

Proposed ICMCI Bylaw Revisions

For Trustee review and voting, March 2009

Existing ICMCI Bylaws

Proposed changes as per Singapore

Proposed revised Bylaws with edits highlighted

<p>ARTICLE I: Name The name of the organization shall be the International Council of Management Consulting Institutes.</p>	<p>Incorporate the name abbreviation (ICMCI) and the official language (English).</p>	<p>ARTICLE I: Name The name of the organization shall be the International Council of Management Consulting Institutes. <u>The abbreviation of the name shall be ICMCI. The official language of ICMCI shall be English.</u></p>
<p>ARTICLE II: Period of Existence The period of existence of the organization shall be perpetual.</p>		<p>ARTICLE II: Period of Existence The period of existence of the organization shall be perpetual.</p>
<p>ARTICLE III: Purpose The purpose of this organization is to:</p> <ol style="list-style-type: none"> 1. Enhance the flow of information between the existing national certifying bodies of management consultants in order to increase the knowledge of the process, encourage assistance between institutes and improve the process of certification throughout the world. 2. Elevate the standards of management consultants worldwide while increasing the acceptance of management consulting as a respected profession. 3. Encourage the networking of management consultants across national boundaries, improving the free flow of information and developing a greater cooperative spirit between countries. 4. Encourage reciprocity between institutes with recognized universal standards and adherence to an International Code of Professional Conduct. 5. Increase the profile of management consulting with international and regional entities. 		<p>ARTICLE III: Purpose The purpose of this organization is to:</p> <ol style="list-style-type: none"> 1. Enhance the flow of information between the existing national certifying bodies of management consultants in order to increase the knowledge of the process, encourage assistance between institutes and improve the process of certification throughout the world. 2. Elevate the standards of management consultants worldwide while increasing the acceptance of management consulting as a respected profession. 3. Encourage the networking of management consultants across national boundaries, improving the free flow of information and developing a greater cooperative spirit between countries. 4. Encourage reciprocity between institutes with recognized universal standards and adherence to an International Code of Professional Conduct. 5. Increase the profile of management consulting with international and regional entities.

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<p>ARTICLE IV: Status of the Organization Section 1. The organization shall be non-stock, not-for-profit; and no dividends, liquidating dividends or distributions shall be declared or paid to any private individual, officer or trustee of the organization. Section 2. No part of the net earnings or the net income of the organization shall inure to the benefit of any private individual, officer or trustee; provided however, that such a person may receive compensation for personal expenses necessary to carrying out the educational and cooperative purposes of the organization.</p>		<p>ARTICLE IV: Status of the Organization Section 1. The organization shall be non-stock, not-for-profit; and no dividends, liquidating dividends or distributions shall be declared or paid to any private individual, officer or trustee of the organization. Section 2. No part of the net earnings or the net income of the organization shall inure to the benefit of any private individual, officer or trustee; provided however, that such a person may receive compensation for personal expenses necessary to carrying out the educational and cooperative purposes of the organization.</p>
<p>ARTICLE V :Membership Section 1. The membership will be limited to not-for-profit management consulting professional institutes who have as a key purpose the certification of individual management consultants. This certification process is established to ensure that management consultants have minimum set standards, including education, experience, competence, and adherence to a formal Code of Professional Conduct including a Code of Ethics. Section 2. Only one institute will be admitted from each country except in cases where the Executive Committee deems there is an overriding political and geographic separation between regions of a country that makes a single institute impractical. The institute admitted will be the one that is most widely recognized and be determined as the leading certification/registration organization in its respective country or region. Section 3. Every three years member institutes shall reconfirm that they continue to meet the membership qualifications of ICMCI. If a member no longer meets the membership qualifications, the membership committee will review and recommend appropriate action to the Executive Committee.</p>	<p>Change the membership rules to allow institutes representing groups of associated small countries, where appropriate (i.e., where the countries do not have existing Institutes, and there is support for a collective institution).</p>	<p>ARTICLE V :Membership Section 1. The membership will be limited to not-for-profit management consulting professional institutes who have as a key purpose the certification of individual management consultants. This certification process is established to ensure that management consultants have minimum set standards, including education, experience, competence, and adherence to a formal Code of Professional Conduct including a Code of Ethics. Section 2. Only one institute will be admitted from each country except in cases where the Executive Committee deems there is an overriding political and geographical separation between regions of a country that makes a single institute impractical. The institute admitted will be the one that is most widely recognized and be determined as the leading certification/registration organization in its respective country or region. <u>A single regional institute representing groups of associated small countries, may be allowed where appropriate (i.e., where the countries do not have existing Institutes, and there is support for a collective institution).</u> Section 3. Every three years member institutes shall reconfirm that they continue to meet the membership qualifications of ICMCI. If a member no longer meets the membership qualifications, the membership committee will review and recommend appropriate action to the Executive Committee.</p>
<p>ARTICLE VI: Domiciles, Offices The Board of Trustees shall determine the location of the administration offices.</p>	<p>Record the location of the registered office (Zurich—note, this is not the administrative office location, which will not be part of the by-laws).</p>	<p>ARTICLE VI: Domiciles, Offices The Board of Trustees shall determine the location of the administration offices. The location of the registered office shall be Zurich, Switzerland.</p>

