



**Consortium for International  
Management, Policy, and Development  
(CIMPAD)**

**BYLAWS**

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**777 North Capitol Street, NE, Suite 807  
Washington, DC 20002**

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# Bylaws of Consortium for International Management, Policy, and Development (CIMPAD)

## ARTICLE I. NAME, PURPOSE, AND POWERS

**Section 1 - Name.** The name of this organization shall be the Consortium for International Management, Policy and Development, Inc. For brevity, hereinafter the Consortium for International Management, Policy and Development shall be referred to as the "CIMPAD".

**Section 2 - Purpose.** Consortium for International Management, Policy and Development is a non-profit corporation 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, or the corresponding section of any future Federal tax code.

Consortium for International Management, Policy and Development's purpose is to strengthen and promote public sector leadership and management in the sustainable development of communities throughout the **African Diaspora**. This mission is achieved via the exchange of research and knowledge, ideas and proposals, experiences and best practices among public/private professionals, NGOs, and academicians.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

**Section 3 - Powers.** The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**Section 4 - Nonprofit Status and Exempt Activities Limitation.** Consortium for International Management, Policy and Development is a Maryland non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any

director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

## **ARTICLE II. MEMBERSHIP**

**Section 1 - Members.** The corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

### **Section 2 - Membership Provisions.**

- a. The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.
- b. All individuals are eligible to become members of CIMPAD, provided they subscribe to the goals and objectives of CIMPAD and meet all qualifications adopted by the Board of Directors.
- c. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.
- d. The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.
- e. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.
- f. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.
- g. The membership of a member shall terminate upon the occurrence of any of the following events:
  1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
  2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A

member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

**Section 3 - Non-Voting Affiliates.** The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

**Section 4 - Dues.** Any dues for members and affiliates shall be determined by the board of directors.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 1 - Number.** Consortium for International Management, Policy and Development shall have a board of directors consisting of at least 7 and no more than 31 directors. Within these limits, the board may increase or decrease the number of directors serving on the board at any one time, including for the purpose of staggering the terms of directors. Persons elected as Chairperson or President shall at the end of their term continue to serve on the Board of Directors ex-officio without vote and will no longer affect the total count of directors.

**Section 2 - Qualifications.** Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: there will be representatives from NGOs, Academia, public and private sectors, governments in USA, Africa and the African Diaspora, and representatives from communities where the organization will be working.

**Section 3 - Powers.** Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall

be conducted and all corporate powers shall be exercised by or under the direction of the board of directors, except as otherwise provided by law.

**Section 4 - Duties.** It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses, both physical and electronic, with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**Section 5 - Terms.** All directors shall be elected to serve a three-year term; however, the term may be extended until a successor has been elected.

- a. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- b. Directors may serve terms in succession.
- c. The term of office shall be considered to begin January 1 and end December 31 of the third year in office unless the term is extended until such time as a successor has been elected.

**Section 6 - Board Elections.** During the last quarter of each fiscal year, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

**Section 7 - Election Procedures.** New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**Section 8 - Compensation.** Directors shall receive no compensation for carrying out their duties as directors. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved by the Board of Directors at a regularly called meeting, in accordance with the board Conflict of Interest policy and state law.

**Section 9 - Resignation.** Any member of the Board of Directors may resign at any time by giving written notice to the President of the Board of Directors, with a copy to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

**Section 10 - Vacancies.** The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, or to fill a vacated position the balance of the remaining term, subject to the maximum number of directors under these Bylaws.

**Section 11 - Removal of Directors.** A director may be removed by two-thirds vote of the board of directors then in office, if:

- a. the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- b. for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

**Section 12 - Board of Directors Meetings.**

- a. **Regular Meetings.** The board of directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon five (5) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the method, place, day, and hour of meeting. The purpose of the meeting need not be specified.
- b. **Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any three (3) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- d. **Informal Action By The Board of Directors.** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.



**Section 13 - Manner of Acting.**

- a. **Quorum.** One-third of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- b. **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- c. **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, by telephonic conference call, or by such technological means that may become available provided that such technological means shall have been approved by a vote of the Board of Directors.
- d. **Order of Business.** Meetings of the CIMPAD shall be conducted in an orderly and logical manner in such order as may be determined advisable by the presiding officer and the Parliamentarian; provided, however, that if any objection to the order of business so adopted is sustained by a majority of those present, the regular order of business shall prevail such as determined by the majority.
- e. **Robert's Rules of Order.** Robert's Rules of Order shall govern the deliberations of the CIMPAD where not otherwise governed by these Bylaws.

**Section 14 - Certificate as To Compliance With Bylaws.** Each member of the Board of Directors shall execute the Certificate as To Compliance With Bylaws.

**ARTICLE IV. OFFICERS**

**Section 1 - Elected Officers.** The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

**Section 2 - Qualifications.** Any person duly elected to the board of directors and then elected by the board members may serve as officer of this corporation.

**Section 3 - Election and Term of Office.** Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**Section 4 - Removal and Resignation.** Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

**Section 5 - Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

**Section 6 - Duties of President.** The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

**Section 7 - Duties of Vice President.** In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

**Section 8 - Duties of Secretary.** The secretary shall:  
Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.  
Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors

and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

**Section 9 - Duties of Treasurer.** The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

**Section 10 - Additional Officers.** Such other officers, not specifically provided for in these Bylaws, may be elected, as deemed necessary; to hold office for such period as may be specified with respect to any such office.

