

**AMENDED AND RESTATED
BYLAWS
OF
AMNESTY INTERNATIONAL OF THE U.S.A., INC.
(Amended as of February 22, 2018)**

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AMNESTY INTERNATIONAL OF THE U.S.A., INC.

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ARTICLE I. PURPOSES

The objects and methods of Amnesty International, a worldwide human rights organization, set forth in the International Statute of Amnesty International, as amended from time to time, are incorporated herein by reference, except insofar as they violate the laws of the United States or the State of New York.

ARTICLE II. PRINCIPAL OFFICE

The principal office of Amnesty International of the U.S.A., Inc. (hereinafter called “AIUSA”) shall be in the State of New York, City of New York.

ARTICLE III. MEMBERSHIP

Section 1. Members.

There shall be two categories of membership in AIUSA, both of whom have certain voting rights: individual members and member groups. All references in these Bylaws to “members” shall be deemed to refer to members of both categories, except where it is otherwise indicated. All members shall contribute to the advancement of the mission of Amnesty International, act in accordance with the core values and policies of Amnesty International, and be duly registered by AIUSA.

Section 2. Registration of Members.

a. Individual Members. Individual members shall be registered as members of AIUSA upon payment of annual membership dues or upon having been granted a dues waiver. Individual members shall be recognized and registered by AIUSA staff to whom the Board delegates such authority.

b. Member Groups. Group membership shall be established upon such terms and conditions and with such powers and limitations as determined by resolution of the Board. Member groups shall be registered by AIUSA. Member groups shall pay annual membership dues or annually pledge an amount to be determined by the voting member groups. Member groups shall be recognized and registered by AIUSA staff to whom the Board delegates such authority.

Section 3. Membership Dues.

Annual membership dues and the conditions for waiver of payment of dues shall be established by the Board by resolution.

Section 4. Nominations of Candidates for Directors By Individual Members.

Nominations of candidates for directors may be made by a petition signed by two hundred (200) voting individual members of AIUSA, pursuant to procedures established by resolution of the Board of Directors. Signatures can be collected by any means that can be validated by the AIUSA election office and is not in conflict with New York State law. Only one (1) candidate for director may be nominated in any petition. Only individuals who have been members of AIUSA for two (2) years are eligible for nomination through the petition process described in this Article III, Section 4. Any incumbent director who participated in the approval of the nomination of directors as set forth in Article V, Section 4 is not eligible for nomination for that same electoral cycle. Any member of AIUSA at any time may submit to the Nominating Committee suggestions for recommendations or nominations to any such elected position.

Section 5. Voting Rights.

a. Members shall have the right to attend all meetings of members. Individual members shall have the right to vote on any matter pertaining to AIUSA (including the election of directors) that is submitted to a vote of members.

b. Member groups shall designate an individual to represent such group at a meeting of the members of AIUSA and such individual shall be authorized to cast its vote on any matter pertaining to AIUSA that is submitted to a vote of members, except that no member group shall be entitled to vote for the election of directors or amendments to the bylaws.

c. Reasonable deadlines for registration of membership may be established by action of the Board to provide for an accurate list of members who will be eligible to vote at meetings of the members, including the Annual General Meeting, regional conferences, and special meetings of members.

Section 6. Discontinuation of Membership.

a. Any member may withdraw from membership in AIUSA by written notice.

b. An individual member's membership shall be discontinued upon valid notice of their death.

c. Membership shall be discontinued for non-payment of annual membership fees or failure to be granted a dues waiver.

d. Membership in AIUSA can be refused if the Board of Directors has determined, in its opinion, that the applicant will act contrary to or in a manner inconsistent with the Statute of Amnesty International, its core values and policies, or otherwise will act in a manner judged to be disruptive or harmful to the effective working of the organization.

Section 7. Expulsion.

Any member of AIUSA may be deprived of membership if the Board of Directors has determined, in its opinion, that the member has acted contrary to or in a manner inconsistent with the Statute of Amnesty International, its core values and policies, or otherwise has acted in a manner judged to be disruptive or harmful to the effective working of the organization.

Section 8. Appeals of Membership Status.

A refused applicant for membership, expulsion or discontinued member may appeal their status to the AIUSA Board through its established grievance process.

Section 9. Property Rights.