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ARTICLE VII: Board of Trustees
Section 1. General Powers.
 The affairs of the Council shall be managed by its Board of Trustees, which shall be the equivalent of a Board of Directors. The Board of Trustees consists of the ICMCI Officers and the designated Representatives of the member institutes.
Section 2. Number.
 The number of designated Representatives serving as Trustees is dependent upon the number of member institutes, and the amount of regular individual consulting members per institute as specified in Section 4.
Section 3. Qualification of Trustees.
 Members of the Board of Trustees shall have professional management consulting qualifications, including certification by a member institute. Representatives from Provisional Institutes do not have voting rights and are exempted from the certification requirement.
Section 4. Election and Term.
 The Institute members may elect or appoint, according to their number of regular, individual members representing the management consulting profession, one to four Representatives to serve as Trustees not to exceed four (4) Representatives.
 0 - 499 members = 1 Representative
 500 - 999 members = 2 Representatives
 1000 - 1999 members = 3 Representatives
 2000+ members = 4 Representatives
 A Representative serves a term of two (2) years and may be re-designated.
Section 5. Resignation.
 A Trustee may resign at any time by filing his/her written resignation with the Secretary of the Council and the Secretary of his/her respective Institute.
Section 6. Removal.
 A Trustee may be removed from office with or without cause by the affirmative vote of a simple majority of the Board then in office, either at a regular meeting or at any special meeting of the Board called for that purpose.

ARTICLE VII: Board of Trustees
Section 1. General Powers.
 The affairs of the Council shall be managed by its Board of Trustees, which shall be the equivalent of a Board of Directors. The Board of Trustees consists of the ICMCI Officers and the designated Representatives of the member institutes.
Section 2. Number.
 The number of designated Representatives serving as Trustees is dependent upon the number of member institutes, and the amount of regular individual consulting members per institute as specified in Section 4.
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 Members of the Board of Trustees shall have professional management consulting qualifications, including certification by a member institute. Representatives from Provisional Institutes do not have voting rights and are exempted from the certification requirement.
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 A Trustee may resign at any time by filing his/her written resignation with the Secretary of the Council and the Secretary of his/her respective Institute.
Section 6. Removal.
 A Trustee may be removed from office with or without cause by the affirmative vote of a simple majority of the Board then in office, either at a regular meeting or at any special meeting of the Board called for that purpose.

ARTICLE VIII: Meetings of Trustees
Section 1. Bi-Yearly Meetings.
 The bi-yearly meeting of the Board shall be shall be the biennial Congress. The date shall be established six months prior to the meeting. Notice will be mailed telefaxed or emailed to all Trustees.

ARTICLE VIII: Meetings of Trustees
Section 1. Bi-Yearly Meetings.
 The bi-yearly meeting of the Board shall be shall be the biennial Congress. The date shall be established six months prior to the meeting. Notice will be mailed telefaxed or emailed to all Trustees.

