

Bylaws of The NGO Committee on Migration, Inc.

**Established 11 January 2007, New York, New York**

**Incorporated 28 February 2018, New York State**

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**1. Name**

The name of the corporation is The NGO Committee on Migration, Inc. (“The NGO Committee”). The principal office of The NGO Committee shall be in New York County, State of New York. The NGO Committee may also have offices at such other places as the Executive Committee of The NGO Committee (the “Executive Committee”) may from time to time determine or the business of The NGO Committee may require.

**2. Purpose**

The NGO Committee is a substantive committee of the Conference of Non-Governmental Organizations (“CoNGO”) in consultative relationship with the United Nations Economic and Social Council (“UN ECOSOC”). The purpose of The NGO Committee is to encourage the promotion and protection of all migrants and their human rights, in accordance with the United Nations Charter. The NGO Committee is a non-profit corporation incorporated under the New York Not-for-Profit Corporation Law and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

**3. Membership**

- (a) Member Organization. Member Organizations are non-governmental organizations (each, an “NGO”) participating in The NGO Committee that are represented by one or more Members (as defined below) or Supporting Members (as defined below).
- (b) Classes of Membership. Unless otherwise determined in the sole discretion of the Executive Committee, The NGO Committee shall have two (2) classes of membership: Members and Supporting Members. Classes of membership, together with their eligibility criteria, shall be established from time to time by the Executive Committee, in accordance with the below:
- (i) Member. A Member refers to any individual representative of an NGO in consultative status with UN ECOSOC or any individual representative of an NGO associated with the UN Department of Global Communications (“DGC”). Members are eligible to vote and hold office.
- (ii) Supporting Member. A Supporting Member refers to any representative of an NGO, civil society or an academic institution having no status with UN ECOSOC or DGC; any concerned individual; or any person affiliated with a United Nations program or agency who supports and promotes the mission and objectives of The NGO Committee, in each case, who participates in The NGO Committee at the discretion of the Executive Committee. Supporting Members may attend meetings and serve on ad hoc committees or subcommittees but are not eligible to vote or hold office.
- (c) Membership Year & Dues. The membership year of The NGO Committee shall be September 1 through August 31. The Executive Committee shall establish the annual membership dues and other charges, if any, for each Member Organization and Supporting Members not representing a Member Organization as the Executive Committee determines is necessary for the proper maintenance and operation of The NGO Committee. Annual dues shall be payable at the beginning of the membership year. A notice of delinquency shall be sent to the Member Organizations of The NGO Committee that have not paid dues by November 1. Failure to pay by November 15 shall declare such Member Organization as not in good standing. For the avoidance of doubt, the payment of current dues and other charges may be waived in full or in part by the Executive Committee, if it is determined that the payment of such dues and/or other charges by the applicant would create an undue hardship.
- (d) Meetings. The annual meeting of the Member Organizations shall be held during the month of June of each year (the “Annual Members Meeting”) for the election of the directors to the Executive Committee (the “EC Members”) and for the transaction of such other business as may come before the Member Organizations, including the delivery of a financial statement (explicitly required pursuant to Section 519 of the Not-for-Profit Corporation Law). Notwithstanding the foregoing, if so determined from time to time by the Executive Committee, the

Annual Members Meeting may be held on a date other than during the month of June, provided that the Annual Members Meeting shall be held each year. Other regular meetings of the Member Organizations shall be held monthly when possible but no less than four (4) times during the year at a time and place fixed by the Executive Committee (the “Regular Members Meetings”). Additional special meetings (the “Special Members Meetings”) shall be held whenever called by resolution of the Executive Committee, the Chairperson, or by a written demand to the Secretary of ten (10) percent of the Member Organizations eligible to vote. The Secretary upon receiving the written demand or resolution shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five (5) business days thereafter, any Member Organization signing such demand may give such notice not more than fifteen (15) months following the prior year’s Annual Members Meeting.

