

BYLAWS

Last Revised at the Annual General Meeting June 22, 2018

The name of the organization shall be Govern for Impact . The organization shall be a non-profit organization established under the laws of New York State. The location of the headquarters will be designated by the Board of Directors.

1. PURPOSE

1.1 The purpose of Govern for Impact shall be to promote governance principles that lead to owner-accountable productive organizations.

2. MEMBERSHIP

2.1 There will be two classes of membership:

Individual members are persons who are committed to the Association's Ends and pay an annual membership fee. Individual members shall be entitled to vote on all matters before a meeting of members including the election of Directors.

- I. Organizational Members, are organizations that are committed to the Association's Ends and pay an annual fee. An Organizational Member may designate one person who will have the same voting rights as an Individual Member.

2.2 Honorary Membership may be awarded by the Board at its discretion for any period of time, in any class, to individuals who have provided outstanding contributions to the Association and/or towards the fulfillment of its Ends. Honorary membership does not require payment of dues.

2.3 The determination of membership eligibility according to these criteria will be at the sole discretion of the Board of Directors.

2.4 Annual membership will be effective upon payment of membership fees determined by the Board of Directors

3. MEMBERSHIP MEETINGS

3.1 There will be an annual meeting of the membership. Annual General Meetings of the membership may be scheduled in conjunction with other events that would likely attract members, in order to achieve efficiencies and maximize Member participation in the Annual General Meeting. Members will be given 30 days' notice of the Annual General Meeting.

3.2 Elections will be held at the Annual General Meeting. Prospective Board members may be proposed by an Individual Member, an Organization Member and the Board itself. **Call for Nominations will be sent to all Members at least 60 days in advance of the Annual General Meeting. Nominations shall be received by the Secretary no fewer than 45 days before the Annual General Meeting. The list of candidates shall be included in the notice of the Annual General Meeting.** Nominations from the floor will not be accepted. Proxy voting will be accepted on the written authorization of the Member giving the proxy. If the number of candidates for Board positions is not greater than the number of positions open, the candidates will be considered elected by acclamation.

3.3 Special membership meetings may be called at the written request of a majority of voting members.

3.4 The Board shall present an Annual Report, including Financial Statements, to members for information at the Annual General Meeting.

4. BOARD OF DIRECTORS

4.1 There will be a Board of Directors made up of a minimum of five, and no more than **eight** individuals seven of which will be qualified as defined in Section 4.2 and the eight as provided for in 4.7.

4.2 Individuals nominated for the Board of Directors shall be members who either have completed the Policy Governance® AcademySM or a comparable program recognized by the Board of Directors.

4.3 Members of the Board of Directors will be elected for a term of three years by Govern for Impact members in good standing and present in person or by proxy at the Annual General Meeting. In the event there is a single candidate for an open position, election shall be by acclamation otherwise election shall be by a majority of votes cast.

4.4 Members of the Board of Directors may serve up to two consecutive terms and may be re-elected after one year has passed since their last term ended. Board member terms commence on July 1st, and conclude on June 30th, or when successors are duly elected, whichever is later. To the extent possible, the Board terms shall remain staggered, so that approximately one-third of Board members' terms end in any one year.

4.5 In the event that a Board member resigns before completing his or her full term, the Board will at its sole discretion appoint a replacement Board member to serve the remaining part of the term.

4.6 If the resignation causes the total number of directors to fall below five, the Board shall appoint a replacement Board member before the next Board meeting. The person so appointed, having served the remaining term, may choose to run for election for one additional term if their appointment was prior to or at the middle of the term. A replacement Board member coming in past half term, can complete that term and still be eligible for a full two terms thereafter.

4.7 The Board may, at its discretion upon ordinary resolution of the board, appoint up to a maximum of one (1) director-at-large based on criteria as determined by the Board from time to time, for a term up to a maximum of three (3) years. The board may not appoint the same person to consecutive terms. At no time shall there be more than one appointed director-at-large on the board.