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Section 2. Regular Meetings.

The Board of Trustees may provide by resolution for regular meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than said resolution.

Section 3. Special Meetings.

Special meetings of the Board of Trustees may be held at any time for any purpose or purposes, unless otherwise prescribed by statute, on call of any of its officers, or shall be called by the Secretary on the written request of at least one-fifth of all Trustees. Special meetings may be conducted by electronic transmission.

Section 4. Notice.

Notice of any special meeting shall be given by oral or written notice delivered personally to each Trustee at least 60 days prior thereto. If mailed, tele-faxed or emailed it shall be deemed to be delivered when the mail, tele-fax or email is sent. Trustees are responsible for maintaining their current contact information in the ICMCI database

Section 5. Place of Meeting.

The Board of Trustees may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees.

Section 6. Quorum.

A simple majority of the number of voting Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present in person or by proxy at a meeting, a simple majority of the Board present may adjourn the meeting without further notice.

Section 7. Proxies.

Voting members of Council, who will not be able to attend a regular or special meeting of Council may assign their proxy to another voting member to vote in their behalf. Such proxies will be counted in determining whether a quorum is present.

Word change: ICMCI “database” to ICMCI “secretariat”.

Clarify that Board of Trustee decisions can be made in properly constituted meetings (with proper notice and a quorum of 50% of Trustees, as per the existing by-laws) or via mail poll (with 90 days for response and a requirement that at least 50% of Trustees register a vote for the poll to be valid).

In the case of Trustee meetings, allow voting proxies to be assigned to any meeting attendee, whether otherwise possessed of voting rights or not. Outlaw cascading proxies.

Section 2. Regular Meetings.

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Section 3. Special Meetings.

Special meetings of the Board of Trustees may be held at any time for any purpose or purposes, unless otherwise prescribed by statute, on call of any of its officers, or shall be called by the Secretary on the written request of at least one-fifth of all Trustees. Special meetings may be conducted by electronic transmission.

Section 4. Notice.

Notice of any special meeting shall be given by oral or written notice delivered personally to each Trustee at least 60 days prior thereto. If mailed, tele-faxed or emailed it shall be deemed to be delivered when the mail, tele-fax or email is sent. Trustees are responsible for maintaining their current contact information in the ICMCI database with the ICMCI secretariat.

Section 5. Place of Meeting.

The Board of Trustees may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees.

Section 6. Quorum

A simple majority of the number of voting Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees where proper notice has been given, but if less than such majority is present in person or by proxy at a meeting, a simple majority of the Board present may adjourn the meeting without further notice. Meetings held by electronic transmission, with voting by mail poll and 90 days allowed for response, shall be deemed to have achieved a quorum if a majority of the number of voting Trustees cast a vote.

Section 7. Proxies

Voting members of council, who will not be able to attend a regular or special meeting of Council may assign their proxy to ~~another voting member to vote in their behalf~~ any meeting attendee, whether otherwise possessed of voting rights or not. Cascading proxies will not be permitted; a Trustee must register a direct assignment of their vote. Such proxies will be counted in determining whether a quorum is present.

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Section 8. Conduct of Meetings.
 The Chairman or, in his/her absence, one of the Vice Chairmen, shall call meetings of the Board of Trustees to order and shall act as Chairman of the meetings. The Secretary of the Council shall act as Secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the presiding Officer may appoint any Assistant Secretary or any Trustee or other person present to act as Secretary of the meeting.

Section 9. Manner of Acting.
 The act of a simple majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by these Bylaws.

Section 10. Presumption of Assent.
 A Trustee who is present at a meeting of the Board of Trustees, or Committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or shall forward such dissent by registered mail to the Secretary of the Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

In all cases (meetings or mail polls), percentage agreement will be calculated as the number of “yes” votes divided by the total number of “yes” and “no” votes. (Non-responses or abstentions will not be included. Proxy votes will be treated the same as other votes.)

In all Trustee decision-making votes (including officer elections), the actual voting results must be published to all Trustees.