- (e) Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member Organization entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, personal delivery, fax or email not less than ten (10) nor more than thirty (30) days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.
- (f) Organization. The Executive Committee members shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Officers-at-Large. The Chairperson shall preside at all meetings of the Member Organizations or, in the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of the Vice-Chairperson, an acting Chairperson shall be chosen by the Member Organizations present. The Chairperson, in consultation with the other Officers, shall call all plenary meetings of The NGO Committee. The Secretary of The NGO Committee (as described below) shall act as Secretary at all meetings of the Member Organizations, but in the absence of the Secretary, the presiding Member Organizations may appoint any person to act as Secretary of the meeting.
- (g) Voting, Quorum, Adjournment of Meetings.
  - (i) Member Organizations represented by Members are eligible to vote on Corporation business. Supporting Members are not eligible to vote on Corporation business.
  - (ii) Each Member Organization eligible to vote shall have one (1) vote.
  - (iii) For purposes of determining whether a particular threshold has been met, only those Member Organizations eligible to vote shall be counted.
  - (iv) All resolutions and proposals should be approved by a majority vote, provided a quorum is present. A quorum shall consist of at least one-third (1/3) of the Member Organizations eligible to vote.

- (v) A ballot by letter or other suitable means will be taken in the absence of a quorum. In the absence of a quorum, the Member Organizations present in person may also adjourn the meeting from that time until a quorum is present. When a meeting is adjourned to another time and/or place, 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 that might have been transacted on the original date of the meeting.
- (h) Action by the Member Organizations. Except as provided by statute or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of the Member Organizations shall be the act of the Member Organizations. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Member Organizations eligible to vote. Such consent may be written or electronic. If the consent is written, it must be signed by the Member Organization. If the consent is electronic, it must be able to be reasonably determined to have been sent by the Member Organization.
- (i) Special Actions Requiring Vote of Member Organizations. The following corporate actions may not be taken without approval of the Member Organizations:
  - (i) a plurality of the votes cast at a meeting of the Member Organizations is required for the election of the EC Members;
  - (ii) a majority of the votes cast at a meeting of the Member Organizations is required for (1) any amendment of the certificate of incorporation, or (2) a petition for judicial dissolution;
  - (iii) two-thirds (2/3) of the votes cast at a meeting of the Member Organizations is required for (1) disposing of all, or substantially all, of the assets of The NGO Committee, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding, provided, however, that the affirmative votes cast in favor of any action described in this subsection (iii) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

#### **4. Executive Committee**

- (a) Powers and Duties. The Executive Committee shall have general power to control and manage the affairs and property of The NGO Committee subject to applicable law and in accordance with the purposes and limitations set forth in the certificate of incorporation of The NGO Committee (the "Certificate of Incorporation") and in these bylaws (these "Bylaws").
  - (i) The Executive Committee may:

- (1) Appoint and discharge advisors and consultants who have skills necessary or helpful to The NGO Committee.
  - (2) Employ and discharge persons for the furtherance of the purposes of The NGO Committee.
  - (3) Exercise all other powers necessary to manage the affairs and further the purposes of The NGO Committee in conformity with the Certificate of Incorporation and these Bylaws.
- (ii) The Executive Committee shall:
- (1) Direct the Chairperson and Treasurer of The NGO Committee to present at the annual meeting of the Executive Committee (the “Annual Executive Committee Meeting”) a financial report, verified by the Chairperson and Treasurer or a majority of the EC Members, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Executive Committee. This report shall be filed with the records of The NGO Committee and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Executive Committee. This report shall also be presented at the Annual Members Meeting in accordance with Section 3(d) of these Bylaws.
  - (2) Approve the Members of any committee appointed by the Chairperson.
- (b) Number. The number of EC Members constituting the entire Executive Committee shall be not less than three (3). Subject to such minimum, the number of EC Members may be increased or decreased from time to time, by resolution of the Executive Committee, but such action by the Executive Committee shall require a vote of a majority of the entire Executive Committee and no decrease shall shorten the term of any incumbent EC Member. The “entire Executive Committee” shall consist of the total number of EC Members entitled to vote which The NGO Committee would have if there were no vacancies. If the Executive Committee has not fixed the number of EC Members as permitted by this paragraph, the “entire Executive Committee” shall consist of the number of EC Members permitted by this paragraph that were elected or appointed as of the most recently held election of EC Members, as well as any EC Members whose terms have not yet expired.
- (c) Election and Term of Office. The EC Members shall hold office for two (2) year terms; provided, however, that any EC Member elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of EC Members) shall hold office until the next Annual Members Meeting at which the election of EC Members is in the regular order of

