

**AMENDED BYLAWS
OF
ENGINEERING CONFERENCES INTERNATIONAL, INC.**
(Effective August 12, 2014)

**ARTICLE 1
NAME**

The name of the corporation is Engineering Conferences International, Inc. ("ECI" or the "Corporation").

**ARTICLE 2
MEMBERS**

The Corporation shall have no members.

**ARTICLE 3
OFFICE**

SECTION 1. PRINCIPAL OFFICE

The principal office of ECI is to be located in the City of New York, State of New York.

SECTION 2. OTHER OFFICES

ECI may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as its Board of Directors may, from time to time, designate.

**ARTICLE 4
OBJECTIVES AND PURPOSES**

The objectives of ECI shall be to advance engineering science and practice by identifying and developing a conference program (the "ECI Conference Program"). The specific objectives and purposes of the ECI Conference Program shall be to:

a) Identify and sponsor professional international engineering conferences in specialty or multidisciplinary technology areas that will benefit from a level of discourse not possible in larger forums.

b) Organize conferences that provide an opportunity for engineering professionals and related physical, biological, chemical, and social scientists from academic, industrial, and governmental sectors to gather and discuss areas of technological importance.

c) Cooperate with professional engineering, scientific, and social science societies to jointly sponsor conferences and to take other joint actions that will foster complementary programming.

d) Initiate conferences that will have a significant impact on engineering education, research, practice, and/or development, and that will influence national and international technology policy.

ARTICLE 5 BOARD OF DIRECTORS

SECTION 1. BOARD COMPOSITION

ECI shall have between seven (7) and eleven (11) voting directors and collectively they shall be known as the Board of Directors (each a “director” and together, the “directors”, the “Board” or the “Entire Board”), and the Board of Directors will elect the remaining directors. The current chairperson of the Conferences Committee shall be an ex-officio voting member of the Board.¹

The Board may, by affirmative vote of a majority of the Entire Board, increase or decrease the number of directors serving on the Board; provided, however, that no decrease shall shorten the term of any incumbent director.

In honor of their service, those individuals who served as the initial directors of ECI who are not elected directors shall be designated as directors emeriti; directors emeriti shall be invited to participate in the Board’s meetings and activities but shall not be entitled to vote on any matter.

SECTION 2. POWERS

Subject to the provisions of the laws of this state and any limitations in the Certificate of Incorporation and these Bylaws, the activities and affairs of ECI shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 3. DUTIES

It shall be the duty of the directors of ECI to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Certificate 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 ECI;

(c) Supervise all officers, agents, and employees of ECI to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws; and

(e) Register their addresses with the Secretary of ECI.

SECTION 4. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of ECI shall be a background in engineering and/or a related profession. At least two directors shall be past or current members of the ECI Conferences Committee.

SECTION 5. ELECTIONS/APPOINTMENTS

(a) Regular Elections

Except as otherwise provided in these Bylaws, elections shall take place at the Annual Meeting of the Board, according to the following procedure:

No later than the third week in September, the Secretary will call for the nomination of candidates for directorships to be voted upon at the upcoming Annual Meeting. Any director may submit a nomination. The nominations are to be sent to the Nominating Committee in the second week of October. The Nominating Committee, in consultation with the Executive Committee, will prepare a ballot and the Secretary will announce the nominees in the first week in November to all voting members of the Board. Election of the incoming directors will be by majority vote of those present at the Annual Meeting.

(b) Filling Vacancies

Vacancies on the Board shall exist (1) on the death, resignation, or removal of any director and (2) whenever the number of authorized directors is increased (hereinafter, a "vacancy" or "vacancies").

In the case of a vacancy on the Board, the Secretary and the Nominating Committee shall, within one month of the vacancy, announce the procedure to be followed with respect to nominating candidates to fill the vacancy and the timetable for such election. A vacancy on the Board shall be filled upon the same vote required in order to elect any director at the Annual Meeting; provided, however, that if the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office.

SECTION 6. TERM OF OFFICE

Generally, the term of each director shall be three years and until his or her successor is elected or appointed. For the purpose of staggering the directors' terms of office, the directors are divided into three classes as nearly equal in number as may be, with the members of only one class eligible for re-election, reappointment or replacement each year. In the event of increase or decrease in the number of directors, additional directors may be elected or appointed to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of directors.

Any director elected to fill a vacancy shall hold office until what would have been the natural expiration of the term held by the director whom he or she succeeded or until his or her earlier death, resignation or removal from office. Any director whose term expires shall be eligible for reelection or reappointment for up to three terms unless the board determines that a particular director should serve additional terms; provided, however, that only terms beginning after the effective date of these amendments to the Bylaws will be considered for purposes of this provision.