(As discussed at the Singapore meeting) Include a reference to the existence and use of the Standing Rules within the by-laws.

Section 8. Conduct of Meetings.
 The Chairman or, in his/her absence, one of the Vice Chairmen, shall call meetings of the Board of Trustees to order and shall act as Chairman of the meetings. The Secretary of the Council shall act as Secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the presiding Officer may appoint any Assistant Secretary or any Trustee or other person present to act as Secretary of the meeting.

Section 9. Manner of Acting
 The act of a simple majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by these Bylaws. In the case of mail polls, if a quorum is achieved, a simple majority is defined as the number of votes in favor being greater than the number of votes opposed. In all cases, proxy votes will be counted on the same basis as other votes. All Board decisions shall be published to all Trustees with the actual voting results. As well, all Board decisions of a ongoing policy nature should be recorded in a set of Standing Rules, to be maintained by the Secretariat and published on the Council’s web site.

Section 10. Presumption of Assent.
 A Trustee who is present at a meeting of the Board of Trustees, or Committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or shall forward such dissent by registered mail to the Secretary of the Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

<i>Existing ICMCI Bylaws</i>	<i>Proposed changes as per Singapore</i>	<i>Proposed revised Bylaws with edits highlighted</i>
<p>ARTICLE IX: Committees of the Board of Trustees</p> <p>Section 1. Standing Committees. The Board of Trustees may by resolution create one or more standing committees, each consisting of three or more Trustees and other volunteers from member institutes as needed, Standing Committees have such powers and duties not inconsistent with any existing delegation of powers to a Committee of Trustees, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.</p> <p>Section 2. Executive Committee. The executive committee will be a standing committee of the board. It will be composed of all elected officers and the immediate past chairman. Its purpose is to handle all the day-to-day operating decisions of the council as designated by the Board of Trustees. The Executive Committee may create one or more special committees as needed, consisting of Trustees and other volunteers from member institutes.</p> <p>Section 3. Membership Committee. The membership committee will be a standing committee of the Council responsible for the development of the membership, and the processing of all member applications for presentation to the Chairman and ultimately the Board.</p> <p>Section 4. Certification Committee. The certification committee will be a standing committee of the Council responsible for the development and maintenance of certification standards including qualifications and the individual assessment process.</p> <p>Section 5. Nominating Committee. The nominating committee will be a standing committee of the Council. The committee shall be headed by the immediate past chair (or a past chairman) and composed of four other trustees (including the current Chairman). The slate of officers will be mailed to all members of the Board of Trustees sixty days before the date of the biennial Congress</p>	<p>Update the names of the standing committees to the current practice: - Executive Committee (no change) - Membership Committee (no change) - Quality Assurance Committee (existing by-laws imply this work is done by the Membership Committee) - Nominations and Succession Planning Committee (existing by-laws refer to the Nominating Committee) - Professional Standards Committee (existing by-laws refer to the Certification Committee)</p> <p>Include a one-sentence statement of purpose for each of the standing committees, and clarify what specific decision-making authority is delegated by the Board of trustees.</p> <p>ExCom’s authority is to implement an operating plan as approved by Trustees, outlining strategy, priorities and resource allocations. Annually, achievement against the previous plan should be reported on, and a revised plan tabled for review and approval.</p> <p>(The other decision-making authorities would be unchanged from current practice, just documented. In general, the committees have limited decision-making authority, but are empowered to develop recommendations within their subject areas. The Nominations and Succession Planning Committee is accountable for managing the integrity of officer elections.)</p>	<p>ARTICLE IX: Committees of the Board of Trustees</p> <p>Section 1. Standing Committees. The Board of Trustees may by resolution create one or more standing committees, each consisting of three or more Trustees and other volunteers from member institutes as needed, Standing Committees have such powers and duties not inconsistent with any existing delegation of powers to a Committee of Trustees, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.</p> <p>Section 2. Executive Committee. The executive committee will be a standing committee of the board. It will be composed of all elected officers and the immediate past chairman. Its purpose is to handle all the day-to-day operating decisions of the council as designated by the Board of Trustees, <u>consistent with an operating plan as approved by the Board Trustees, outlining strategy, priorities and resource allocations. Annually, achievement against the previous plan should be reported on, and a revised plan tabled for review and approval.</u> The Executive Committee may create one or more special committees as needed, consisting of Trustees and other volunteers from member institutes.</p> <p>Section 3. Membership Committee. The membership committee will be a standing committee of the Council responsible for the development of the membership, and the processing of all member applications for presentation to the Chairman and ultimately the Board.</p> <p>Section 4. Certification <u>Professional Standards</u> Committee. The certification <u>professional standards</u> committee will be a standing committee of the Council responsible for the development and maintenance of certification standards including qualifications and the individual assessment process.</p> <p>Section 5. Nominating <u>Nominations and Succession Planning</u> Committee. The nominating <u>nominations and succession planning</u> committee will be a standing committee of the Council <u>responsible for managing an open nominations and election process for elected officers.</u> The committee shall be headed by the immediate past chair (or a past chairman) and composed of four other trustees (including the current Chairman). The slate of officers will be mailed to all members of the Board of Trustees sixty days before the date of the biennial Congress</p>