No member shall have any property rights by virtue of membership and membership may not be transferred.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Types of Member Meetings

There are four types of members' meetings: (a) Annual General Meeting, (b) Regional Conferences, (c) Special Meetings of the Members, and (d) Special Meeting of the Members for the Election of Directors.

Section 2. Annual General Meeting of the Members.

There shall be an annual general meeting of the members of AIUSA (the “AGM”) on such date and at such time and place as shall be determined by the Board. At the AGM the members shall transact such business as may properly be brought before the meeting in accordance with the Standing Rules of the AGM (amended from time to time). In addition, the members shall hear and discuss the Treasurer’s report, and consider resolutions, hear requests to review decisions made by the Board, and make recommendations concerning policy and other matters as properly may be brought before the AGM. The procedure for presenting resolutions to the AGM shall be described by the AIUSA membership resolutions committee to the AIUSA membership at least three (3) months prior to the AGM.

Section 3. Regional Conferences of the Members.

There shall be an annual meeting of members in each geographical region of AIUSA on such date and at such time and place as shall be announced to the membership in the region. Geographical regions are defined by the Board. At each regional meeting members shall transact such business as may properly be brought before the meeting. In addition, members shall consider and discuss resolutions as properly may be brought before the meeting. The procedure for presenting resolutions to a regional meeting shall be described by the AIUSA membership resolutions committee to the AIUSA membership at least one (1) month prior to deadline for submission of resolution. Resolutions that are passed by a regional meeting shall be forwarded to the AGM by the resolution committee.

Section 4. Special Meetings of the Members.

Special meetings of the members may be called by a two-thirds (2/3) vote of the Board. Such meetings may also be convened by members constituting five percent (5%) of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) or more than three (3) months from the date of such written demand. The General Secretary, upon receiving the written demand shall promptly give notice of such meeting, or if she or he fails to do so within five (5) business days thereafter, any member signing such demand may give such notice. The meeting shall be held at the place designated in such notice, or, if not so designated, at the principle office of AIUSA.

The date for the “Special Meeting of Members for the Election of Directors” shall be designated by the Board of Directors no later than September 30 at the recommendation of the Officer of the Election. The purpose of the “Special Meeting of Members for the Election of Directors” is for members to elect directors of AIUSA.

Section 5. Notice of Meetings of the Members.

Written notice stating the place, date, and hour of any meeting of the members and, unless it is the AGM or the “Special Meeting of Members for the Election of Directors”, stating the purpose or purposes for which the meeting is being called, and indicating that such notice is being issued by or at the direction of the person or persons calling the meeting, shall be given personally or by mail to each member. If notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at her or his address as it appears on the record of members, or, if such member shall have submitted to AIUSA a written request that notices be mailed to some other address, then directed to her or him at such other address. Notwithstanding the foregoing, notice need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member. Proxies solicited by AIUSA shall be provided to members no later than the notice for the meeting with respect to which such proxies are solicited.

Section 6. Proxies, Quorum and Voting Requirements.

- a. Annual General Meeting. At the Annual General Meeting, fifteen percent (15%) of the pre-registered persons shall constitute a quorum for the transaction of business at such meeting, but the members present may adjourn the meeting despite the absence of a quorum.
- b. At each respective Regional Conference, twelve percent (12%) of the pre-registered persons shall constitute a quorum for the transaction of business at such a meeting, but the members present may adjourn the meeting despite the absence of a quorum. Except as

otherwise set forth in these Bylaws or required by applicable law, the vote of a majority of the members present (provided that a quorum is present) shall be the act of the members of AIUSA at the meeting.

c. Special Meeting of Members for the Election of Directors. Every member entitled to vote for the election of directors may vote by proxy with respect to the election of directors.

Section 7. Record Date.

In order that AIUSA may determine the members entitled to notice of, and to vote at, AGM or special meeting of members or any adjournment thereof, the Board may fix, in advance, a record date, which shall not be more than fifty (50) days before the date of such meeting. A determination of members of record entitled to notice of, and to vote at, a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

Section 8. Tabulation of Votes and Proxies.

Unless the Board otherwise provides, the votes with respect to actions and resolutions voted upon at any meeting of members shall be counted and tabulated (as soon as practicable after such votes and proxies are cast by the members), by one or more inspectors appointed by the Executive Committee to act at the meeting.

