

**BY-LAWS  
OF  
THE NATIONAL COUNCIL FOR PUBLIC-PRIVATE PARTNERSHIPS, INC.**

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## ARTICLE I

### Name and Location

Section 1. Name.

The name of this Corporation shall be THE NATIONAL COUNCIL FOR PUBLIC-PRIVATE PARTNERSHIPS, INC., a nonprofit corporation incorporated in the District of Columbia, hereinafter referred to as the "Council".

Section 2. Location.

The principal office of the Council shall be located in the District of Columbia and/or in such other localities as may be determined by the Board of Directors, or as the affairs of the Council may require from time to time.

The Council shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the laws of the jurisdiction of its incorporation. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II

### Purposes

Section 1. Purposes.

The purposes for which the Council has been organized are: (1) to advocate and facilitate appropriate private sector involvement with and participation in the delivery of public goods and services, and the construction, implementation, ownership and operation of public facilities, (2) to identify, sponsor, support, participate and promote research into the use of public-private partnerships for the provision of public services and public facilities, (3) to provide a forum for the coordination and exchange of information relating to the use of public-private partnerships for the provision of public services and public facilities, (4) to analyze all pertinent legislation, (5) to educate its members and the public as to the benefits of the use of public-private partnerships in the provision of public services and public facilities, and (6) to engage in promotional activities.

## ARTICLE III

### Membership

#### Section 1. Definition of Membership.

There shall be two kinds of Members: Sponsors and General Members. The Board of Directors may establish additional classes of membership upon such conditions as it shall determine.

A. Qualifications for Sponsor Membership. Sponsor membership in the Council shall be limited to private businesses, public agencies, not-for-profit organizations or other organizations willing and able to make a significant contribution, as determined by the Management Committee, to the activities of the Council and to the furtherance of the Council's purposes. This category of membership shall include Public Sponsors, Small Business Sponsors, Corporate Sponsors and Sustaining Members, as defined by the Executive Committee (hereafter collectively called "Sponsors").

B. Qualifications for General Membership. General membership in the Council shall be available to firms or organizations of any type not otherwise eligible for or choosing to apply for Sponsor membership. This category of members shall include Public General, Public Individual, Small Business General, and Corporate General, as defined by the Executive Committee (hereafter collectively called "General Members").

C. For the purposes of these Bylaws, members of any kind that are for-profit businesses or organizations shall be known as "Private Sector Members"; and members of any kind that are public agencies or not-for-profit organizations shall be known as "Public Sector Members".

D. Past Chairmen: Upon the successful completion of a term as Chairman of the Board, that individual shall be granted a life-time, non-voting individual membership,. Individuals in this category of membership may provide advice and counsel to the Executive and Management Committees of the NCPMP. In recognition of their service, this category of membership shall be complimentary (i.e. with no dues payment required).

#### Section 2. Rights and Privileges of Membership.

Sponsors: A Sponsor in good standing, upon payment of all required dues, registration and/or other fees, shall have the right to have a representative on the Board of Directors and all such other rights and privileges as expressly provided by law, by these By-laws, or as may be prescribed by the Board of Directors, consistent therewith.

General Members: A General Member shall have such non-voting rights and privileges as may be prescribed from time to time by the Board of Directors.

Section 3. Approval of Members.

Applications for Sponsor or General Member shall be made to the Executive Director in writing on the prescribed form, if any, and shall contain such information as the Board of Directors may require. A Sponsor applicant shall become a Sponsor of the Council upon an affirmative vote by a majority of the Management Committee.

A General Member applicant shall become a General Member of the Council upon the approval of the Executive Director.

Section 4. Termination of Membership.

A. The Management Committee, by an affirmative vote of a majority of all of its members, may suspend or terminate a Member for cause after an appropriate hearing, and may terminate the membership of any Member who becomes ineligible for membership, or suspend or terminate a Member who shall be in default for a period of sixty days in the payment of dues as set forth in Article IV of these By-Laws.

B. A Member who has been suspended or terminated shall thereupon forfeit all rights and privileges of membership.

Section 5. Reinstatement.

The Management Committee, by majority vote, may determine whether a suspended or terminated Member shall be reinstated. The Management Committee may establish the terms of such reinstatement.

Section 6. Duration.