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<p>Section 6. Alternate Members: Rules of Committees.</p> <p>All members of the Board of Trustees who are not members of a given Committee shall be alternate members of such Committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chairman of the Council or the Chairman of such meeting.</p> <p>Each Committee of the Board of Trustees shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Trustees, and shall make such reports to the Board of Trustees of its activities as the Board may request.</p>	<p>Clean up apparent typographical error in the material following the Article IX Section 6 heading</p>	<p>Section 6. Alternate Members: Rules of Committees. All members of the Board of Trustees who are not members of a given Committee shall be alternate members of such Committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chairman of the Council or the Chairman of such meeting.</p> <p><u>Section 7. Rules of Committees.</u> Each Committee of the Board of Trustees shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Trustees, and shall make such reports to the Board of Trustees of its activities as the Board may request.</p>
<p>ARTICLE X: Officers The policies established by the Board of Trustees shall be carried out by the officers of the organization. These officers shall have full voting power on the Board of Trustees.</p> <p>Section 1. Number. The principal Officers of the Council shall be a Chairman, three Vice Chairmen, a Secretary, and a Treasurer, each of whom shall be elected by the Trustees as required. Such other Officers and assistant Officers and agents as may be deemed as necessary may be elected or appointed by the Board of Trustees. In the absence of the Chairman or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impractical for the Chairman to act personally, the remaining officers shall appoint one of the three Vice Chairmen to perform the duties of the Chairman</p> <p>Section 2. Election and Term in Office. Candidates eligible to stand for office must be Trustees who represent “full” members to ICMCI. The Officers of the Council who are elected by the Board of Trustees shall be elected at a bi-yearly meeting of the Board of Trustees then in office either in person or by proxy. The Nominating Committee will mail the slate of officers to the trustees per Article IX, Section 5. A member may serve a maximum of three consecutive Officer positions other than as Chairman. All Officer terms are two (2) years. Each Officer shall hold office until his/her successor shall have been duly elected or until his/her death or until he/she shall resign or shall have been removed in the manner herein after provided. Officers must be elected by the Board of Trustees. If a Representative (Trustee) is elected an Officer, that Representative’s (Trustee) Board seat is then considered vacant.</p>	<p>ExCom membership numbers will be made consistent with the results of the July 2007 poll of Trustees, in which a simple majority of all Trustees voted in favour of the addition of two members.</p> <p>(Change the “Nominating Committee” to the “Nominations and Succession Planning Committee” as per Article IX)</p> <p>Limit ExCom membership by individuals to three two-year elected terms (plus if applicable, an initial partial term if appointed to fill a vacancy) other than an ultimate term as Chairman if so elected (and then a subsequent term as past-Chairman)</p>	<p>ARTICLE X: Officers The policies established by the Board of Trustees shall be carried out by the officers of the organization. These officers shall have full voting power on the Board of Trustees.</p> <p>Section 1. Number. The principal Officers of the Council shall be a Chairman, three <u>five</u> Vice Chairmen, a Secretary, and a Treasurer, each of whom shall be elected by the Trustees as required. Such other Officers and assistant Officers and agents as may be deemed as necessary may be elected or appointed by the Board of Trustees. In the absence of the Chairman or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impractical for the Chairman to act personally, the remaining officers shall appoint one of the three <u>five</u> Vice Chairmen to perform the duties of the Chairman</p> <p>Section 2. Election and Term in Office. Candidates eligible to stand for office must be Trustees who represent “full” members to ICMCI. The Officers of the Council who are elected by the Board of Trustees shall be elected at a bi-yearly meeting of the Board of Trustees then in office either in person or by proxy. The Nominating Committee <u>Nominations and Succession Planning Committee</u> will mail the slate of officers to the trustees per Article IX, Section 5. A member may serve a maximum of three consecutive <u>elected terms as Officers, other than an ultimate term as Chairman (and then a subsequent non-elected term as past-Chairman). If applicable, a member may also serve one initial partial term as Officer if appointed to fill a vacancy.</u> Officer positions other than as Chairman. All Officer terms are two (2) years. Each Officer shall hold office until his/her successor shall have been duly elected or until his/her death or until he/she shall resign or shall have been removed in the manner herein after provided. Officers must be elected by the Board of Trustees. If a Representative (Trustee) is elected an Officer, that Representative’s (Trustee) Board seat is then considered vacant.</p>