Section 9. Binding Resolutions.

a. Subject to applicable law and specific provisions of the Certificate of Incorporation of AIUSA and these Bylaws, such actions and resolutions appropriately before a meeting of members which are approved and adopted by the members in accordance with these Bylaws and applicable law (each, an “AGM decision”) shall be binding on the AIUSA Board. Members have certain rights specifically delegated to them under the New York Not-for-Profit Corporation Law (the “NPCL”). These include, among other things, the power to: elect directors and remove directors; change the size of the Board; and vote upon or approve fundamental changes in the structure of AIUSA such as mergers and consolidations, disposition of all or substantially all of AIUSA’s assets, and dissolution. With respect to matters not specifically delegated to the

members by the NPCL, the Board may override any binding AGM decision within twelve (12) months of such AGM decision by a two-thirds (2/3) vote of the directors present at a duly-constituted Board meeting, provided that at least one-half (1/2) of the members of the entire Board vote in favor of the override. After the twelve (12) month period following a binding AGM decision, such AGM decision may not be overturned by the AIUSA Board unless one of the following special circumstances exists:

(i) the proposal to overturn the prior AGM decision is submitted at the next AGM, via the regular membership resolution process, and is adopted at the AGM;

(ii) a policy or mission change has been issued by an International Council Meeting (“ICM”), the International Executive Committee (“IEC”), or the International Secretariat (“IS”) rendering the prior AGM decision a violation of such policy or mission change; or

(iii) a fundamental change in political, cultural or governmental conditions has, in the opinion of the AIUSA Board, rendered the prior AGM decision inappropriate or invalid;

(iv) provided, however, that in the event of a special circumstance described in subparagraph (ii) or (iii) of this Section 9(a), the AIUSA Board must as soon as practical, after voting to overturn such prior AGM decision, communicate its decision and the reasons underlying its decision to the membership by all reasonable means of communication (including, but not limited to, monthly mailings, website notices, announcements at membership meetings). If any member believes that the Board has overturned a prior AGM decision in violation of this Section 9(a), such member may protest such action by promptly submitting a written notice of protest to the AIUSA Board Chair. The AIUSA Board shall consider any such protest at its next regularly scheduled Board meeting and shall, in its discretion, determine the disposition of any such protest.

b. Resolutions shall be deemed to be appropriately before the AGM for purposes of this Section 9 if they originate in passage by a regional conference and are introduced in accordance with the standing rules of the AGM (as adopted from time to time).

ARTICLE V. DIRECTORS

Section 1. Elections.

No less than 45 days prior to the “Special Meeting of Members for the Election of Directors,” AIUSA shall send to individual members a proxy ballot and any other necessary election documents.

All proxy ballots must be either postmarked (for paper proxy ballots) or completed online by the date of the “Special Meeting for the Election of Directors” in order to be counted in the final vote tally.

All ballots will be counted and final vote tally made public no more than twenty calendar days after the “Special Meeting of Members for the Election of Directors.”

Section 2. Duties and Number of Directors.

The government, property, affairs, business and concerns of AIUSA shall be the responsibility of the Board of Directors. The Board shall appoint, supervise and has the sole authority to discharge the Executive Director. Directors who are elected to the Board shall begin performance of their duties at the commencement of the regular meeting of the Board of Directors which is held in the fall. Directors shall be registered members of the AIUSA during their service on the Board. Directors shall serve on one of the Board’s Standing committees.

Section 3. Numbers of Directors.

The Board shall consist of fifteen (15) persons. This Section 2 may be amended, repealed, or altered only by the members of AIUSA.

Section 4. Elections Classes and Terms of Directors.

a. All directors shall be elected by a plurality of properly-submitted votes cast by individual members. In the event of a tie vote between candidates for the only remaining director position to be filled, a coin toss conducted by the General Secretary (or the officer of the

election, if one is designated pursuant to Article VI, Section 5(c)) shall determine which candidate shall fill the director position.

b. There shall be three classes of directors, each class consisting of five (5) directors. The term of office of each class shall be three (3) years and shall expire in successive years. Except as otherwise provided herein, each director shall hold office until the commencement of the regular meeting of the Board of Directors next following the election of new directors and until her or his successor is elected or appointed or qualified, or until her or his earlier death, resignation, or removal. No director may be elected for more than two (2) consecutive three year terms. If a director has filled a vacancy -pursuant to these Bylaws, and has served in that capacity for more than eighteen (18) months, that shall be treated as a full term for the purpose of these term limitations. If a director has filled a vacancy pursuant to these Bylaws, and has served in that capacity for less than eighteen (18) months, that shall not be treated as a full term for the purposes of term limitation. In no case will a director serve more than 7 % consecutive years.