Membership shall continue in full force and effect, unless suspended or terminated, until receipt of written notice of resignation.

## ARTICLE IV

### Dues

Section 1. Amount of Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues for each class of membership payable to the Council. Subject to limitations in these Bylaws, the Board of Directors may, subsequent to fixing the dues for a fiscal year, increase or diminish the amount thereof during such fiscal year.

Section 2. Payment of Dues.

The dues fixed by the Board of Directors for a fiscal year of the Council shall be due

and payable for a new Member on the Member's approval date, and for an existing Member, on the anniversary date of its approval as a Member; or on such other schedule as the Board of Directors may determine from time to time.

## **ARTICLE V**

### **Board of Directors**

#### **Section 1. Membership and Powers of the Board.**

A. The Council shall be governed by its Board of Directors. The Board of Directors shall review the mission and policies of the Council as promulgated by the Executive Committee; and shall elect the Officers, Executive Committee and the Nominating Committee.

B. Every Sponsor of record of the Council, in good standing, shall be entitled to name a Director, and shall be entitled to one vote on the Board of Directors.

C. The Executive Committee may fix a date as the record date for the purpose of determining the Sponsors entitled to vote at any meeting of the Board of Directors, or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than thirty days before the date of the meeting.

D. For purposes of these Bylaws, the term "entire Board of Directors" shall mean the total number of Directors then entitled to vote. All other references herein to the "Board," "Board of Directors" or "Directors" shall mean all Directors, whether entitled to vote or not, unless the context in which such term appears indicates a contrary meaning.

#### **Section 2. Number, Qualifications and Term of Office of Directors.**

A. Each Sponsor shall designate a representative to the Board of Directors to serve as a Director. The Sponsor's vote on the Board shall be cast by such Director. The Sponsor may at any time change its Director to the Board upon notification to the Executive Director.

B. Each Director shall be at least eighteen years of age, be an employee, official or principal of the Sponsor that he or she represents, and be duly appointed by such Sponsor to serve as a Director of the Council.

C. The Chief Executive Officer (or designated representative) of each Chapter in good standing and each Affiliate of the Council shall serve as a Director on the Board.

D. The term of any Director shall immediately terminate in the event the Sponsor of which such Director is an employee, official or principal ceases to be a Sponsor of the Council in good standing.

Section 3. Chair And Honorary Co-Chairs

A. The Chair of the Board of Directors shall be elected from the membership of the Board of Directors. The Chair shall preside over the Board of Directors and perform such other duties as shall be assigned by the Executive Committee.

B. One or more Honorary Co-Chairs of the Board of Directors may be elected by a majority vote of the entire Board of Directors, in its discretion, to serve at the pleasure of the Board of Directors. Such Co-Chairs shall serve in an honorary capacity and shall have no vote or other control over the affairs of the Council other than in an advisory role in matters of policy and as requested by the Board of Directors.

Section 4. Organization.

At each meeting of the Board of Directors, the Chair shall preside, or in the absence of the Chair, the President shall preside. The Vice President for Finance/Secretary/Treasurer or his designee shall act as secretary of the Board of Directors.

Section 5. Action by the Board of Directors.

A. Except as otherwise provided by law or in these Bylaws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the entire Board of Directors present at the time of the vote, provided a quorum is present at such time.

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

C. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing each person participating in the meeting to hear all others at the same time. Participation by such means shall constitute presence in person at a meeting.

D. Directors and Officers of the Council shall not be liable for their acts performed in good faith.

Section 6. Place of Meeting.

The Board of Directors may hold its meetings at the principal office of the Council, or at such place within or without the District of Columbia as the Board of Directors may from time to time by resolution determine.

Section 7. Annual Meeting.

The Board of Directors shall meet at least once per year at an Annual Meeting to be held at least 30 days and no more than 90 days prior to the beginning of a fiscal year. Such Annual Meeting shall be held upon notice delivered to each Director at least 10 days, but not more than 40 days prior to the date of the meeting.

Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the Chair, the President, or a majority of the entire Board of Directors. Notice shall be given orally, by telegraph, by telephone, by facsimile, by electronic mail or by regular mail, and shall state the purposes, time and place of the meeting. Notice shall be given not less than one week before the meeting.

Section 9. Waivers of Notice.

Notice of a meeting need not be given to any Director 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.

