- (iii) To keep Members of the Council fully informed of program activities;
- (iv) To establish a fee structure for membership in the Council;
- (v) To oversee the operations of the Headquarters Office and the implementation of the Council's program and budget;
- (vi) To make all necessary arrangements with the appropriate authorities of the host institution for the administration of the Headquarters Office;
- (vii) To appoint those committees and working groups that are necessary to implement the Council's programs; and
- (viii) To provide recommendations on adoption of proposed modifications to the Bylaws and other issues related to good governance and nonprofit best practices.

(b) *Audit Committee.* The Audit Committee shall be comprised of at least three (3) independent Directors as defined under the New York Not-for-Profit Corporation Law, and its members may not include the Council's Executive Director, other compensated staff, or the chief financial officer. Oversight of the Council's accounting and financial reporting processes and the audit of the Council's financial statements shall be conducted by the Audit Committee, the responsibilities for which shall include: (i) making recommendations to the Board on the hiring and firing of independent certified public accountants (CPAs); (ii) conferring with the auditor to satisfy committee members that the financial affairs of the nonprofit organization are in order; (iii) reviewing the audit and deciding whether to accept it; (iv) approving non-audit services by the independent CPA's accounting firm; and (v) ensuring that such services conform to standards in the Yellow Book issued by the U.S. Comptroller General.

6.2 Committees of the Council. The Board, by resolution adopted by a majority of the entire Board, may designate and appoint one or more Committees of the Council, and such committees may include individuals who are not Directors. The resolution authorizing any such committee shall set forth its duties, its term and who may be eligible to serve. Each Committee of the Council will make recommendations to the Board for approval and/or Board action. No Committee of the Council shall be a Committee of the Board, nor shall it exercise any of the powers of the Board or have the authority to bind the Board or the Council. The President shall appoint the Chair of each such Committee of the Council. Such committees may include:

(a) *Nominations Committee.* The Nominations Committee would meet ad hoc to discuss potential additions to the Board, as well as make recommendations to the existing Board for the appointment of new Directors or officers.

(b) *Development Committee.* The Development Committee would meet ad hoc to discuss the Council's fundraising strategy.

(c) *Other Committees of the Council.* The Board may create and appoint such additional committees of the Council, whether denominated as committees, working groups or task forces and shall designate such membership criteria for such additional committees as it shall deem appropriate. Such committees, however denominated, shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board.

6.3 Term of Office. Each member of a committee of the Board or of the Council shall serve for one (1) year until the next annual meeting of the Board or until a successor is appointed, unless requested by the President to extend the term to the date designated by the President or until the next annual meeting, whichever is sooner, provided that the term shall end upon the date of the dissolution of the committee or on the effective date of resignation by a member from membership on the committee.

6.4 Vacancies. Vacancies in the Chair position of a committee shall be filled by an appointment by the President. A Chair appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office. General committee membership vacancies may be filled by the Chair of such Committee, in consultation with the President and/or Executive Committee.

6.5 Meetings. Notice of committee meetings shall be provided in the same manner as meetings of the Board. Meetings of committees shall be held at such time and place as may be fixed by the Chair of the committee or by vote of a majority of all the members of the committee.

6.6 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board: (a) a majority of all of the members of a committee shall constitute a quorum for the transaction of business; and (b) the vote of a majority of all of the members of the committee taken at a meeting of the committee at which a quorum is present shall be an act of the committee. The procedures and manner of acting of all committees shall be subject at all times to the directions of the Board.

6.7 Advisory Bodies. The President, acting on behalf of the Board, may from time to time appoint persons to act singly or as a Committee of the Council to provide expert advice to the Board or to assist in other ways (each such individual being an "*Advisor*"), which may include an Advisory Council, a Leadership Committee, one or more Ambassadors, and/or other similar groups or individual titles. Each Advisor shall serve at the pleasure of the Board for a period designated by the Board and shall have only such authority or obligations as the Board may from time to time determine. No Advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board, the authorization for such compensation by a majority of Directors then in office, and the Council's ability to indemnify compensation and expenses. A Director may serve as an Advisor, but may not

receive compensation for such service except for payment of reasonable expenses in accordance with the Council's policies and ability to provide such compensation.

## ARTICLE VII – OFFICERS

7.1 Number and Tenure of Officers. There shall be a President, President-elect, Treasurer, and Secretary of the Council, and there also may be up to two Vice Presidents, and such Assistant Treasurers, Assistant Secretaries and other officers as the Board may elect from time to time. Any two offices may be held by one person, except that the President shall not hold the offices of Secretary or Treasurer. All officers shall be subject to the supervision and direction of the Board.