c. No director who has served six (6) consecutive years or two (2) consecutive terms, as defined above, on the Board of Directors may be re-elected or appointed to the Board until at least three (3) years subsequent to the completion of her or his sixth consecutive year, or second consecutive term, as the case may be, of service on the Board. For purposes of this Section 3, a Board member shall not be considered to have served a year on the Board unless such member has served a full twelve (12) months.

d. All the directors and nominees for directors as of the time they are officially authorized to appear in the ballot and throughout the elections process, up to and including the date the final vote tally is made public, must be voting individual members of AIUSA.

e. No individual who has served as a regular compensated staff member of AIUSA may be elected or appointed to the Board until at least three (3) years after the termination of employment of the individual as a regular compensated staff member of AIUSA. An individual who is not a regular compensated staff member, but who has an application pending with AIUSA for a position as a regular compensated staff member of AIUSA may not be elected or appointed to the Board during the pendency of such application or until at least one (1) year after a final determination is made by AIUSA regarding such application. Any current member of the Board who, by virtue of this Section (e), would not be eligible for election or appointment to the Board,

shall be deemed to have resigned from the Board and her or his seat shall be declared vacant by the General Secretary.

f. No individual who currently is serving, or who at any time during the preceding one (1) year period was serving, in an elected position or in an executive position (as determined by the Board) in the United States federal or state governments or foreign governments may be elected or appointed to the Board. No individual who currently is employed, or who at any time during the preceding one (1) year period was employed, by the United States Congress or a comparable state legislative body may be elected to the Board. Any current member of the Board who, by virtue of this Section 3(f), would not be eligible for election or appointment to the Board, shall be deemed to have resigned from the Board, and her/his seat shall be declared vacant by the General Secretary.

Section 5. Role of Directors in Election Process.

The Board shall:

a. act on recommendations of the Nominating Committee for the nomination of candidates for director to be elected by the membership to three-year terms of office and alternates, or, by two-thirds vote (2/3) of the directors present, (i) remove from further consideration the names of such recommended candidates or alternates, and/or (ii) nominate such other candidates or alternates as it sees fit;

b. by vote of a majority of the directors then in office, act on any nominations by the Nominating Committee to fill vacancies on the Board, or elect such other candidates as it sees fit;

c. by majority vote of the directors present, act on nominations by the Nominating Committee for the election of delegates and alternates to the International Council Meeting, or elect such other candidates as it sees fit;

d. by majority vote of the directors present, act on recommendations of the Nominating Committee for the election of members of the Nominating Committee, or elect such other candidates as it sees fit;

e. by majority vote of the directors present, act on nominations for the election of officers, or elect such other candidates as it sees fit;

f. by majority of votes of the directors present, act on nominations to fill vacancies amongst the positions of officers occurring during terms, or elect such other candidates as it sees fit; and

g. by a majority vote of the directors present, act on nominations to elect members of the Executive Committee, from among the directors, to new terms and to fill vacancies, or elect such other members of the Executive Committee as it sees fit.

Section 6. Removal and Resignation.

a. Any director may be removed with or without cause by the individual voting members, or by vote of the directors provided there is a quorum of not less than a majority present at the meeting of the directors at which such action is taken.

b. Should any member of the Board have two (2) absences from regular meetings of the Board (other than committee meetings) from among four (4) consecutive regular meetings of the Board, or two (2) absences from special meetings of the Board from among four (4) consecutive special meetings, he or she shall be deemed to have resigned and her or his seat automatically shall be declared vacant by the General Secretary, unless otherwise voted by the Board on the basis of a bona fide emergency. Absence from a meeting shall be defined for this purpose as a failure to be present for at least half of the total duration of the meeting.

c. A director may be removed for cause if the Board member fails to act in accordance with their fiduciary and ethical responsibilities to AIUSA as outlined in the current Board Code of Conduct.

d. No director may be expelled, or suspended as a member pursuant to Article III, Section 7, unless she or he has first been removed as a director.

e. Any director may resign at any time by giving written notice stating an effective resignation date to the Board, to the Chair, or to the General Secretary. Any such resignation shall take effect as of the date stated in the notice, or if no date is specified in the notice, as of the earliest date such notice is hand delivered to the Board, the Chair, or the General Secretary, or is postmarked. Unless otherwise specified in the notice, the resignation need not be accepted to make it effective.