Section 10. Quorum and Adjourned Meetings.

A. The lesser number of (i) a majority of the entire Board of Directors entitled to vote, or (ii) eleven such members, shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

B. A majority of the entire Board of Directors that are present, whether or not a quorum is present, may adjourn any meeting to another time and place without giving prior notice of such adjournment to any Director.

C. It shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original site of the meeting. If, after the adjournment, however, the Executive Committee fixes a new record date for determining the Sponsors entitled to vote at meetings, a notice of the adjourned meeting shall be given to each Sponsor then entitled to notice under Section 8 of this Article V of the Bylaws.

Section 11. List of Sponsors at Meeting.

A list or record of Sponsors entitled to vote and of each Sponsor's Director, certified by the Vice President for Finance/Secretary/Treasurer, shall be produced at any meeting of the Board upon the request therefor of any member who has given written notice to the Council at least one week prior to such meeting that such request will be made. If the right to vote of any Sponsor is challenged, the person presiding at that meeting shall require such list or record of Sponsors to be

produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be Directors entitled to vote may vote at such meeting.

Section 12. Rules of Order.

The meetings and proceedings of the Council shall be regulated and controlled according to the most recent version of Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 13. Compensation.

Directors shall receive no compensation for their services provided to the Council in their capacity as Directors, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board. Nothing herein shall be construed to preclude any Director from serving the Council in any other capacity and receiving compensation therefor.

## ARTICLE VI

### Executive Committee

Section 1. Composition and Duties of the Executive Committee.

A. The Executive Committee shall consist of all the elected Officers of the Council and six At-Large Members. At all times, the Executive Committee shall include at least five members each from among Private Sector Members and Public Sector Members. The Executive Director, while not a member of the Executive Committee, shall have the right and responsibility to attend and participate in its meetings.

B. At-Large Members shall be representatives of Members drawn from the entire membership of the Council, with preference in their nomination by the Nominating Committee being given to Sponsors . At-Large Members of the Executive Committee shall be nominated and elected to their positions in the same manner as the elected Officers of the Council.

C. The Executive Committee shall be the chief policy making body of the Council, responsible for all material policy decisions, and shall have all the authority of the Board. In no event, however, shall the Executive Committee or any other committee have authority as to the following matters:

- (1) the submission to Members of any action requiring Members' approval under the law;
- (2) the filling of vacancies in, or removal of any member of, the Board;
- (3) the amendment or restatement of the Articles of Incorporation;
- (4) the amendment or repeal of the Bylaws, or the adoption of new Bylaws;
- (5) the amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable;

- (6) the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Council;
- (7) the authorization of the voluntary dissolution of the Council or revoking proceedings therefor; or
- (8) the adoption of a plan of merger or of consolidation or for the distribution of the assets of the Council.

D. Vacancies on the Executive Committee shall be filled by majority vote of the remaining members of the Executive Committee, subject to applicable provisions of the By-Laws. Vacancies so filled shall be for the remaining term of office of the position being vacated.

E. A member of the Executive Committee may change the organization that he or she represents and remain a member of the Executive Committee as long as the organization that he or she joins is a Member in good standing of the Council of the membership category and Sector (Public or Private) so as to warrant continued membership on the Executive Committee by that person in compliance with these Bylaws. Should the change of organization by an Executive Committee member create a situation where one Member has two representatives on the Executive Committee, then one of those two Executive Committee members, chosen by the Member in question, shall resign.

Section 2. Meetings.

A. At each meeting of the Executive Committee, the President shall preside, or in the absence of the President, the President-Elect shall preside, or in the absence of both the President and the President-Elect, a chair chosen by a majority of the members present shall preside. Minutes of the meetings of the Executive Committee shall be kept by the Vice President for Finance/Secretary/Treasurer, or his designee.

B. The Executive Committee shall meet at least quarterly each year. Meetings of the Executive Committees shall be held at such time and place as shall be fixed by the President or by vote of a majority of all of the members of the Executive Committee. Regular meetings of the Executive Committee shall be held upon notice delivered to each of its members at least 10 days, but not more than 40 days prior to such regular meeting.

C. Members of the Executive Committee shall be present for at least two meetings per year of the Executive Committee or be subject to dismissal by a majority vote of the other members of the Executive Committee. If a member of the Executive Committee should be dismissed, a vacancy shall be declared and filled according to the process in Article VI, Section 1.