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<p>Section 3. Removal. Any Officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees by the affirmative vote of a simple majority of Trustees then in office, whenever in its judgment the best interests of the Council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.</p> <p>Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other circumstances, may be filled by the Executive Committee for the unexpired portion of the term.</p> <p>Section 5. Chairman The Chairman shall be the principal Executive Officer of the Council, and subject to the control of the Board of Trustees, shall supervise and control all the business and affairs of the Council. He/She shall, when present, reside at all meetings of the Council. He/She may sign, with the Secretary or any other proper Officer of the Council there unto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing of the execution thereof shall be expressly delegated by the Board of Trustees to some other Officer or agent of the Council, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Trustees from time to time.</p> <p>Section 6. Chairman-Elect. The Executive Committee may at any time designate a Vice-Chairman as the Chairman-Elect, subject to ratification during the Nominating Committee process.</p> <p>Section 7. The Vice Chairmen. The three Vice Chairmen will handle the duties assigned them by the Chairman or the Board of Trustees.</p> <p>Section 8. The Secretary. The secretary shall: (a) keep the minutes of the Board of Trustees' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation or as required by law; (c) be custodian of the Council records; and (d) in general perform all duties incident to the Office of Secretary, and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.</p> <p>Section 9. The Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He/She shall: (a) have charge and custody of and be responsible</p>	<p>Reference to a “Chairman Elect” will be removed from the bylaws.</p>	<p>Section 3. Removal. Any Officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees by the affirmative vote of a simple majority of Trustees then in office, whenever in its judgment the best interests of the Council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.</p> <p>Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other circumstances, may be filled by the Executive Committee for the unexpired portion of the term.</p> <p>Section 5. Chairman The Chairman shall be the principal Executive Officer of the Council, and subject to the control of the Board of Trustees, shall supervise and control all the business and affairs of the Council. He/She shall, when present, reside at all meetings of the Council. He/She may sign, with the Secretary or any other proper Officer of the Council there unto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing of the execution thereof shall be expressly delegated by the Board of Trustees to some other Officer or agent of the Council, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Trustees from time to time.</p> <p>Section 6. Chairman-Elect The Executive Committee may at any time designate a Vice-Chairman as the Chairman-Elect, subject to ratification during the Nominating Committee process.</p> <p>Section 76. The Vice Chairmen. The three <u>five</u> Vice Chairmen will handle the duties assigned them by the Chairman or the Board of Trustees.</p> <p>Section 87. The Secretary. The secretary shall: (a) keep the minutes of the Board of Trustees' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation or as required by law; (c) be custodian of the Council records; and (d) in general perform all duties incident to the Office of Secretary, and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.</p> <p>Section 98. The Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He/She shall: (a) have charge and custody of and be responsible</p>