5. OFFICERS

5.1 The Board of Directors will have two officers, a Chair and a Secretary.

5.2 The Chair will be elected by the Board for a one-year term of office from among the Board members whose terms are continuing or who are eligible for re-election. This election shall be held at the meeting immediately preceding the Annual General Meeting. The Chair may be re-elected as long as his or her Board term lasts. In the event that a Board member standing for re-election is selected as Chair and is not re-elected to the Board, the Board shall hold a brief meeting immediately following the AGM to select a Chair.

5.3 The chair will be responsible to ensure the integrity of the Board's governance.

5.4 The Secretary will be elected by the Board for a one-year term of office from among the Board members whose terms are continuing or who are eligible for re-election. This election shall be held at the meeting immediately preceding the Annual General Meeting. The Secretary may be re-elected as long as his or her Board term lasts. In the event that a Board member standing for re-election is selected as Secretary and is not re-elected to the Board, the Board shall hold a brief meeting immediately following the AGM to select a Secretary.

5.5 The secretary will be responsible for the integrity of the Board's documents and will preside at meetings of the Board in the event of the chair's absence.

5.6 The CEO of the Corporation shall also be designated as the Corporation's Treasurer.

6. MEETINGS OF THE BOARD OF DIRECTORS

6.1 The Board will meet as needed, but not less than three times per year.

6.2 A minimum of two weeks' notice must be given unless a majority of members of the Board of Directors agree to waive notice. Meetings typically will be by virtual or telephonic methods in which all members can hear/see one another.

6.3 Decisions of the Board of Directors will be those that receive an affirmative vote by a majority of a quorum of the Board, except for those decisions noted in these bylaws as requiring a higher level.

6.4 The Board governs using an integrated set of governance principles as exemplified by Policy Governance ®

7. QUORUM

7.1 The participation of five Board Members is required for a quorum. Quorum is established at the beginning of the meeting.

8. ATTENDANCE

8.1 Failure to attend the entirety of 3 out of 4 consecutive, regularly scheduled Board meetings will be deemed to be a resignation. A Board member may be considered for reinstatement by the Board at his or her request, but only once per term.

9. REMOVAL

9.1 Upon a majority vote of the full Board, the Board of Directors will remove a Board member from office for inability or failure to perform the function of a Board member as determined by the Board

9.2 A Board member removes him or herself from office by failing to comply with the attendance requirements shown in 8.1 above.

10. FISCAL YEAR

10.1 The fiscal year of Govern for Impact shall be the calendar year.

11. DELEGABILITY OF BOARD RESPONSIBILITIES

11.1 The Board may delegate any responsibilities except its obligation as a body to a) create and maintain a linkage with the membership, b) create and maintain written governing policies and c) continually assure organizational performance.

11.2 The Board may hire a CEO to whom it may delegate responsibilities for accomplishment of organizational results and avoidance of unacceptable conditions stated in Board policies. Notwithstanding delegation to a CEO, the Board retains its sole obligation to assure organizational performance.

12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

12.1 The corporation shall indemnify each director and officer of the corporation from liability to the full extent permitted of directors, or an agreement providing such indemnification.

13. DISSOLUTION OF THE ORGANIZATION

13.1 In the event that the Govern for Impact is dissolved, the Board of Directors is responsible to dispose of the assets or the proceeds of the sale of the assets of the corporation by donating them to a charity of the Board's choice, having first ensured that outstanding debts are paid.

14. AMENDMENTS TO THE BYLAWS

14.1 The Board of Directors may amend these bylaws by an affirmative vote of five Board Members.

14.2 The membership will be informed of all bylaw amendments affirmed by the Board of Directors.

14.3 The membership may also amend these bylaws.

14.4 Members may call for an amendment to the Bylaws by a petition signed by 25% of members of Govern for Impact. The Board, on receipt of such petition shall accept such amendment and shall organize a ballot on the proposed amendment. The amendment shall be approved by two-thirds of the votes cast by the members of the corporation.