BYLAWS
EXECUTIVE SERVICE CORPS – UNITED STATES

As restated, effective October 12, 2017 to incorporate the approved changes

Article I. Name

Section 1. The name of the organization shall be Executive Service Corps – United States, hereinafter sometimes referred to as "ESC-US."

Article II. Purpose

Section 1. The purpose of the organization shall be to strengthen Executive Service Corps ("ESC") affiliates' ability to provide consulting and related services, thereby increasing the effectiveness of nonprofits, schools, and government entities in serving their local communities across the country.

Section 2. The organization does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the organization shall inure to the benefit of any member affiliate, Board member, or other individual. The organization shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for partisan public office. No substantial part of the activities of the organization shall involve attempts to influence legislation.

Article III. Offices

Section 1. The organization may have offices at such place or places as the Board members may from time to time determine that the business of the organization may require.

Article IV. Membership and Membership Meetings

Section 1. Membership shall be open to all active ESC groups ("affiliates"). To become a member, an affiliate must sign a Memo of Understanding (ATTACHED) outlining the relationship and expectations among the affiliates, and make an annual financial contribution. Each member affiliate shall designate in writing its delegate to ESC-US, and an alternate who may act in the absence or incapacity of that delegate. Delegates may be Executive Directors or Board members of an affiliate.

Section 2. Each affiliate delegate shall have one vote at meetings of the ESC-US membership. Each affiliate delegate shall be eligible for nomination and election to the ESC-US Board and be eligible for appointment to standing and ad hoc committees.

Section 3. There shall be an Annual Meeting of the membership during the National Conference for the purpose of reviewing the financial situation of the organization, the past year's activities, plans for the coming year, and for election of Board members. When a national conference is not held, the Annual Meeting will be convened by teleconference.

Section 4. Special meetings of the membership, either by telephone or face-to-face, may be called by the Board or by request of 1/3 or more of active affiliate members. Notice of such meeting shall be given to all affiliates at least ten (10) days before the time of such meeting. Notice of any special meeting shall include the purpose of the meeting.

Article V. Board of Directors

Section 1. AUTHORITY. The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the organization.

Section 2. DEBTS. No officer or employee of the organization shall singly, or together, contract or cause to be contracted any debt or liability in the name of or on behalf of the organization beyond the necessity of legitimate business and current expenses thereof and with specific approval of the Board.

Section 3. NUMBER AND TERMS OF OFFICE. The Board shall consist of at least 5 and no more than 15 Board members elected by a majority vote of the Affiliate Members present at the annual meeting. Each Board member shall be elected for a two-year term. Board members may not serve more than three consecutive terms. After being off the Board for one year, a Board member may be re-elected.

To ensure continuity, there shall be classes of Board members, each to be elected for a term of two years at the Annual Meeting of the Membership. There shall be no difference in the rights and duties of the classes except as to the date the term of the class ends. The majority of the Board members then in office at the Annual Meeting at which the classes are established shall provide for transitional terms for the classes to achieve the separate classes.

Section 4. VACANCIES. The Board shall have the power to fill vacancies on the Board by a majority vote of the remaining members of the Board. A Board member so elected shall serve for the remainder of the unexpired term. Following this term, said Board member may then be elected for a full two year term and be eligible for two additional full terms. A vacancy may be declared if a Board member fails to attend/participate in two consecutive Board meetings without notice, or fails to live up to the expectations of Board membership. Prior to declaring a vacancy, the Board must notify the Board member of its intentions.

Section 5. STAFF The Board of Directors may engage an Executive Director who shall be the Chief Operating Officer of the Corps, and such additional staff, as the Board from time to time deems appropriate. The Executive Director shall be a non-voting ex-officio member of the Board and all other committees of the Board.

Article VI. Board Meetings

Section 1. REGULAR AND SPECIAL MEETINGS. The Board shall convene by teleconference at least quarterly, with one meeting designated as its Annual Board meeting, at which it formally adopts a slate of Board members to recommend to affiliates for approval at the Annual membership meeting. An Annual Board meeting shall occur in person at the

National Conference or when possible in any year in which a National Conference does not take place.

Special meetings of the Board, either by telephone or face-to-face, may be called by the Chair or by two or more Board members. Notice shall be given to each Board member at least seven days before the time of such meeting. Notice of any special meeting shall include the purpose of the meeting. An individual's expenses associated with Board meetings and attendance at the annual meeting are the responsibility of the Board member or his/her affiliate.

Section 2. QUORUM. A majority of the elected members of the Board present or represented by electronic means shall constitute a quorum for the transaction of any business that may properly come before the meeting. At a meeting where a quorum is present, the acts of a majority shall be the acts of the Board. At the Annual Meeting of the membership, a majority of the member delegates shall constitute a quorum. Where a quorum of the membership is present the acts of a majority shall be the acts of the members.

Section 3. TELECOMMUNICATION. One or more persons may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may hear each other. Participation pursuant to this section shall constitute presence in person at the meeting.

Section 4. ACTION BY CONSENT. Any action that may be taken at a meeting of the Board members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be submitted by all of the Board members in office and filed with the Secretary of the organization.