7.2 Election and Term of Office. Except for the President and President-elect who shall be elected by the membership, all offices shall be selected by the Board in such manner as the Directors shall determine, for a term as designed below. Unless the Board shall determine otherwise in its sole discretion, each officer shall hold office until the expiration of the term for which such officer was elected and until the officer's successor has been duly elected and qualified, or until the officer's prior resignation or removal as hereafter provided.

(a) The President shall serve a term of office of three years beginning at the annual meeting at which installation takes place and then as a Past President. The President-elect shall serve one (1) year in that capacity and then three (3) years as President. Upon completion of a term as President, a Past President shall serve a term of two (2) years provided that the President may agree with any Past President to extend the term of the Past President for the number of years mutually agreed.

(b) The Secretary shall be appointed by the Board from amongst the Directors or the membership, and shall serve for a term of two (2) years.

(c) The Treasurer shall be appointed by the Board from amongst the Directors or the membership, and shall serve for a term of two (2) years.

7.3 Attendance of Officers-elect at Board Meetings. At the discretion of the Board duly elected officers may be invited to attend Board meetings and shall in accordance with established Council practice vote at such meetings.

7.4 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

7.5 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the entire Board.

7.6 Resignation by Officers and Committee members. Any officer and any member of a committee may resign at any time by giving written notice to the Chair of the Board not less than fourteen (14) days in advance of the effective date of such resignation. Unless otherwise determined by the Board, the resignation shall take effect at the time designated in the notice. The Board's acceptance of such resignation shall not be necessary to make it effective.

7.7 Responsibility of Officers.

(a) The President shall be the chief executive officer of the Council and shall ensure the supervision and administration of the business and affairs of the Council. The President, as well as any other proper officer, agent or staff person of the Council authorized by the Board, may sign any deeds, bond, mortgages or other instruments and enter into agreements necessary to carry out the mission and programs of the Council, except where these Bylaws or policies adopted by the Board required the signature of some other officer or agent of the Council. The President shall communicate to the Board and keep the Directors fully informed such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of the Council, and, subject to the supervisions of the Board, shall perform all duties customary to that office and shall have such powers and duties as may from time to time be assigned by the Board.

- (i) In the event of absence, or other constraining factor affecting the President's ability to perform its duties, the President-Elect or, if not available to serve, a Past President designated by the Board shall on an interim and temporary basis perform all of the duties of the President and shall have such other duties and powers as may be assigned by the Board. The Board shall determine when such interim and temporary service is concluded.
- (ii) The Past Presidents of the Council shall have such duties and powers as may be assigned by the Board from time to time.

(b) The Treasurer shall be responsible for all funds and shall maintain such funds in the name of the Council in such bank or banks or investment firm or firms, or both, and in such deposits and investments, as he or she may from time to time select. The Treasurer shall be the chief accounting officer and shall maintain the accounting and financial records of the Council.

(c) The Secretary shall maintain all of the permanent corporate and non-financial records of the Council, except those records in use by the current officers, and shall generally oversee and manage corporate and other non-financial records of the Council. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the corporate seal of the Council, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his or her signature.

7.8 Agents, Consultants and Employees. The Board may appoint, hire, direct, and discharge all other agents, consultants and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Council. Any employee, agent or consultant may be removed at any time with or without cause. Removal without cause shall be

without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

7.9 Compensation. Any officer, agent, consultant or employee of the Council is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Council when authorized by a majority of the entire Board.

7.10 Executing Authority. No officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more officers.

## **ARTICLE VIII – CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS**

8.1 Contracts. The Board may authorize any officer or agent of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or sign any instrument in the name of the Council, and such authority may be general or confined to specific instances.

8.2 Borrowing. No loan shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the Council) shall be signed by such officers or agents of the Council as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and may be countersigned by the President or Secretary when countersignature is required.

8.4 Deposits. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as shall from time to time be determined by resolution or policy of the Board.