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<p>for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.</p> <p>Section 10. The Past Chairman. The immediate Past Chairman shall be a member of the Executive Committee and shall vote at all meetings of the Board of Trustees.</p> <p>Section 11. Other Assistants and Acting Officers. The Executive Committee shall have the power to appoint any person to act as Assistant to any Officers, or to perform the duties of such Officer to act personally, and such Assistant or acting Officer so appointed by the Board of Trustees shall have the power to perform all the duties of the office to which he/she is so appointed to be Assistant, or as to which he/she is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Trustees.</p> <p>Section 12. Additional Officers. Any additional Officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Trustees.</p>		<p>for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.</p> <p>Section 409. The Past Chairman. The immediate Past Chairman shall be a member of the Executive Committee and shall vote at all meetings of the Board of Trustees.</p> <p>Section 410. Other Assistants and Acting Officers. The Executive Committee shall have the power to appoint any person to act as Assistant to any Officers, or to perform the duties of such Officer to act personally, and such Assistant or acting Officer so appointed by the Board of Trustees shall have the power to perform all the duties of the office to which he/she is so appointed to be Assistant, or as to which he/she is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Trustees.</p> <p>Section 421. Additional Officers. Any additional Officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Trustees.</p>
<p>ARTICLE XI: Fees & Dues</p> <p>Application Fees and Dues. Application fees for membership and annual membership dues will be the primary source of revenue. They shall be paid in the currency where the administrative office is designated. The schedule of fees and dues shall be established or modified by the Board of Trustees, based on the number of individual consulting members in the member institute</p>	<p>Remove the reference to automatic linkage of the currency to the administrative office location.</p>	<p>ARTICLE XI: Fees & Dues</p> <p>Application Fees and Dues. Application fees for membership and annual membership dues will be the primary source of revenue. They shall be paid in the currency where the administrative office is designated. The schedule of fees and dues shall be established or modified by the Board of Trustees, based on the number of individual consulting members in the member institute.</p>

<i>Existing ICMCI Bylaws</i>	<i>Proposed changes as per Singapore</i>	<i>Proposed revised Bylaws with edits highlighted</i>
<p>ARTICLE XII: Indemnification The Council shall indemnify any Officer of the Council, or any person who may have served at its request as a Trustee or Officer of another Council in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney's fees, judgments and fines, which are actually and necessarily incurred by him/her in connection with the defense of any civil, criminal or administrative action, the defense of any civil, criminal or administrative action, suit or proceeding in which he/she is made a party or with which he/she is threatened by reason of being or having been or because of any act as such Trustee or Officer, within the course of his/her duties of employment, except in relation to matters as to which he/she shall be judged in such action, suit or proceeding to be liable for negligence or knowing misconduct in the performance of his/her duties. The Council may also reimburse to any Trustee or Officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a simple majority of a Committee composed of the Trustee not involved in the matter in controversy (whether or not a quorum of the Board of Trustees) that it was to the interests of the Council that such settlement to be made and that such Trustee or Officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of a deceased or former Trustee or Officer or person who himself/herself would have been entitled to indemnification. Such rights of indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee or Officer may be entitled under any statute, agreement, or otherwise.</p>		<p>ARTICLE XII: Indemnification The Council shall indemnify any Officer of the Council, or any person who may have served at its request as a Trustee or Officer of another Council in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney's fees, judgments and fines, which are actually and necessarily incurred by him/her in connection with the defense of any civil, criminal or administrative action, the defense of any civil, criminal or administrative action, suit or proceeding in which he/she is made a party or with which he/she is threatened by reason of being or having been or because of any act as such Trustee or Officer, within the course of his/her duties of employment, except in relation to matters as to which he/she shall be judged in such action, suit or proceeding to be liable for negligence or knowing misconduct in the performance of his/her duties. The Council may also reimburse to any Trustee or Officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a simple majority of a Committee composed of the Trustee not involved in the matter in controversy (whether or not a quorum of the Board of Trustees) that it was to the interests of the Council that such settlement to be made and that such Trustee or Officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of a deceased or former Trustee or Officer or person who himself/herself would have been entitled to indemnification. Such rights of indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee or Officer may be entitled under any statute, agreement, or otherwise.</p>
<p>ARTICLE XIII: Fiscal Year The fiscal year of the Council shall begin on the first day of July in each calendar year.</p>		<p>ARTICLE XIII: Fiscal Year The fiscal year of the Council shall begin on the first day of July in each calendar year.</p>
<p>ARTICLE XIV: Informal Action by Trustees Any action required by the Articles of Incorporation of the Council, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as unanimous vote.</p>		<p>ARTICLE XIV: Informal Action by Trustees Any action required by the Articles of Incorporation of the Council, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as unanimous vote.</p>
<p>ARTICLE XV: Waiver of Notice Whenever any notice whatsoever is required to be given under the provisions of the Articles of Incorporation of the Council, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.</p>		<p>ARTICLE XV: Waiver of Notice Whenever any notice whatsoever is required to be given under the provisions of the Articles of Incorporation of the Council, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.</p>