Article VII. Officers

Section 1. The officers of the organization shall be a Chair, Vice Chair, Treasurer, and Secretary, all of whom shall be members of the Board. The Chair shall be elected for a two-year term; all other officers shall be elected for one-year terms. No officer shall hold the same office for more than four terms. The Governance Committee shall submit nominations for Board members and officers to the Board for approval at least one month prior to the Annual Board meeting.

Officers shall be elected at the Annual Board meeting. In the event of a vacancy, the Board by majority vote will select a replacement officer, who shall serve until the next Annual Board meeting. In addition to the powers and duties set forth in these bylaws, each officer shall have such additional powers and duties as the Board may determine.

Section 2. Individuals qualified for nomination as officers may be, but are not limited to, ESC-US Board members who are the chief staff (e.g., Executive Director or President) or Board members of affiliates at the time of their appointment to the Board.

Section 3. The Chair shall preside over and conduct meetings of the Board, appoint committees and their chairs and be an ex officio member of all committees.

Section 4. The Vice Chair shall perform the duties of the Chair in the absence of the Chair and assist the Chair as requested. Ordinarily the Vice Chair is chair of the Governance Committee.

Section 5. The Treasurer shall serve as an independent monitor of the source and use of funds and will be responsible for financial oversight and policy decisions. The budget will be developed by the ESC-US Board and approved by the membership. Ordinarily the Treasurer is chair of the Finance Committee.

Section 6. The Secretary shall take attendance and minutes at all meetings of the Board, oversee the maintenance of membership files and records, send meeting notices, and conduct the correspondence of the organization. The Executive Director of ESC-US may serve as the Secretary, but, if so, does not constitute a member of the Board.

Article VIII. Committees

Section 1. The following committees shall constitute the standing committees:

Finance
Governance

The membership of each committee shall consist of at least two Board members, and as many non-Board affiliate delegates as the Board Chair deems necessary.

Section 2. The Board Chair shall establish "ad hoc" committees from time to time deemed necessary for the board to perform its responsibilities. Such committees will have a charter, a start date and a finish date. Each ad hoc committee shall consist of at least two Board members and affiliate delegates as needed.

Article IX
Indemnification of members, officers, and employees and agents

Section 1. INDEMNIFICATION. ESC-US shall, to the fullest extent now or hereafter permitted by law, indemnify any Member and any officer (including the Executive Director) of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contact, may indemnify any employee or agent of ESC-US) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Member, officer, employee or agent of ESC-US, or is or was serving at the request of ESC-US as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorneys' fees (which expenses shall be paid by ESC-US in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ESC-US, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The indemnification or advance of expenses is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under

the articles of incorporation, bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 2. RIGHTS TO CONTINUE. This indemnification will continue as to a person who had ceased to be a Member or officer of ESC-US. Indemnification may continue as to a person who has ceased to be an employee or agent of ESC-US to the extent provided in a resolution of the Board of Directors or in any contract between the ESC-US and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Member, officer, employee or agent of ESC-US will inure to the benefit of the heirs and personal representatives of that person.

Section 3. INSURANCE. ESC-US may purchase and maintain insurance to indemnify (a) itself for any obligation which it incurs as a result of the indemnification and advancement of expenses provided in Sections 1 and 2 above and (b) Members, officers, employees and agents of the Corporation against any liability incurred by or asserted against them in any such capacity or arising out of their status as such, whether or not such indemnification by ESC-US is otherwise permitted by law.

Article X. Conflict of Interest

Section 1. Any member of ESC-US having an existing or potential interest in a contract or other transaction presented to the Members or the Board of Directors or a committee thereof for deliberation, authorization, approval or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make immediate and complete disclosure of the interest to the Board prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his or her interest and any relevant and material facts, known to him or her, about contract or transaction which might reasonably be construed to be adverse to ESC-US's interest. Board members shall annually submit a Conflict of Interest form to the Secretary to maintain in the records of the organization.

Article XI. Distribution of Assets on Dissolution

Section 1. Upon the dissolution of ESC-US all remaining assets will be distributed equally among all active ESC-US members who are 501(c)(3) organizations, as defined by the Internal Revenue Service. For purposes of this clause, "active" is defined as (1) having made a financial contribution to ESC-US in the twelve-month period preceding ESC-US dissolution, and (2) having executed the ESC-US "Memorandum of Understanding". All proceeds are restricted to the support of ESC programs.

Article XII. Miscellaneous Provisions

Section 1. FISCAL YEAR. The fiscal year of the organization shall end on December 31.

Section 2. BOOKS AND RECORDS. The books and records of the organization shall be open to public inspection upon reasonable notice.

Article XIII. Amendments

These bylaws may be amended by a majority vote of the membership after notification to each member affiliate of a minimum of 10 days.

As restated effective September 13, 2010 by incorporation of approved changes.

As restated effective May 14, 2012 by incorporation of approved changes.

As restated effective August 19, 2013 by incorporation of approved changes.

As restated effective September 10, 2015 by incorporation of approved changes.

As restated effective October 12, 2017 by incorporation of approved changes.