8.5 Gifts. The Board may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

## **ARTICLE IX – INDEMNIFICATION**

9.1 Authorized Indemnification. Unless clearly prohibited by law or Section 9.2 below, the Council shall indemnify any person ("*Indemnified Person*") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Council, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Council, or (b) in addition is serving or served, in any capacity, at the request of the Council, as a Director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Council shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

9.2 Prohibited Indemnification. The Council shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

9.3 Advancement of Expenses. The Council shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Council, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Council, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 9.2. An Indemnified Person shall cooperate in good faith with any request by the Council that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

9.4 Indemnification of Others. Unless clearly prohibited by law or Section 9.2, the Board of Directors may approve Council indemnification as set forth in Section 9.1 or advancement of expenses as set forth in Section 9.3, to a person (or the testator or intestate of a person) who is or was employed by the Council or who is or was an agent of the Council, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or agency, including actions undertaken in connection with service at the request of the Council in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

9.5 Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur the Board must explicitly find that such indemnification will not violate the provisions of Section 9.2. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

9.6 Binding Effect. Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

9.7 Insurance. The Council may purchase Directors' and Officers' liability insurance if authorized and approved by the Board. To the extent permitted by law, such insurance may

insure the Council for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or agents of the Council for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Council.

9.8 Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Council with any Director, officer, employee or agent providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions set forth in this Article, subject in all cases to the limitations of Section 9.2.

## **ARTICLE X – GENERAL PROVISIONS**

10.1 Adoption of Policies and Procedures. The Board or designated Committee of the Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Council, including, but not limited to, a Conflicts of Interest Policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the Council that is contrary to these Bylaws and applicable law, as may be amended from time to time.

10.2 Books and Minutes. The Council shall keep at the Headquarters Office of the Council correct and complete books and records of the activities and transactions of the Council, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof. To the extent such books and records are maintained in electronic format, the Board shall ensure that such books and records are appropriately stored (hard copy and electronically in accordance with best practices) and maintained in a digital format that remains readily accessible to the Board and its officers and directors. Directors, officers and chairs of all Board and Council committees shall be responsible for ensuring that the records of their meetings and all other actions taken for and on behalf of the Council are duly transmitted to the Executive Director for inclusion in the books and records of the Council.

10.3 Fiscal Year. The fiscal year of the Council shall begin on the first day of January and conclude on the last day of December in each calendar year.

10.4 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, or any successor thereto, or under the provisions of the Certificate of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

10.5 Loans to Directors or Officers. No loans shall be made by the Council to its Directors or officers or to any other corporation, firm, association or other entity in which one or

more of its Directors or officers are directors or officers or hold a substantial financial interest, except as allowed by law.

## **ARTICLE XI – AMENDMENTS**

These Bylaws may be altered, amended, or repealed by (i) the affirmative vote of the majority of the entire Board present at any meeting of the Board at which a quorum is present; provided a two-thirds vote of the entire Board shall be required for any amendment increasing the proportion of Directors required to constitute a quorum at meetings of the Board, or the proportion of votes necessary for the transaction of business, or (ii) the affirmative vote of the majority of the membership present at any Annual Meeting of the Members at which a quorum is present. The Members may amend or repeal any bylaws adopted by the Board and any bylaws adopted by the Members may be amended or repealed by the Board. Any bylaw amendment by the Board impacting the election of Directors shall be set out in the notice of the next Annual Meeting of Members, together with a concise statement of the changes made.

## **ARTICLE XII – PUBLICATIONS**

12.1 Publication of Scholarly Periodical. To promote the purposes of the Council and understanding of the United Nations System, the Council shall publish a scholarly periodical whose title shall be determined by the Board and shall ensure maintenance of the reputation of that periodical for its academic excellence.

12.2 Designation of Editorial Responsibility for Scholarly Periodical. The Board shall designate the editorial team to carry out all the editorial functions required to publish the scholarly periodical of the Council and shall enter into such agreement with that team for the editing of the periodical on such terms and conditions as the Board determines to be in the best interests of the Council. At the discretion of the Board, the editorial team may be lodged with or under the auspices of a leading academic institution or other qualified entity with the requisite resources and capacity to ensure the high professional quality of the periodical. The Board may determine at its sole discretion to enter into the editorial agreement with such an institution or entity rather than with the editorial team.

12.3 Approval of Editors of Scholarly Periodical. The Board shall review the credentials of and shall approve the appointment of the editor or co-editors of the scholarly publication and any other member of the editorial team who the Board regards as important to the successful editing of the periodical.

7.4 Distribution of Scholarly Publication to Members. The Board may enter into an agreement with the owner of the copyright to the scholarly publication for its distribution to individual and institutional members of the scholarly publication on such terms and conditions as the Board determines to be in the best interests of the Council.