Section 3. Action by the Executive Committee.

A. Except as otherwise provided by law or in these Bylaws, the act of the Executive Committee means action at a meeting of the Executive Committee by vote of a majority of the entire Executive Committee present at the

time of the vote, provided a quorum is met.

B. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Executive Committee shall be filed with the minutes of the proceedings of the Executive Committee.

C. Any one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment allowing each person participating in the meeting to hear all others at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Place of Meeting.

The Executive Committee may hold its meetings at the principal office of the Council, or at such place within or without the District of Columbia as the Executive Committee may from time to time by resolution determine.

Section 5. Special Meetings.

Special meetings of the Executive Committee shall be held whenever called by the President, or a majority of the entire Executive Committee. Notice shall be given orally, by telegraph, by telephone, by facsimile, by electronic mail or by regular mail, and shall state the purposes, time and place of the meeting. Notice shall be given not less than one week before the meeting.

Section 6 Waivers of Notice.

Notice of a meeting need not be given to any member of the Executive Committee 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.

Section 7. Quorum and Adjourned Meetings.

A. A majority of the entire Executive Committee shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

B. Despite the absence of a quorum, the members of the Board present may adjourn the meeting to another time and place, and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original site of the meeting.

Section 8. Compensation.

Executive Committee members shall receive no compensation for their services provided to the Council in their capacity as members of the Executive Committee, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Executive Committee. Nothing herein shall be construed to preclude any Executive Committee member from serving the Council in any other capacity and receiving compensation therefor.

**ARTICLE VII**

Management, Nominating and Other Committees of the Board

Section 1 Management Committee

A. The Management Committee, shall consist of the Chair, the President, the President-Elect, the Vice-President of Finance, and, if none of these is a public member, a public member selected by the President, President-elect and the Vice-President of Finance, and the Executive Director, ex officio and non-voting. In addition to those powers vested in it elsewhere in this document, the Management Committee shall be responsible for making day to day business decisions on matters referred to them by the President, or in the absence of the President, the next highest ranking officer of the Council. The Management Committee shall refer all matters of policy to the Executive Committee.

B. The Management Committee shall meet or confer at its convenience to conduct the affairs of the Council, and shall determine its own rules of conduct for its operation. Decisions and actions of the Management Committee shall regularly be reported in a timely manner to the Executive Committee.

Section 2. The Nominating Committee

A. There shall be a Nominating Committee consisting of five members: three who are members of the Board of Directors but are not current members of the Executive Committee, and two members from the General Membership of the Council who are not current members of the Executive Committee. Subject to the foregoing, all Members are eligible to serve on the Nominating Committee. The members of the Nominating Committee shall be elected by a plurality of the votes cast by the Board of Directors at its Annual Meeting. The Nominating Committee shall present a slate of nominees for Council Offices and At-Large Executive Committee members at the next following Annual Meeting of the Board.

B. The Nominations Committee shall submit its slate of nominees to the Board of Directors at least 30 days prior to the scheduled date of the Board's Annual Meeting. Any other nominations may then be offered to the Board by petition of

10 Directors, who shall present their petition to the members of the Board of Directors at least 10 days prior to the scheduled date of the Board's Annual Meeting.

Section 3. Other Committees

The Board of Directors or the Executive Committee, by resolution adopted by a majority of the entire Board or entire Executive Committee, as the case may be, may designate from among both the members of the Board of Directors or the Council's General Membership Other Committees, consisting of three or more members, two of whom must be Directors, and may designate the chair thereof. The committees shall have such authority as the Board or the Executive Committee, as the case may be, shall by resolution provide and shall serve at the pleasure of the Board. In no case shall a committee be granted authority exceeding the authority conferred on the Executive Committee by Section 1 of Article VI.

Section 4. Quorum and Manner of Acting of Other Committees.

Unless otherwise provided by resolution of the Board of Directors or the Executive Committee, as the case may be, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee present shall be the act of the committee.

The procedures and manner of acting of the Other Committees of the Board shall be subject at all times to the directions of the Board of Directors or the Executive Committee, as the case may be..

Section 5. Tenure of Members of Other Committees of the Board.

Each Other Committee of the Board and every member of such committee shall serve at the pleasure of the Board or the Executive Committee, as the case may be.