Section 7. Vacancies.

a. Any vacancy or vacancies on the Board because of death, resignation, removal, or disqualification of a director, or any other cause, shall be filled by the Board of Directors in the following manner:

(i) the Board of Directors shall vote on whether or not to elect the Board candidate who, at the most recent previous Board election, received the greatest number of votes of all defeated candidates. If that candidate should be unable or uninterested in filling the vacancy, then the Board candidate who received the next greatest number of votes of all defeated candidates shall be considered and voted upon by the Board of Directors. If more than one replacement director is required in a particular year, the Board shall consider and vote on the defeated candidates with the next greatest number of votes. This process shall continue until each vacancy is filled; or

b. If the process set forth in Section 6(a) of this Article V does not vacancy to be filled, or in the event the vacancy results from the of a tie vote between candidates for the position of director at any meeting held for the election of directors, the vacancy may be filled by vote of a majority of the directors then in office, regardless of their number.

c. Any individual filling a vacancy pursuant to these Bylaws shall hold such office until the commencement of the regular meeting of the Board next following the election of new directions and not for the duration of the unexpired directorship term created by such vacancy. At the next meeting held to elect directors, the individual receiving the sixth highest number of votes will be elected for an abbreviated term equal to the number of years otherwise remaining in the term of the directorship position that initially was vacant. If more than one abbreviated term must be filled due to a vacancy, the individual(s) receiving the next highest number of votes (starting with the sixth highest overall vote total) will fill each of the vacant directorships until all abbreviated terms are filled (with the individual receiving the highest voting totals receiving the lengthiest abbreviated term available).

Section 8. Compensation.

The directors shall receive no compensation for their services as such. This provision, however, is not intended to prohibit any payment to a director for expenses directly and

reasonably incurred in connection with the performance of her or his duties, as determined and approved by the Board or the Executive Committee.

Section 9. Meetings of the Board of Directors.

a. Regular Meetings. The Board shall hold at least four (4) regular meetings in each year on such date and at such place as the Board shall determine, and one of these shall be the Annual General Meeting of AIUSA. Notice of the time and location of the meetings shall be communicated to each director personally or by mail at least twenty (20) days prior to such meetings.

b. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair or any four directors. Notice of the time and place and purpose of such special meetings shall be communicated to each director personally, by mail at least seven (7) days prior to such meeting.

c. Waiver. The transactions of any meeting of the Board, however called and noticed, and wherever held, shall be as valid as though approved at a meeting duly held after regular call and notice, if a quorum be present and if either before or within one (1) calendar month after the meeting each director not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

d. Quorum. One-half (1/2) of the Board shall constitute a quorum. In the absence of a quorum, the Board shall transact no business, except as otherwise may be expressly provided in these Bylaws. In the absence of the Chair and Vice-Chair, the quorum present may choose a Chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than ten (10) days later.

e. Meetings Conducted Via Telephone. Any one or more members of the Board or any committee thereof may participate in meetings by means of a conference telephone or similar communication equipment which allows all participants to hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

Section 10. Board Action Without a Meeting.

Any action to be taken by the Board may be taken without a meeting if such action is first proposed in writing to each member of the Board and each member first consents to the taking of such action in writing. Such written consent, should all members of the Board consent in one document, or consents, shall be filed with the minutes of the Board, and such action by written consent shall have the same force and effect as though taken at a regular meeting of the Board.

ARTICLE VI. OFFICERS

Section 1. Number and Eligibility.

The officers shall be a Chair, Vice-Chair, General Secretary and Treasurer. AIUSA may also have such other officers as may be designated from time to time by the Board. Only members of the Board shall be eligible to serve as Chair, Vice-Chair General Secretary and Treasurer, except that any such officer who has not been re-elected to the Board at the special meeting of members for the election of directors may continue to serve as an ex officio officer until the election of her or his successor at the first meeting of the Board after the special meeting of members for the election of directors pursuant to Section 2 of this Article VI. Subject to the foregoing, any individual shall be eligible to serve as an officer of AIUSA.

Section 2. Election.