business and until his or her successor is elected or appointed and qualified. EC Members may serve a maximum of two (2) consecutive terms. To become an EC Member, a person shall be nominated by an EC Member, or a Member Organization and elected by a plurality of the Member Organizations.

- (d) Qualification for EC Members. Each EC Member shall be at least eighteen (18) years of age. EC Members must be members of the NGO Committee.
- (e) Removal. Any EC Member may be removed at any time for cause by (i) a vote of the EC Members then in office at a regular meeting or special meeting of the Executive Committee called for that purpose; provided that there is a quorum of not less than a majority present at such meeting or (ii) a vote of the Member Organizations in accordance with these Bylaws.
- (f) Resignation. Any EC Member may resign from the Executive Committee at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by The NGO Committee or the Chairperson. The acceptance of a resignation by the Executive Committee shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a EC Member.
- (g) Vacancies and Newly Created EC Member Positions. Any newly created EC Member positions and any vacancies on the Executive Committee arising at any time and from any cause may be filled at any meeting of the Executive Committee by a majority of the EC Members then in office, regardless of their number. The EC Members so elected shall serve until the next Annual Members Meeting at which the election of EC Members is the regular order of business and his successor is elected or appointed or qualified. A vacancy in the Executive Committee shall be deemed to exist on the occurrence of any of the following:
  - (i) the death, resignation or removal of any EC Member;
  - (ii) an increase in the authorized number of EC Members by resolution of the Executive Committee; or
  - (iii) the failure of the Members, at any annual or other meeting of Members at which any one (1) or more EC Members are to be elected, to elect the full authorized number of EC Members to be voted for at that meeting.
- (h) Meetings. Meetings of the Executive Committee may be held at any place as the Executive Committee may from time to time fix. The Annual Executive Committee Meeting shall be held in July of each year or at a date, time and place fixed by the Executive Committee. At such time the Executive Committee shall receive an annual report. Other regular meetings of the Executive Committee shall be held no less than four (4) times evenly spaced during the year at a time and place fixed by the Executive Committee. Special meetings of the Executive Committee shall be held whenever called by the Chairperson or any EC Member

upon written demand of not less than three (3) EC Members, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

- (i) Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Executive Committee. Notice of the time and place of the Annual Executive Committee Meeting, each regular meeting not fixed by the Executive Committee and each special meeting of the Executive Committee shall be given in a timely manner. Notice of a meeting need not be given to any EC Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the EC Member. No notice need be given of any adjourned meeting.
- (j) Quorum. Unless a greater proportion is required by law, the quorum shall be a majority of the entire Executive Committee.
- (k) Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Executive Committee at which a quorum is present, the affirmative vote of a majority of the EC Members present at the time of the vote shall be the act of the Executive Committee. If at any meeting of the Executive Committee there shall be less than a quorum present, the EC Members present may adjourn the meeting until a quorum is obtained. Any one (1) or more EC Members or any committee of the Executive Committee may participate in a meeting of the Executive Committee or committee by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Executive Committee. Participation by such means shall constitute presence in person at a meeting. The following acts of the Executive Committee require the affirmative vote of at least two-thirds (2/3) of the entire Executive Committee:
  - (i) a purchase, sale, mortgage or lease of real property of The NGO Committee if the property constitutes all or substantially all of the assets of The NGO Committee;
  - (ii) a sale, lease, exchange or other disposition of all or substantially all of the assets of The NGO Committee; or
  - (iii) an alteration to these Bylaws or the Certificate of Incorporation that would increase the quorum requirement to greater than a majority of the entire Executive Committee or would increase the vote requirement to greater than a majority of the Executive Committee present at the time of the vote.
- (l) Action by the Executive Committee. Any action required or permitted to be taken by the Executive Committee or any committee thereof may be taken without a meeting if all EC Members or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If