Section 6. Alternate Members.

The Executive Committee may designate one or more Directors or representatives of General Members as alternate members of any Other Committee of the Board, who may replace any absent member or members at any meeting of such committee.

## ARTICLE VIII

### Officers

#### Section 1. Number and Qualifications.

The officers of the Council shall be: (1) Chair, (2) President, (3) President-Elect, (4) Vice President for Finance/ Secretary/Treasurer, (5) Vice President for Membership, (6) Vice President for Policy, (7) Vice President for Programs, (8) Vice President for Education, and (9) Executive Director. Any two or more offices may be held by the same person, except for any two of the offices of President, President-Elect and Executive Director. Nominations for elected Officers shall come from the Sponsor Membership of the Council.

#### Section 2. Term of Office.

A. Those Officers whose titles are specifically mentioned in Section 1 of this Article VIII (with the exception of the Executive Director) and the At-Large Members of the Executive Committee shall be elected by a majority of the entire Board of Directors at its Annual Meeting. The term of office of each of these elected positions shall be two years, extending from the meeting of the Board of Directors at which they are elected to the Annual Meeting of the Board of Directors two years hence. Terms of office shall be staggered as follows: The Chair, President, President-Elect, Vice President for Finance/Secretary/Treasurer, Vice President for Membership and three At-Large Executive Committee Members shall be nominated and elected to concurrent terms in odd-numbered years; and the remaining elected positions shall be nominated and elected to concurrent terms in even-numbered years.

B. The President-Elect shall automatically be elected to the office of President upon the end of the term of the then-serving President. No nomination for President shall be necessary when a President-Elect in good standing is currently serving.

#### Section 3. Additional Officers.

Additional Officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

#### Section 4. Removal of Officers.

Any Officer may be removed by the Board of Directors or the Executive Committee, with or without cause, at any time, upon the majority vote of the then entire Board of Directors or then entire Executive Committee, as the case may be..

#### Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Chair of the Board of Directors or the Executive Director. Any such resignation shall take effect at the

time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies.

A vacancy in any office shall be filled by majority vote of the entire Executive Committee.

Section 7. Chair.

The Chair shall have the duties and responsibilities specified in Article V, Section 3.

Section 8. President.

A. The President shall be the Chief Executive Officer of the Council, and shall preside at all meetings of the Executive Committee and Management Committee. The President shall supervise generally the management of those affairs of the Council whose administration is not herein provided for by the duties of the Executive Director, subject only to the supervision of the Board, and shall also perform such other duties as may be assigned from time to time by the Board and the Executive Committee. The President may utilize the Management Committee as necessary to carry out the duties of this office.

B. The President shall appoint any such Task Forces as he or she shall deem necessary. The nature, mission, composition and leadership of such Task Force shall be determined by the President, subject to the approval of the Executive Committee. Task Forces so appointed shall have a duration of not more than one year, unless extended by the Executive Committee.

Section 9. The President-Elect.

In the absence or incapacity to act of the President, or if the office of President be vacant, the President-Elect shall preside at all meetings of the Executive Committee and Management Committee, and shall perform the duties and exercise the powers of the President subject to the right of the Executive Committee from time to time to extend or confine such powers and duties or to assign them to others. The President-Elect shall also supervise the activities and affairs of any extant Task Forces.

Section 10. The Vice President for Finance/Secretary/Treasurer.

It shall be the duty of the Vice President for Finance/Secretary/Treasurer to oversee the management of the finances of the Council, and to perform all of the legal duties incumbent upon the Secretary and Treasurer of the Corporation. It shall additionally be the duty of the Vice President for Finance/Secretary/Treasurer to act as secretary of all meetings of the Board of Directors and the Executive Committee, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Vice President for Finance/Secretary/Treasurer shall see that all notices required to be given by the Council are duly given and served; shall prepare, or cause to be prepared, for use at meetings of the Board the list or record of

Sponsors and /directors referred to in Article V, Section 12, of these Bylaws and shall certify such list; shall keep a current list of the Council's Directors and Officers and their addresses; shall be custodian of the seal of the Council and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Vice President for Finance/Secretary/Treasurer shall have custody of the minute book containing the minutes of all meetings of members, Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Executive Director of the Council, or in the custody of some other person authorized by the Board of Directors to have such custody. The Secretary/Treasurer shall have the power to delegate to the Executive Director such duties and powers as he or she shall deem proper, with the exception of any of the legal powers entrusted by the Articles of Incorporation or applicable law to the Secretary and Treasurer of the Corporation.