The officers shall be elected annually by the Board at its first meeting after the special meeting of members for the election of directors as provided in Article V, Section 4, hereof. The Board may consider substantial regional representation as an important, but not mandatory, criterion for election of officers. Each officer shall hold office for a term of one (1) year and until her or his successor shall be elected and qualified or until her or his earlier resignation, removal, or other disqualification. Each officer may serve no more than four (4) consecutive terms (not including completing the unexpired term of an officer whose position was left vacant for any reason described in Article VI, Sections 3 and 4) in the same office, and shall not be eligible for re-election to such office until at least one (1) year after her or his last term in such office has expired.

Section 3. Removal and Resignation.

Any officer may be removed with cause, which shall be defined within the discretion of the Board by a two-thirds (2/3) vote of the Board at any meeting where a majority of the incumbent members are present, providing that notice of the proposed removal is given in the meeting notice. Any officer may resign at any time by giving written notice to the Board, to the Chair, or to the General Secretary. Any such resignation shall take effect as of the date of such notice or as later specified in the notice, or if no date is specified in the notice, as of the earliest date such notice is hand-delivered to the Board, the Chair, or the General Secretary, or is postmarked. Unless otherwise specified in the notice, the resignation need not be accepted to make it effective.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, may be filled by the Board at its next meeting following the occurrence of such vacancy.

Section 5. Duties of Officers.

The duties and powers of the officers shall be as prescribed by the Board and shall, to the extent not otherwise specified by the Board, include the following:

a. Chair. The Chair shall preside at all meetings of the Board; enforce the Bylaws; call such meetings as the Chair is empowered to call; nominate all members of all standing committees of the Board except the Executive Committee; may, with the consent of the Board, appoint all members of special committees of the Board; exercise general supervision over the affairs of AIUSA; and perform such other duties as prescribed by the Board from time to time.

b. Vice-Chair. In the case of the death or absence of the Chair or of her or his inability from any cause to act, the Vice-Chair shall perform the duties of the Chair, and perform such other duties as prescribed by the Board from time to time. In case both the Chair and Vice-Chair are absent from any meeting, the General Secretary shall call the meeting to order and an acting Chair shall be elected by the meeting.

c. General Secretary. The General Secretary shall keep, or cause to be kept, an complete record of the proceedings of the Board; have oversight of the official records of AIUSA;

give, or cause to be given, notice of meetings; conduct such correspondence as may be required; have custody of the seal of AIUSA; serve as officer of the election of directors unless she or he is up for re-election (at which time he or she shall designate an officer of the election with approval by the Board) or unless he or she chooses to delegate this role to another Board member; may appoint one or more inspectors of election to assist in these duties; and otherwise shall perform such other duties as prescribed by the Board from time to time.

d. Treasurer. The Treasurer, shall, under the general supervision of the Board, have oversight of all transactions relating to: the monies and investments belonging to AIUSA; the deposit of all funds received, in the name of AIUSA, with a bank or banks designated by the Board; and the disbursement and investment of AIUSA's funds in accordance with the regulations prescribed by the Board. The Treasurer shall annually, and at other such times as may be required, submit to the Board a report of receipts and disbursements of the financial condition of AIUSA, and otherwise shall perform such other duties as prescribed by the Board from time to time.

Section 6. Honorary Chair.

The Board may at any meeting elect one or more Honorary Chairs who need not be members of the Board, and who shall have such duties as the Board may specify. Honorary Chairs serve at the pleasure of the Board.

ARTICLE VI-A. DIRECTORS AND OFFICERS: MANNER OF DISCHARGING DUTIES, INDEMNIFICATION AND MAINTENANCE OF INSURANCE FOR INDEMNIFICATION

Section 1. Discharge of Duties.

The directors and officers shall discharge their duties as required by Article 7 of the New York Not-for-Profit Corporation Law.

Section 2. Indemnification.

AIUSA shall indemnify the directors and officers, and advance the costs of their defense, to the extent permitted by Article 7 of the New York Not-for-Profit Corporation Law.

Section 3. Indemnification and Advancement of Expenses.

Subject to the provisions of Section 726 of the New York Not-for-Profit Corporation Law, AIUSA shall maintain insurance for the indemnification and advancement of defense costs of directors and officers under such terms and in such amounts as shall be approved from time to time by the Board of Directors.

ARTICLE VII. COMMITTEES AND NATIONAL ADVISORY COUNCIL

Section 1. Executive Committee.