the consent is written, it must be signed by the EC Member. If the consent is electronic it must be able to be reasonably determined to have been sent by the EC Member. The resolution and the written consents thereto by the EC Members or committee of the Executive Committee shall be filed with the minutes of the proceedings of the Executive Committee or committee.

- (m) Compensation. No compensation of any kind shall be paid to any EC Member for the performance of his or her duties as EC Member. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with Executive Committee service. Subject to The NGO Committee's conflicts of interest policy provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Executive Committee, a EC Member may receive payment for services provided to The NGO Committee in any capacity separate from his or her responsibilities as a EC Member.

## 5. Officers

- (a) Number and Qualifications. The officers of The NGO Committee shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, Officers-at-Large and such other officers, as the Member Organizations may elect (the "Officers"). A candidate for the office of Chairperson shall have served by election on the Executive Committee for at least one (1) term unless special circumstances occur. Officers shall be elected for a term of two (2) years. No person shall hold the same office for more than two (2) consecutive terms (i.e., four (4) years) in any given position on the Executive Committee; provided that if an EC Member serves less than one (1) year of a two (2)-year term in any given position on the Executive Committee, such term shall not count toward the two (2) consecutive term limit. One (1) person may hold more than one (1) office in The NGO Committee except that no one (1) person may hold the offices of Chairperson and Secretary or of Chairperson and Treasurer. Only Members representing an organization in consultative status with ECOSOC are eligible to serve as Chairperson and Vice Chairperson.
- (b) Election and Term of Office.
  - (i) Voting. Voting shall take place prior to the Annual Members Meeting. The final ballot shall be circulated to all Members eligible to vote. Such ballot shall include a provision for write-in candidates. The Chairperson shall announce the results of the election at the Annual Members Meeting. The newly elected Officers shall take office at the conclusion of the Annual Members Meeting. The new Chairperson shall call the Annual Executive Committee Meeting in accordance with Section 4(h) and request both incoming and outgoing Officers to attend.
  - (ii) Term. The Officers shall be elected for a two (2) year term at the Annual Members Meeting, and each shall continue in office until his or her

successor shall have been elected and qualified, or until his or her death, resignation or removal.

- (c) Employees and Other Agents. The Executive Committee may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Executive Committee, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Executive Committee may from time to time determine. To the fullest extent allowed by law, the Executive Committee may delegate to any employee or agent any powers possessed by the Executive Committee and may prescribe their respective title, terms of office, authorities and duties.
- (d) Removal. Any Officer, employee or agent of The NGO Committee may be removed with cause by a vote of the majority of the Executive Committee.
- (e) Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Executive Committee.
- (f) Chairperson: Powers and Duties. The Chairperson shall preside at all meetings of the Executive Committee and the Member Organizations, promote the general effectiveness of The NGO Committee, ensure communication with CoNGO and maintain communications with any NGO committees relating to global migration as well as appropriate persons throughout the UN structure. The Chairperson may create committees of The NGO Committee. The Chairperson shall have general supervision of the affairs of The NGO Committee and shall keep the Executive Committee fully informed about the activities of The NGO Committee. The Chairperson has the power to sign and execute alone in the name of The NGO Committee all contracts authorized either generally or specifically by the Executive Committee, unless the Executive Committee shall specifically require an additional signature. The Chairperson shall perform all the duties usually incident to the office of the Chairperson and shall perform such other duties as from time to time may be assigned by the Executive Committee.
- (g) Vice Chairperson: Powers and Duties. A Vice Chairperson shall have such powers and duties as may be assigned to him or her by the Executive Committee or delegated to him or her by the Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.
- (h) Secretary: Powers and Duties. The Secretary shall keep a book of minutes of all meetings and actions of directors and committees of directors. The Secretary shall also keep a record of attendance and arrange for distribution of minutes to the Executive Committee. The Secretary shall also arrange for distribution of announcements of meetings to all Members and to such other persons and organizations as the Executive Committee may decide. The Secretary shall be responsible for the giving and serving of all notices of The NGO Committee, collecting the annual disclosure statements required by The NGO Committee's