Prior to the Board's Annual Meeting, the Secretary will ask each Director Emeritus if he or she wishes to participate in the Board's meetings and activities for the following year.

SECTION 7. RESIGNATION AND REMOVAL

Any director may resign effective upon giving written notice to the President, or the Secretary, of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

Any director may be removed from office, with cause, by the affirmative vote of a majority of the Entire Board, provided that notice of the proposed action was given in the notice of the meeting.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of ECI or at such other place as may be determined by the Board.

SECTION 9. REGULAR MEETINGS

The Board shall have two regular meetings a year. The first, the Annual Meeting, shall be held in January of each year or at such other time as the Board may designate. At the Annual Meeting, the Board shall hold elections of directors and officers; appoint the Executive Committee and the Nominating Committee; appoint the President, the Vice President, the Secretary, the Treasurer and the new members of the Conferences Committee; review a detailed report of ECI's financial condition presented by the President and Treasurer; approve ECI's financial statements; and conduct any and all such other business as may be required by law or as may come before it.

The second regular meeting of the Board will take place approximately six months after the Annual Meeting.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, the Vice President, the Secretary, or any two directors. Notice of a special meeting shall state the business to be transacted thereat and no other business shall be transacted without the majority of all directors in attendance.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or applicable provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

Regular Meetings. Notice of the time and place of each regular meeting of the Board shall be given by the Secretary at least two weeks prior to the date the meeting is to be held. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail, or by facsimile machine, and shall state the place, date, time of the meeting, and the matters proposed to be acted upon at the meeting.

Special Meetings. Notice of the time and place of each special meeting of the Board shall be given by the Secretary at least one week prior to the date the meeting is to be held, and may be oral or written, given personally, by first class mail, by telephone, by electronic mail, or by facsimile machine; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given in any acceptable format no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible.

(c) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director, a waiver of notice by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonable be determined that the transmission was authorized by the director.

SECTION 12. QUORUM FOR MEETINGS

A quorum for the transaction of business shall consist of a majority of voting members of the Board.

Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or applicable law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the presiding officer shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or applicable law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of ECI or, in his or her absence, by the Vice President. In the absence of each of these persons, a Chair to preside over the meeting shall be chosen by a majority of the directors present at the meeting. The Secretary of ECI shall act as secretary of all meetings of the Board; however, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 15. WRITTEN CONSENT BY THE BOARD

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. 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.

SECTION 16. MEETINGS BY TELEPHONE CONFERENCE OR ELECTRONIC PRESENCE

Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

SECTION 17. COMPENSATION

Directors shall serve without compensation for their services. However, the Board may authorize ECI to reimburse any director for travel or other specified expenses authorized by ECI and incurred in its service.

SECTION 18. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of ECI.

SECTION 19. INDEMNIFICATION BY ECI OF DIRECTORS AND OFFICERS

ECI shall indemnify the directors and officers of ECI to the fullest extent permissible under the laws of the State of New York.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under applicable law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of ECI (including a director, officer, employee, or other agent of ECI) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not ECI would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these Bylaws, or applicable law.

ARTICLE 6 OFFICERS, EMPLOYEES and AGENTS

SECTION 1. DESIGNATION OF OFFICERS

The officers of ECI shall be a President, a Vice President, a Secretary, and a Treasurer. The President, Vice President, and the Treasurer shall be elected from the voting members of the Board. Members of the Board shall be eligible also to hold the office of Secretary, but said officer need not be a director. Two or more offices may be held at the same time by the same person, provided, however, that the same person may not simultaneously hold the offices of President and Secretary. No employee of ECI shall serve as President.

SECTION 2. ELECTION AND TERM OF OFFICE

All officers shall serve for three (3) years; provided, however, that, regardless of the normal expiration date of the term of an elected officer, such officer shall, in any event, hold office until a successor has assumed office and has been duly elected and qualified. The Board shall elect the officers of ECI at the Annual Meeting at which each officer's term expires. To provide for secretarial services in the absence or disability of the Secretary, the Board, or between meetings of the Board, the President, may designate an Acting Secretary.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed at any time, with or without cause, upon resolution of the Board, provided that notice of the proposed action was given in notice of the meeting.

Any officer may resign at any time by giving written notice to the Board or to the President or Secretary. 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 that has been approved or ratified by the Board relating to the employment of any officer of ECI.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled as promptly as practicable. In the case of a vacancy in the office of President, the Vice President shall immediately succeed to the Presidency of ECI. Such a successor shall serve until the next regular election, or until an election specially ordered by the Board.