An Executive Committee consisting of at least four (4) directors and no more than eight (8) directors shall be elected annually by resolution adopted by a majority of the entire Board. The Executive Committee shall include the Chair, Vice Chair, General Secretary, Treasurer and other directors as, from time to time, are specified by the Board. When the Board is not in session, the Executive Committee shall have the authority to exercise the full powers of the Board, except as such powers from time to time may be limited by law, by the Certificate of Incorporation, or by specific provisions of these Bylaws. One-half (1/2) of the number of voting members of the Executive Committee shall constitute a quorum for the transaction of business, and a majority vote of those present is required for the Executive Committee to take action. Meetings shall be called by the Chair or by any two (2) members of the Executive Committee on at least twenty-four (24) hours notice, and such meetings may be held at such time and place as from time to time shall be determined by the Executive Committee. The Executive Committee shall report to the Board at each Board meeting all actions taken by it since the last Board meeting.

Section 2. Standing Committees of the Board.

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees (in addition to the Executive Committee), each to consist of three (3) or more directors. The Chair shall nominate directors to serve as members of any such standing committee (other than the Executive Committee). Members of standing committees shall be elected by the Board of Directors. When the Board is not in session, any such standing committees shall have and may exercise all of the delegable powers of the Board within the terms of reference of that standing committee, except to the extent, if any, that such authority shall be limited by resolution adopted by a majority of the entire Board; provided, however, that no committee of the Board shall have authority to (a) fill vacancies on the Board or

any committee; (b) fix the compensation of directors for serving on the Board or on any committee; (c) amend or repeal the Certificate of Incorporation of AIUSA or these Bylaws or adopt new Bylaws; or (d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. The Board may designate one or more directors as alternate members of any standing committee to replace any absent member or members at any meeting of such committee.

Section 3. Special Committees of the Board.

The Board, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may establish from among its members one or more special committees of the Board, for such purposes and with such powers as the Board may specifically delegate to them by resolution, except that no such committee or committees shall have or exercise the authority of the Board, the Executive Committee, or any other standing committee in the management of AIUSA. The members of any such special committee may be appointed by the Board or, with the consent of the Board, by the Chair.

Section 4. AIUSA Committees.

a. Creation and Composition of Committees of the Corporation. The Board or members (as the case may be) present at a meeting at which a quorum is present, may create committees of the corporation, including task forces and steering committees, which may consist of members, Board members and others “AIUSA Committees”). All AIUSA Committee shall have terms of reference. AIUSA Committees shall have only the lawful powers specifically delegated to them, but no AIUSA Committee shall have or exercise the authority of the Board or any standing committee thereof in the management of AIUSA. The provisions of these Bylaws applicable to officers generally shall apply to members of AIUSA Committees.

b. The Nominating Committee. The Nominating Committee. The Nominating Committee shall be an AIUSA Committee elected by the Board. The Nominating Committee shall be comprised of five (5) to seven (7) non-Board members of the AIUSA. One member shall serve as the Chair of this committee. Each member of the Nominating Committee shall be elected at the winter Board meeting and shall begin her or his duties immediately thereafter. The Nominating Committee shall include at least one (1) member from each region, including at least one (1) youth

member. Members on the Nominating Committee shall not be potential candidates for the Board of Directors or the International Council Meeting delegation in the election cycle under consideration. The term of office of the members for the Nominating Committee shall be two (2) years.

(i) If for any reason a member of the Nominating Committee leaves or is removed before the expiration of her/his two (2) year term, such vacancy will be filled as follows:

If one (1) full year remains on the vacated term, and if more than three (3) vacancies on the committee result in a single year, the Board may either elect a new Nominating Committee member for a one (1) year term, or elect to have an out-going member serve a third year.

If less than one (1) full year remains in the vacated term, the Board will elect a member to serve the remainder of the year plus the next two (2) year term;

If more than one (1) full year remains in the vacated term, the Board will elect a member to serve the remainder of that two (2) year term, who will be deemed to have served a full term.

Members of the Nominating Committee may serve two consecutive two-year terms. After cycling off of the Nominating Committee for two years, members may be considered for a third two-year term.

(ii) The Nominating Committee shall at the request of the Board, during the course of each year,

(a) recommend to the Board candidates which the Board may nominate for election by the membership to the position of director at the succeeding annual election;

(b) Nominate candidates and alternates to the Board for election by the Board to fill any Board vacancy to be filled;

(c) nominate to the Board candidates for election for delegates and alternates to International Council Meetings;

(d) recommend to the Board candidates for election by the Board to membership on the Nominating Committee;

(e) conduct the election of the Board officers at the first meeting of the Board after the special election meeting; and

(f) take such other actions as the Board may delegate to it.