conflict of interest policy and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Executive Committee, and shall perform such other duties as shall be assigned by the Executive Committee or the Chairperson from time to time.

- (i) Treasurer: Powers and Duties. The Treasurer shall collect membership dues and other contributions and be responsible for the maintenance of accounts. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of The NGO Committee, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of The NGO Committee in the name and to the credit of The NGO Committee in such banks or depositories as the Executive Committee may designate. The Treasurer shall also be the lead director for oversight of the financial condition and affairs of The NGO Committee. The Treasurer shall ensure that The NGO Committee maintains appropriate financial records and shall present financial statements at such intervals required by the Executive Committee. At the Annual Members Meeting and Annual Executive Committee Meeting, he or she shall render a report of The NGO Committee's accounts showing in appropriate detail: (a) the assets and liabilities of The NGO Committee as of a twelve (12) month fiscal period terminating not more than six (6) months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of The NGO Committee, both unrestricted and restricted to particular purposes during said fiscal period; (d) the expenses or disbursements of The NGO Committee, for both general and restricted purposes during said fiscal period; and (e) the number of Members of The NGO Committee as of the date of the report, together with a statement of increase or decrease in such number during the fiscal period, and a statement of the place where the names and places of residence of the current Members may be found. Such report shall be filed with the minutes of the Annual Executive Committee Meeting and a copy shall be delivered to CoNGO. The report to the Executive Committee may consist of a verified or certified copy of any report by The NGO Committee to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit The NGO Committee's books and accounts to any Officer or EC Member of The NGO Committee, and whenever required by the Executive Committee, render a statement of The NGO Committee's accounts and perform all duties incident to the position of Treasurer, subject to the control of the Executive Committee.
- (j) Officers-at-Large Powers and Duties. An Officer-at-Large shall have such powers and duties as may be assigned to him or her by the Executive Committee, or delegated to him or her by the Chairperson.
- (k) Compensation. Any Officer who is not a EC Member but is an employee or agent of The NGO Committee is authorized to receive a reasonable salary or other reasonable compensation for services rendered to The NGO Committee as an employee or agent when authorized by a majority of the entire Executive Committee, and only when so authorized.

## 6. Committees of the Executive Committee

- (a) A committee of the Executive Committee is one that shall have authority to bind The NGO Committee and shall be comprised solely of EC Members. By resolution of the Executive Committee at a meeting at which a quorum is present the Executive Committee may establish and appoint other committees of the Executive Committee consisting of at least three (3) EC Members with such powers and duties as the Executive Committee may prescribe. The members of such committees shall be appointed by the Chairperson, subject to the approval of the Executive Committee.