<i>Existing ICMCI Bylaws</i>	<i>Proposed changes as per Singapore</i>	<i>Proposed revised Bylaws with edits highlighted</i>
<p>ARTICLE XVI: Contracts, Loans, Checks and Deposits</p> <p>Section 1. Contracts. The Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council and such authority may be general or confined to specific instances.</p> <p>Section 2. Loans. No funded indebtedness shall be contracted on behalf of the Council and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.</p> <p>Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such Officer or Officers agent or agents of the Council as designated, and in such manner, including resolutions of the Board of Trustees.</p> <p>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 Board of Trustees may select.</p>		<p>ARTICLE XVI: Contracts, Loans, Checks and Deposits</p> <p>Section 1. Contracts. The Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council and such authority may be general or confined to specific instances.</p> <p>Section 2. Loans. No funded indebtedness shall be contracted on behalf of the Council and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.</p> <p>Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such Officer or Officers agent or agents of the Council as designated, and in such manner, including resolutions of the Board of Trustees.</p> <p>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 Board of Trustees may select.</p>
<p>ARTICLE XVII: Amendments These Bylaws may be amended by a two-thirds (2/3) majority of the Trustees. This vote shall be tabulated by proxy or in person, at an annual meeting, or by a special mail poll, with a minimum of ninety (90) days notice, provided that no amendment shall substantially change the original purpose of the organization.</p>	<p>As per Article VIII, Section 9: In all cases (meetings or mail polls), percentage agreement will be calculated as the number of “yes” votes divided by the total number of “yes” and “no” votes.</p>	<p>ARTICLE XVII: Amendments These Bylaws may be amended by a two-thirds (2/3) majority of the Trustees <u>voting in a properly constituted meeting</u>. This vote shall be tabulated by proxy or in person, at an annual meeting, or by a special mail poll, with a minimum of ninety (90) days notice, provided that no amendment shall substantially change the original purpose of the organization.</p>
<p>ARTICLE XVIII: Dissolution This organization may be dissolved or liquidated by an eighty percent (80%) vote of the current Trustees. This vote shall be tabulated by proxy or in person at a regular meeting. All assets would then be distributed on a proportionate basis to the member organizations, based upon the number of trustees from each member organization.</p>	<p>As per Article VIII, Section 9: In all cases (meetings or mail polls), percentage agreement will be calculated as the number of “yes” votes divided by the total number of “yes” and “no” votes.</p>	<p>ARTICLE XVIII: Dissolution This organization may be dissolved or liquidated by an eighty percent (80%) vote <u>majority</u> of the current Trustees <u>voting in a properly constituted meeting</u>. This vote shall be tabulated by proxy or in person at a regular meeting. All assets would then be distributed on a proportionate basis to the member organizations, based upon the number of trustees from each member organization.</p>