Section 11. The Other Vice Presidents

The other Vice Presidents named in Section 1 of this Article VIII shall have such duties and responsibilities as their names imply, and shall be given specific duties and responsibilities by the Management Committee.

Section 12. Executive Director.

A. The Executive Director shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Council, and deposit all such funds in the name of and to the credit of the Council in such banks, trust companies, or other depositories as shall be selected by the Executive Committee. Upon request Of the Executive Committee, the Executive Director shall render an account of all his or her transactions as Executive Director and as to the financial condition of the Council. The Executive Director shall perform all other duties with respect to the management of the affairs of the Council customarily incident to the office of Executive Director including the management of the day-to-day affairs of the Council, the representation of the Council's interests as mandated by the Executive Committee, the supervision of any and all Council staff, the coordination of its programs and such other duties as from time may be assigned by the Executive Committee, and may serve as chair of Other Committees constituted by the Board of Directors or the Executive Committee. The Executive Director shall report on day-to-day management matters, and shall be responsible in that regard to the Management Committee. The Executive Director shall be responsible to and report to the Executive Committee.

B. The Executive Director shall be appointed by the Executive Committee upon the nomination by the Management Committee. The Executive Director shall serve at the pleasure of the Executive Committee, and with compensation, benefits and specific responsibilities determined by the Executive Committee.

Section 13. Assignment and Transfer of Stocks, Bonds and Securities.

The President and Vice President for Finance/Secretary/Treasurer jointly, but not

severally, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Council.

## ARTICLE IX

### Chapters, Institutes and Affiliated Organizations

#### Section 1. Chapters.

A. The Executive Committee may approve the creation of one or more local Chapters to further the purposes of the Council. Such Chapters shall have specific and non-overlapping geographic domains.

B. Each Chapter in good standing shall be granted by written license the limited use of the Council's name and logotype in connection with its activities.

C. A Chapter will be granted a charter by the Executive Committee upon the Executive Committee's approval of the Chapter's bylaws and the written pledge of at least ten organizations to become members of the Chapter. To be acceptable for approval by the Executive Committee, the Chapter's bylaws must (1) include a schedule of dues for members of various classes, (2) contain a clause agreeing not to compete with the Council's activities, (3) allow for at least one meeting per year, (4) not be in conflict with the Council's Bylaws, and (5) contain any other provision demanded by the Executive Committee.

D. To be considered in good standing, a Chapter must (1) submit the minutes of all of its meetings to the Council, (2) remit to the Council any monetary payments the Executive Committee may require, and (3) abide by any other requirement of the Executive Committee.

E. The Chapter exists at the pleasure of the Executive Committee, which may revoke a Chapter's charter by majority vote of the entire Executive Committee.

F. Each Chapter shall be a separate legal entity from the Council. No Chapter shall be deemed to be an agency or instrumentality of the Council or of another Chapter, nor shall the Council be deemed to be an agency or instrumentality of any Chapter. A Chapter shall not hold itself out to the public as an agent of the Council without express written permission of the President of the Council. No Chapter shall contract in the name of the Council without the express written permission of the President of the Council. Any changes in the governing documents of a Chapter must be filed with the Council and shall not be effective unless and until approved by the Council President or his or her designee. Use of the words 'National Council for Public-Private Partnerships' or 'NCPPP' or the use of the Council logotype by Chapters may only be made in accordance with written procedures set forth by resolution of the Executive Committee.

#### Section 2. Affiliates. From time to time the Executive Committee may designate another

organization that shares the Council's objectives as an Affiliated Organization or Affiliate. The Executive Committee may revoke such affiliation at any time by majority vote.

Section 3. Institutes.