SECTION 5. DUTIES OF PRESIDENT

The President of the Board shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or that may be prescribed from time to time by the Board. The President shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Certificate of Incorporation, or by these Bylaws, the President is authorized, in the name of ECI, to execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board.

The President shall also be a non-voting ex-officio member of all committees or any organized body of ECI.

SECTION 6. 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 Certificate of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

SECTION 7. DUTIES OF SECRETARY

The Secretary of ECI shall:

Attend all meetings of the Board, and of all board committees.

Certify and keep at the principal office of ECI the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of ECI 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, 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.

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

Prepare and distribute agendas and minutes of the Board and prepare and distribute (or cause to be prepared and distributed) agendas and minutes of all board committees of ECI.

Refer all actions of the Board and of all board committees to the proper parties and make certain that the requested actions are taken in an expeditious manner.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or that may be assigned to him or her from time to time by the Board.

SECTION 8. DUTIES OF TREASURER

The Treasurer of ECI shall Chair the Finance Committee of ECI and oversee the management of ECI's financial affairs, in particular, oversight of:

Safeguarding and accounting for all funds and securities of ECI, and the deposit of all such funds in the name of ECI in such banks, trust companies, or other depositories as shall be selected by the Board.

Receiving, and giving receipts for, monies due and payable to ECI from any source whatsoever.

Disbursal of the funds of ECI as may be directed by the Board, and assuring that proper vouchers have been taken for such disbursements.

Maintaining adequate and correct accounts of ECI's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

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

Rendering to the President and directors at the Annual Meeting an account of the financial condition of ECI, whenever requested, an account of any or all of his or her transactions as Treasurer.

The preparation and certification of the financial statements to be included in any required reports.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or that may be assigned to him or her from time to time by the Board.

SECTION 9. COMPENSATION

Any officer may receive a reasonable salary or other reasonable compensation for services rendered to ECI when authorized by a majority of the Entire Board and in accordance with Article 7 of these bylaws. The Board may authorize ECI to reimburse any officer for travel or other specified expenses authorized by ECI and incurred in its service.

SECTION 10. EXECUTIVE DIRECTOR; OTHER AGENTS AND EMPLOYEES.

The Board may from time to time appoint such agents and employees as it shall deem necessary, including an Executive Director to supervise the affairs of ECI, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine. No such other agent or employee need be a director of the Corporation. To the full extent allowed by law, the Board may delegate to any agent or employee any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties. Any employee or agent of the Corporation may be removed with or without cause by the Board.

ARTICLE 7 RELATED PARTY TRANSACTIONS

SECTION 1. RELATED PARTY TRANSACTIONS

For purposes of these bylaws, a “related party transaction” is any transaction, agreement or any other arrangement in which a related party has a financial interest and in which ECI or any affiliate of ECI is a participant. A related party is (i) any director, officer or key employee of ECI or any of its affiliates; (ii) the spouse, ancestor, sibling, child, grandchild, great-grandchild, spouse of a sibling, child, grandchild, or great-grandchild, or domestic partner of an individual defined in (i) above; or (iii) an entity in which any of the above individuals has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent. A substantial financial interest is one that, based on all the facts and circumstances, is determined by ECI to be significant to the related party.

In any instance where ECI proposes to enter into a related party transaction, it shall follow the following procedures:

- (a) Any director, officer, or key employee who has an interest in a related party transaction shall disclose that interest in good faith to the board or

an authorized committee thereof, the material facts concerning such interest.

- (b) No related party may participate in deliberations or voting relating to the approval of a related party transaction.
- (c) The board or authorized committee thereof must determine that the transaction is fair, reasonable, and in ECI's best interest.

In any instance where ECI proposes to enter into a related party transaction in which a related party has a substantial financial interest.

- (d) Any Trustee, Officer, or key employee who has a substantial financial interest in a related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, the material facts concerning such interest.
- (e) No related party may participate in deliberations or voting relating to the approval of a related party transaction.
- (f) The Board or authorized committee thereof must consider alternative transactions to the extent available, determine that the transaction is fair, reasonable, and in the Foundation's best interest, and approve the transaction by not less than a majority vote of the directors or committee members present at the meeting.
- (g) Contemporaneously document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.

ARTICLE 8 COMMITTEES

SECTION 1. BOARD COMMITTEES GENERALLY

The Board may, by a majority vote of the Entire Board, designate an Executive Committee and other Committees of the Board, each consisting of at least three voting members of the Board. To the extent provided in the resolution establishing each committee, it shall have all the authority of the Board except as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the amendment or repeal of the by-laws or the adoption of new by-laws;
- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (d) the fixing of compensation of the Directors for serving on the Board or any committee.