## 7. Committees of The NGO Committee

- (a) Powers. The Chairperson, with the approval of the Executive Committee may appoint from time to time any number of persons as advisors of The NGO Committee, including a subcommittee, working group or task force. Any such subcommittees, task forces or working groups shall report to the Executive Committee. No such committee shall have the authority to bind the Executive Committee. Each advisor shall hold office during the pleasure of the Executive Committee and shall have only the obligations as the Executive Committee may from time to time determine.
- (b) No Compensation. No advisor to The NGO Committee shall receive, directly or indirectly, any salary or compensation for any service rendered to The NGO Committee as a member of a committee of The NGO Committee, except that the Executive Committee may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of The NGO Committee.
- (c) Bylaws Review Committee. Upon approval of a proposed bylaw amendment in accordance with Section 9, the Chairperson, in consultation with the Executive Committee, shall appoint an ad hoc Bylaws Review Committee. Such Bylaws Review Committee shall exist solely for the purposes of such proposed bylaws amendment in accordance with Section 9.
- (d) Nominating Committee.
  - (i) The Chairperson, in consultation with the Executive Committee, shall appoint a Nominating Committee no later than February 1 in the year in which the election of Officers takes place.
  - (ii) The Nominating Committee shall present a written report to all members of the Executive Committee with the nominations for Chairperson, Vice Chairperson, Secretary, Treasurer, and Officers-at-Large no later than six (6) weeks before the upcoming election. The report shall include a copy of each nominee's acceptance of the nomination.
  - (iii) At a Special Members Meeting, which shall be held in the month prior to the Annual Members Meeting, the Nominating Committee shall present

the final list of all nominees for the Members' approval. Member Organizations eligible to vote can vote during such Special Members Meeting and nominate additional nominees to the ballot if the additional nominee is approved by a plurality vote of the number of Member Organizations present at such Special Meeting.

## **8. Finances**

- (a) The Executive Committee is authorized to select the banks or depositories it deems proper for the funds of The NGO Committee. The Executive Committee shall determine who, in addition to the treasurer, shall be authorized on an ad hoc basis to sign checks, to order the payment of money, and to enter into contracts on The NGO Committee's behalf.
- (b) The payment of dues to the Treasurer, as determined by the Executive Committee, shall entitle members to participate in the activities of The NGO Committee and to receive the minutes of its general meetings and other materials.
- (c) The fiscal year shall be from January 1 to December 31.

## **9. Amendments to Bylaws**

- (a) An amendment to the Bylaws may be proposed by any Member in good standing. A proposed amendment shall be submitted in writing to the Executive Committee for consideration for adoption at least thirty (30) days prior to the general meeting at which it would be presented for adoption (such general meeting, the "Adoption Meeting").
- (b) The Bylaws Review Committee established in connection with a proposed bylaws amendment in accordance with Section 7(c), shall circulate a proposed amendment under consideration and its recommendation regarding such amendment to the general membership at least thirty (30) days prior to the Adoption Meeting.
- (c) Members may recommend changes or additions to the proposed amendment prior to or during the adoption meeting.
- (d) A majority of the voting Members present and in good standing shall be required for the adoption of the proposed amendment.
- (e) Upon adoption, an amendment becomes part of these Bylaws and is effective immediately.

## **10. Indemnification and Insurance**

- (a) To the fullest extent permitted by law, The NGO Committee shall indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a

EC Member, Officer, employee, or agent of The NGO Committee against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or behalf of any such person if:

- (i) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or
  - (ii) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.
- (b) The NGO Committee shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of The NGO Committee including insurance to indemnify The NGO Committee for any obligation or expenses which it incurs as a result of its indemnification of the EC Members, Officers, employees and agents pursuant to this Section 10, or to indemnify such persons in instances in which they may be indemnified pursuant to this Section 10.

## **11. Dissolution**

- (a) Upon the dissolution of The NGO Committee, the Executive Committee shall distribute all of the remaining assets or property of The NGO Committee, after necessary expenses thereof, to another organization exempt under Internal Revenue Code 501(c)(3), or corresponding provisions of any subsequent federal tax laws, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
- (b) The organization to receive the assets of The NGO Committee hereunder shall be selected by a majority of the Executive Committee after consultation with CoNGO.

## **12. Books**

The NGO Committee shall keep correct and complete books and records of account of the activities and transactions of The NGO Committee including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Executive Committee and the Member Organizations.

## **13. Non-Discrimination**

In all of its dealings, neither The NGO Committee nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by state or federal law.

**14. Reference to Certificate of Incorporation**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.