## **ARTICLE V. COMMITTEES**

**Section 1 - Executive Committee.** The board of directors may, by a majority vote of its members, designate a seven (7) person Executive Committee consisting of the four officers, one other board member, and two founding members. Board members may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all the executive committee authority so delegated, increase or decrease but not below four (4) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

**Section 2 - Other Committees.** The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

**Section 3 - Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE VI. CONFLICT OF INTEREST**

**Section 1 - Purpose of Conflict-of-Interest Policy.** The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2 - Definitions.**

**a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in

Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

**b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**Section 3 - Procedures as to Conflicts of Interest.** As soon as a duality of interest or possible conflict of interest on the part of any member of the Board of Directors is known, or reasonably should have been known, any such conflict shall be disclosed to the other members of the Board of Directors and made a matter of record. Action by the Board of Directors in connection with such interest shall also be disclosed in writing and made a matter of record. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter whenever such duality or possible conflict of interest shall arise. The minutes of that meeting shall reflect that the conflict was disclosed; the party, who is the subject of the conflict, abstained from voting on the matter; and a quorum was present.

**Section 4 - Input of Board Member.** If requested by a majority of the Board of Directors, the foregoing requirements shall not be construed as preventing the member of the Board of Directors, who is the subject of the conflict, from briefly stating his or her position in the matter, nor from answering pertinent questions of other members of the Board of Directors, since his or her knowledge may be of great assistance.

**Section 5 - Annual Statements.** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII. NONDISCRIMINATION POLICY**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Consortium for International Management, Policy, and

Development not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

**Section 1 - Execution of Instruments.** The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2 - Checks and Notes.** Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

**Section 3 - Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 4 - Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**Section 5 - Audit of Accounts.** The accounts of the CIMPAD shall be audited, by an audit committee appointed by the President, at least once each year, in accordance with the instructions of the Board of Directors.

**Section 6 - Bonding and Sureties.** The Board of Directors may require any officer or employee to give bond, in such sum as may be determined by the Board of Directors, with surety or sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of such officer or employee, which bond shall be approved by the Board of Directors and shall be deposited for safekeeping with the Treasurer of the Board of Directors, except that any bond of the Treasurer shall be deposited with the President. The expense of furnishing said bond shall be paid by the CIMPAD.

## **ARTICLE IX. INDEMNIFICATION**

**Section 1 - Indemnification for Conduct Based on Reasonable Cause.** The Board of Directors may, in its sole discretion, indemnify, subject to the availability of funds. Any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the CIMPAD), by reason of the fact that he or she is or was a member of the Board of Directors, officer, or

committee member against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, including any appeal thereof. Indemnification will, however, only apply if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the CIMPAD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the persons did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the CIMPAD, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 2 - Limits on Indemnification and Suit.** Notwithstanding Section 1 herein, the Board of Directors of the CIMPAD may, in its sole discretion, decide to indemnify any member of the Board of Directors, officer or committee member. Nothing compels that the Board of Directors indemnify any of the above-referenced individuals. Under no circumstances will the Board of Directors indemnify anyone other than the above-referenced individuals.

The Board of Directors, in its sole discretion, may initiate or cause to be initiated any suit or proceeding, whether civil, criminal, administrative or investigative.

**Section 3 - Indemnification of Expenses.** To the extent that a member of the Board of Directors, officer, or committee member has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she may be indemnified, subject to the availability of funds, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection herewith.

**Section 4 - Indemnification Determination.** Any indemnification (unless ordered by a court) shall be made by the CIMPAD only as authorized in the specific case upon a determination that indemnification of a member of the Board of Directors, officer, or committee member, is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, by independent legal counsel in a written opinion.

**Section 5 - Indemnification of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the CIMPAD in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following any of the procedures set forth in the preceding paragraph that the member of the Board of Directors, officer or committee member met the applicable standard of conduct set forth in Section I and upon receipt of any undertaking by or on behalf of the member of the Board of Directors, officer or committee member to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the CIMPAD as authorized in this section.

**Section 6 - Indemnification Limited by Applicable Law and Availability of Funds.** Any indemnification by the CIMPAD pursuant hereto shall only be made in the manner and to the extent

authorized by applicable law and subject to the availability of funds for such purpose, and such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

**Section 7 - Insurance.** The CIMPAD shall have power to purchase and maintain insurance on behalf of any person who is or was a past, present or future member of the Board of Directors, officer or committee member, against any liability asserted against him or her and incurred by him or her in any such capacity while acting within the scope of his or her duties, or arising out of his or her status as such, whether or not the CIMPAD would have the power to indemnify him or her against such liability under applicable law.

**Section 8 - Survival of Rights to Indemnification.** Indemnification as provided in this Article shall continue as to a person who has ceased to be a member of the Board of Directors, officer, or committee member and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### **ARTICLE X. FISCAL YEAR**

The CIMPAD fiscal year shall commence on January 1 and end on December 31.

#### **ARTICLE XI. CORPORATE RECORDS, REPORTS, AND SEAL**

**Section 1 - Maintenance of Corporate Records.** The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**Section 2 - Corporate Seal.** The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**Section 3 - Directors' Inspection Rights.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the



physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

**Section 5 - Right to Copy and Make Extracts.** Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**Section 6 - Periodic Report.** The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **ARTICLE XII. DISSOLUTION**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE XIII. AMENDMENTS**

These bylaws may be amended, when necessary, by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements at least fourteen days prior to the date of the board of directors meeting upon which such amendments will be considered.

## **ARTICLE XIV. CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

All references herein to states of the United States shall be deemed to include the District of Columbia and all territories and possessions of the United States of America.

### **CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on May 13, 2021

*/s/Guila B. Cooper, Secretary - May 13, 2021*

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**End of Document**