SECTION 2. EXECUTIVE COMMITTEE

The Board may delegate to the Executive Committee the powers and authority of the Board in the management of the business and affairs of ECI to the extent permitted, and except as may otherwise be provided, by provisions of law.

The president of the Board shall be chair of the Executive Committee. The other members of the Executive Committee shall be selected by the majority vote of the Entire Board from among the members of the Board. Except in the event of resignation, death, or the termination of the directorship of an Executive Committee member prior to the normal expiration of his or her term of office, all members of the Executive Committee shall hold such office for a one year term, or until such time as his or her successor has assumed the office. Any member whose term as an Executive Committee member expires shall be eligible for reelection or reappointment, provided he or she continues to serve on the Board.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease (but not below three) 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 3. NOMINATING COMMITTEE

The Board may authorize a Nominating Committee. The Nominating Committee shall collect the nominations for the directors whose terms are scheduled to expire at the subsequent Annual Meeting, and for any vacancies that may arise during its term. The committee, in consultation with the Executive Committee, will also prepare a ballot for such elections as set forth in Article 5 hereof.

The Nominating Committee shall also nominate candidates for the officers of ECI.

The chair and other members of the Nominating Committee shall be selected by the majority vote of the Entire Board from among the members of the Board at the Annual Meeting. Except in the event of resignation, death, or the termination of the directorship of a Nominating Committee member prior to the normal expiration of his or her term of office, all members of the Nominating Committee shall hold such office for a one year term, or until such time as his or her successor has assumed the office. Any member whose term as a Nominating Committee member expires shall be eligible for reelection or reappointment, provided he or she continues to serve on the Board.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Nominating Committee authority so delegated, increase or decrease (but not below three) the number of the members of the Nominating Committee, and fill vacancies on the Nominating Committee from the members of the Board. The

Nominating 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 4. FINANCE COMMITTEE

The Board may, by a majority vote of the Entire Board, designate a Finance Committee consisting of at least three voting members of the Board.

The Finance Committee shall review periodic financial reports prepared by the ECI's staff and shall be responsible for reviewing the budget prepared by the ECI's staff and reporting to the Board as to whether the Board should approve the proposed budget. It shall also set and implement deadlines for budget preparation and review of the budget by the staff, the Finance Committee, and the Board. The Finance Committee shall also be responsible for reporting to the Board on any financial issues requiring Board attention, including any significant variance from ECI's budget, and shall make recommendations to the Board as to actions it should take with respect to fiscal matters.

The treasurer of ECI shall be a member of the Finance Committee by reason of his or her office and shall be the chair of the Finance Committee. The other members of the Finance Committee shall be selected by the majority vote of the Entire Board from among the members of the Board. Except in the event of resignation, death, or the termination of the directorship of a Finance Committee member prior to the normal expiration of his or her term of office, all members of the Finance Committee shall hold such office for a one year term, or until such time as his or her successor has assumed the office.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Finance Committee authority so delegated, increase or decrease (but not below three) the number of the members of the Finance Committee, and fill vacancies on the Finance Committee from the members of the Board. The Finance 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 5. AUDIT COMMITTEE

The Board may, by a majority vote of the Entire Board, designate an Audit Committee consisting of at least three voting members of the Board who are independent directors. An "independent director" is one who: (I) is not, and has not been within the last three years, an employee of ECI or an affiliate of ECI; (II) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director; and (III) is not a current employee of or does not have a substantial financial interest in, or received payments from, the corporation or an affiliate of the corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-

five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this subparagraph, "payment" does not include charitable contributions.

The Audit Committee shall oversee the accounting and financial reporting processes of ECI and the audit of ECI's financial statements. The audit committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. The Audit Committee will be directly responsible for the appointment, compensation, and oversight of the work of any public accountant employed by ECI to prepare and issue an audit report. The Audit Committee shall also be responsible for reporting to the Board on any financial issues requiring Board attention and shall make recommendations to the Board as to actions it should take with respect to fiscal matters. The Audit Committee shall be responsible for establishing procedures for receipt, retention and treatment of complaints received by ECI, including confidential communications from ECI employees, regarding accounting, internal accounting control, auditing matters, or other financial matters. For years in which ECI is required to file an independent certified public accountant's audit report with the Attorney General of the State of New York pursuant to subdivision one of section one hundred seventy-two-b of the executive law and that in the prior fiscal year had or in the current fiscal year reasonably expects to have annual revenue in excess of one million dollars, the Audit Committee shall also:

- (a) Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- (b) Upon completion of the audit, review and discuss with the independent auditor: (i) any material risks and weaknesses in internal controls identified by the auditor; (ii) any restrictions on the scope of the auditor's activities or access to requested information; (iii) any significant disagreements between the auditor and management; and (iv) the adequacy of ECI's accounting and financial reporting processes;
- (c) Annually consider the performance and independence of the independent auditor;
- (d) Report on the committee's activities to the Board
- (e) Oversee the adoption, implementation of, and compliance with any conflict of interest policy or whistleblower policy adopted by ECI;
- (f) If ECI controls a group of corporations, the Audit Committee of ECI may perform the duties outlined in this Article for one or more of the controlled corporations.

The Chair and the other members of the Audit Committee shall be selected by the majority vote of the Entire Board from among the independent members of the Board. Except in the event of resignation, death, or the termination of the directorship of an Audit Committee member prior to the normal expiration of his or her term of office, all

members of the Audit Committee shall hold such office for a one year term, or until such time as his or her successor has assumed the office.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Audit Committee authority so delegated, increase or decrease (but not below three) the number of the members of the Audit Committee, and fill vacancies on the Audit Committee from the members of the Board. The Audit 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 6. CONFERENCES COMMITTEE

The Conferences Committee, a committee of the corporation, shall be responsible for identifying and developing the technical content of conferences in ECI Conferences Program. The Board will approve the Operational Guidelines of the Conferences Committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. The Conferences Committee shall not have the authority to bind the board.²

The Conferences Committee shall consist of at least twelve members, who may but need not be members of the Board. Generally, the term of each member shall be three years and until his or her successor is elected or appointed. For the purpose of staggering the members' terms of office, the members are divided into three classes of five, with the members of only one class eligible for re-election, reappointment or replacement each year.

Any member elected to fill a vacancy shall hold office until what would have been the natural expiration of the term held by the member whom he or she succeeded or until his or her earlier death, resignation or removal from office. Any member whose term expires shall be eligible for reelection or reappointment.

The Chair, Vice Chair, and Secretary of the Conferences Committee will serve three (3) year terms. Regardless of the normal expiration date of the term of an elected officer of the Conferences Committee, such officer shall, in any event, hold office until a successor has assumed office and has been duly elected and qualified. The Conferences Committee shall, at its last meeting of the year, recommend to the Board individuals to serve as new members of the Conferences Committee for the next year, as well as individuals to fill any expiring terms of the officers of the Conferences Committee. The Board will vote upon these nominations at its Annual Meeting. The Chair of the Conferences Committee shall be an ex officio, voting member of the Board.

By a majority vote of its members, the Board may at any time increase or decrease the number of the members of the Conferences Committee, and fill vacancies on the Conferences Committee upon receipt of nominations submitted by the Conferences Committee. The Conferences Committee shall keep regular minutes of its proceedings and cause them to be filed with the corporate records. The chair of the

Conferences Committee shall report to the Board from time to time as the Board may require.

SECTION 7. OTHER COMMITTEES

ECI may have such other committees as may from time to time be authorized by resolution of the Board. These committees may consist of persons who are not also members of the Board. No such committee shall have the authority to bind the board.

SECTION 8. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board 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 9 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer, employee or agent of ECI to enter into any contract or execute and deliver any instrument in the name of and on behalf of ECI, 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 ECI 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, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of ECI shall be signed by the Treasurer and countersigned by the President of ECI.

SECTION 3. DEPOSITS

All funds of ECI shall be deposited from time to time to the credit of ECI in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. GIFTS

The Board may accept on behalf of ECI any contribution, gift, bequest, or devise for the not-for-profit purposes of ECI.

**ARTICLE 10
CORPORATE RECORDS AND REPORTS**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

ECl shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the Board, 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; and

(c) A copy of ECl's Certificate of Incorporation and Bylaws as amended to date.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director, or his or her attorney or agent, 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 ECl and shall have such other rights to inspect the books, records, and properties of ECl as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. 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 to be so prepared and delivered within the time limits set by law.

**ARTICLE 11
AMENDMENT OF BYLAWS**

These Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted, by the affirmative vote of a two-thirds (2/3) majority of the Entire Board, provided that notice of the proposed action was given in notice of the meeting.

**ARTICLE 12
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of ECl, the provisions of the Certificate 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 Certificate of Incorporation shall be to the Certificate of Incorporation of ECI filed with an office of this state and used to establish the legal existence of ECI.

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.