Nominations of candidates for directors may also be made by petition of the members as set forth in Article III, Section 4.

c. The Resolution Committee. The National Resolutions Committee shall be an AIUSA committee. The National Resolutions Committee shall be appointed by the Board. The Resolution Committee is responsible to organize the resolution process at the regional conferences and the AGM.

Section 5. Qualification.

All appointments to committees shall be made in accordance with stated qualification requirements, as the Board shall determine.

Section 6. Tenure.

Subject to the provisions of Section 10 of this Article VII, and unless otherwise specifically provided in the resolution designating the committee or in any other provision of these By-laws, each member of a special committee of the Board, or AIUSA Committee shall hold office until the election or appointment of her or his successor at the first meeting of the Board after the election of directors, or until her or his death, resignation or removal.

Section 7. Meetings and Notices.

Regular meetings of committees of the Board (other than the Executive Committee) and of AIUSA Committees may be held without notice at such times and places as such committees may determine from time to time by resolution. Special meetings of committees may be called by any member thereof or by the General Secretary upon the request of any such member, upon notice to members of the committee. Such notice shall state the time and place of the meeting and, except

as otherwise specified in these Bylaws, may be given either seven (7) days prior to the meeting by first-class mail, postage prepaid, or twenty-four (24) hours prior to the meeting by telephone or telefax or hand delivery, in either case to each committee member at her or his address as it appears on the records of AIUSA. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any member of a committee may waive notice of any meeting thereof by signing a waiver of notice either before or after the meeting, which notice shall be filed with the records of such meeting, or by attendance at such meeting.

Section 8. Quorum and Vote.

Unless otherwise provided in these Bylaws or in the resolution designating a committee, one-half (1/2) of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof, and the vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 9. Vacancies.

Any vacancy occurring on the Executive Committee or any other standing committee of the Board may be filled by resolution adopted by a majority of the entire Board. Any vacancy occurring on any special committee of the Board or AIUSA Committee may be filled by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 10. Removal and Resignations.

Any member of the Executive Committee or any other standing committee of the Board may be removed from the committee at any time, with or without cause, by resolution adopted by a majority of the entire Board. Any member of any special committee of the Board or AIUSA Committee may be removed from the committee by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member of a committee may resign from the committee at any time by giving a written notice of resignation to the Board, to the Chair of the Board, or to the General Secretary. Unless otherwise specified therein, such resignation shall take effect as of the date specified in the notice. If no date is specified in the

notice, such resignation shall take effect as of the earliest date the notice is hand-delivered or is postmarked.

Section 11. Minutes and Report of Action to the Board.

All committees shall keep regular minutes of their proceedings. The minutes of committees of the Board shall be filed at AIUSA's principal office or such other place as the books and records of AIUSA are kept. The chairperson of each standing committee shall report any actions taken to the Board at the next meeting held after the committee meeting. The chairperson of any other committee shall report any actions taken to the Board upon request by the Board.

Section 12. National Advisory Council.

The Board may elect anyone to a National Advisory Council established for the purposes of supporting AIUSA and advising the Board. The terms of reference shall be specified in the organizing rules of such councils by the Board.

ARTICLE VIII. REGIONS

Section 1. Establishment.

Regional subdivisions of AIUSA may be established by the Board to promote the active involvement of members from all geographical regions of the United States.

Section 2. Membership.

The membership of each region shall consist of the individual members who reside therein.

Section 3. Regional Councils.

Regional Councils may be formed subject to the approval of the Board to act in an advisory capacity for their regions and to the Board.

Section 4. Structure, Functioning and Finance.

The structure, functioning and finance of a region shall be governed by rules adopted by the Board consistent with these Bylaws and applicable alike to all regions established.

ARTICLE IX. AMENDMENTS

Subject to specific provisions of these Bylaws, these Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of the members of the Board who are present at any meeting called for that purpose, provided, however, that at least one-half of the incumbent members of the Board shall vote in favor of any such amendment. Notice of the substance of the proposed change shall be mailed to the last recorded address of each director at least ten (10) days before the meeting which is to consider the change. These Bylaws may also be amended at the AGM by a two-thirds (2/3) vote of the individual voting members provided that such an amendment has been passed by a regional conference and the full text of the amendment has been distributed to the members with the notice of the meeting.