- A. The Executive Committee may approve the creation of one or more Institutes of the Council, each of which shall be a special purpose subdivision of the Council based upon the common interests of a particular set of Members, by industry, legislative issue or other affinity. The purpose of an Institute is to provide leadership for the pursuit of the declared common interests of the members of the Institute.
- B. An Institute may have an unlimited number of members, but, unless decided otherwise by the Executive Committee, all members of an Institute must be Members of the Council. The Executive Committee shall consider the creation of such an Institute upon the petition therefor by a minimum of three Members in good standing, two of which must be Sponsors. The petition must include the proposed purpose, initial leadership and organizational structure, standard operating procedures, staffing, dues and/or other funding, operations and marketing plan, and any other information required by the Executive Committee in order to render a decision.
- C. An Institute may remain an informal subdivision of the Council or it may be separately incorporated as a Council subsidiary. Institutes exist at the pleasure of the Executive Committee, which may promulgate initial and annual requirements for considering an Institute in good standing as a subdivision of the Council; which may require monetary payments by the Institute; and, which may dissolve an Institute by majority vote of the entire Executive Committee.
- D. With the approval of the Executive Committee, Institutes may maintain their own membership structure, conduct their own events, establish committees or advisory bodies, independently raise their own funds, lobby, hire their own staff, maintain their own bank accounts, books and records, etc. At all times, Institutes shall coordinate their activities so as not to conflict or compete with the activities of the Council. No Institute may conduct any activity that shall jeopardize the non-profit status of the Council, nor its legal incorporation. The chief presiding officer of an institute shall be an ex-officio, non-voting member of the Executive Committee.

**ARTICLE X**

Contracts, Checks, Drafts and Bank Accounts

Section 1. Execution of Contracts.

The Executive Committee, except as provided otherwise in these Bylaws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of

the Council to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Executive Committee, or expressly authorized by these Bylaws, no Officer, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it liable for any amount of money for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Council unless specifically authorized by the Executive Committee.

Section 3. Checks and Drafts.

All checks, drafts and other orders for the payment of money out of the funds of the Council, and all notes or other evidences of indebtedness of the Council, shall be signed on behalf of the Council in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 4. Deposits.

All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Executive Committee may select.

## ARTICLE XI

### Books and Records

Section 1. Books and Records.

There shall be kept at the office of the Council (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and the Executive Committee, (3) a current list of the Directors and Officers of the Council and their addresses, (4) a list or record containing the names and addresses of all Members, (5) a copy of these Bylaws, (6) a copy of the Articles of Incorporation, (7) a copy of the Council's Form 990s filed with the IRS for the three most recent years, and (8) a copy of the Council's application to the IRS for determination of tax exemption, and the resulting IRS determination letter.

## ARTICLE XII

### General

Section 1. Seal.

The corporate seal shall be in the form of a circle and shall have inscribed thereon

the following: The National Council for Public-Private Partnerships, Inc., 1985, District of Columbia, Nonprofit Corporation. The corporate seal shall appear as follows:

Section 2. Indemnification of Directors and Officers.

To the full extent authorized by law, the Council shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate is or was a Director, Officer or Executive Committee Member of the Council or served in any capacity at the request of the Council any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The foregoing shall not obligate the Council to purchase directors' and officers' liability insurance, but should applicable law permit, the Council may purchase such insurance if authorized and approved by the Executive Committee.

Section 3. Interested Directors and Officers.

No contract or other transaction between the Council and one or more of its Directors, Officers or Executive Committee Members, or between the Council and any other corporation, firm, association or other entity in which one or more of its Directors, Officers or Executive Committee Members are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director, Directors, Officer, Officers or Executive Committee Members are present at the meeting of the Board of Directors or Executive Committee, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or Executive Committee, and the Board or Executive Committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officer.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Executive Committee which authorizes such contract or transaction.

Section 4. Loans to Directors and Officers.

No loans shall be made by the Council to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers or hold a substantial financial interest.

**ARTICLE XIII**

Fiscal Year

Section 1. Fiscal Year.

The fiscal year of the Council shall commence January 1 in each calendar year and end on December 31.

**ARTICLE XIV**

Amendments

Section 1. Amendments.

The Board of Directors may amend the By-laws of the Council upon receiving a recommendation from the Executive Committee approved by an affirmative vote of at least three-quarters of the entire Board of Directors if no meeting has been called, or by three-quarters of the Board of Directors voting at the annual meeting, providing a quorum has been met. In addition, upon receiving a petition proposing an amendment to or repeal of the Bylaws of the Council supported by at least one-quarter of the entire Board of Directors, the Board shall consider such proposal at its next meeting.

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