This meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated March 17, 2017, and in accordance with Article VII, Section 1, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:32 a.m., local time, on March 26, 2017, at the Executive Boardroom at OCLC, 6565 Kilgour Place, Dublin, Ohio. Ms. Yee presided as Chair and Ms. Presas kept the minutes of the meeting.

Trustees present:
Brady Deaton
Berndt Dugall
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Mal Schaert
James Neal
Loretta Parham
John Patrick
Barbara Preece
John Szabo
Ellen Tise
Sandra Yee

Trustees absent:
None

Also, present for all or portions of the meeting:
David ("Skip") Prichard, President & Chief Executive Officer
Katie Birch, Executive Director, Resource Sharing
Andrew Bordas, Vice President, Management and Customer Operations
Bruce Crocco, Vice President, Library Services for the Americas
Lorcan Dempsey, Chief Strategist, Vice President Membership & Research
Jeff Jacobs, Chief Information Officer
William ("Chip") Nilges, Vice President, Business Development
Julie Presas, General Counsel & Vice President of Legal, Secretary
William Rozek, Chief Financial Officer, Treasurer
Tammi Spayde, Vice President, Human Resources, Marketing, Facilities
Mary Sauer-Games, Vice President, Global Product Management
Eric van Lubeek, Vice President, Managing Director, EMEA & APAC

Chair Yee called the meeting to order, and welcomed the Trustees and members of the executive management team. Chair Yee then inquired as to whether there were any changes to the meeting agenda, at which none were suggested. Chair Yee then inquired as to any changes, objections to, removals from or discussion of the proposed consent agenda, and there being none, she requested a motion to approve the consent agenda. Upon a motion duly made and seconded, the Trustees approved the consent agenda by a unanimous vote. The consent agenda contained the following items:

- Minutes of the November 14, 2016 Annual Board of Trustees Meeting
- Minutes of the November 14, 2016 Special Meeting of the Board
• Board Meeting Date Change Resolution
• Audit Committee Charter Resolution
• Board Governance Committee Charter Resolution
• Committee on Technology Planning Charter Resolution
• Executive Committee Charter Resolution
• Personnel and Compensation Committee Charter Resolution

The Chair then called for the President’s report. Mr. Prichard asked that the Board look to his written report for details, which was previously provided to the Trustees. Mr. Prichard then provided an overview of OCLC’s finances for FY17 year to date. As part of this presentation, Mr. Prichard asked Messrs. Crocco and van Lubeek to report on significant sales wins in North America and EMEA, including arrangements for regional bibliographic infrastructures. Mr. Prichard then updated the Trustees on member engagement activities including the regional council meetings in Hong Kong and Berlin. He also provided a status update on significant product and development initiatives for FY17 including the recent upgrade of CONTENTdm. Mr. Prichard then introduced Ms. Sauer-Games to speak about key initiatives for the resource sharing line of business in FY17. Ms. Sauer-Games provided an overview of the priorities and timelines for each, review of the revenue from resource sharing services, and highlighted OCLC’s points of differentiation. She then introduced Ms. Birch to present an update on resource sharing activities, including the launch of Tipasa and acquisition of Relais International. After discussion, Mr. Prichard delivered final remarks and thanked the team for their work. The Chair commended the team for the excellent presentations. This concluded the President’s report.

The Chair then called the meeting into executive session at 10:03 a.m. with Mr. Prichard present for the first part. The Board continued in executive session until 10:48 a.m. at which time the meeting was called back into open session and the Chair called for a break.

The Chair reconvened the meeting at 11:05 a.m. and then delivered the Chair’s report. She thanked the Trustees for their flexibility so that adjustments could be made to the annual meeting schedule. She also commended the staff for the successful OCLC presentation at the ALA Midwinter Conference. The Chair also thanked the Trustees who attended the EMEA Regional Council in Berlin including Ms. Lison who delivered the report from the Board. The Chair reported that she and Mr. Szabo will be delivering the report from the Board at the Global Council meeting on Tuesday. The Chair then made a series of congratulatory announcements regarding career recognitions and transitions including:

• Loretta Parham for receiving the ACRL Librarian of the Year Award.
• Madeleine Lefebvre for receiving the Errol Aspevig Award for Outstanding Academic Achievement from Ryerson University. Ms. Lefebvre also announced that she will be stepping down as Chief Librarian at Ryerson University after 10 years of service. She noted that this is a
requirement of the University and that she looks forward to continuing her service on the OCLC Board.

- Chair Yee announced that she made the decision to step down this summer as Dean of the University Library System at Wayne State University after 14 years of service. The Chair also relayed that she looks forward to continuing her service on the OCLC Board.

The Chair then invited Trustees to share similar announcements, of which the following Trustees responded:

- Kathleen Keane announced that she will be retiring as Director of the Johns Hopkins University Press after 13 years. Ms. Keane reported that she looks forward to continuing her service on the OCLC Board.

- Ellen Tise announced that she is currently on sabbatical from her role at the School of Library and Information Sciences at Stellenbosch University until March, 2018. During her time off, she is taking courses at the University.

The Chair asked that the minutes reflect her congratulations for these various achievements. This concluded the Chair’s report.

The Chair then reported that the Executive Committee met with all members present.

Chair Yee reminded the full Board about the Executive Committee’s actions since the Board meeting last November. She reminded the Board that the Executive Committee may exercise the authority of the Board in the management of the affairs of OCLC when the Board is not in session.

The Committee met on Monday, December 12, 2016, to approve the acquisition of Relais International. The Committee met again on Wednesday, January 11, 2017, when, after receiving a recommendation from the Audit Committee, authorized the appointment of BDO U.S.A. as OCLC’s external audit firm. The Chair asked the full Board to ratify these actions and, after receiving a motion and second, and with no further discussion, the actions were ratified by a unanimous vote.

The Chair then reported that, during its meeting on Sunday, the Executive Committee had: (i) discussed plans for the June 2017 board meeting in Los Angeles and noted that logistical information will be sent to Trustees following the meeting, (ii) discussed planning for the 2018 Board meetings and noted that coordination with Trustees to determine the dates will begin following the meeting, (iii) reviewed and approved the revised Charter, which was approved by the Board in the consent agenda, (iv) received an update on the Membership Committee from Ms. Parham, and (v) received an update from Mr. Prichard. This concluded the report of the Executive Committee.
The Chair then called for the report of the Membership Committee. Ms. Parham provided an overview of her upcoming presentation to the Global Council. After discussion from the Board related to strengthening engagement and interaction between the Board and the membership, Ms. Parham brought forward the following resolution to the Board for their approval:

RESOLUTION

RESOLVED, that the proposed Board Membership Committee Charter as presented to this Board be, and the same is hereby approved.

Needing no second, and with no further discussion, the resolution was voted on and approved by a unanimous vote. This concluded Ms. Parham's report.

The Chair then requested the Committee on Technology Planning report. Mr. Dugall reported that the Committee met with all members present, and had: (i) reviewed and approved the revised Charter, which was approved by the Board in the consent agenda, (ii) received an update from Mr. Jacobs about OCLC's data security strategy, disaster recovery and data center performance, and (iii) received a report from Mr. Jacobs about new staff in key roles. This concluded Mr. Dugall's report.

The Chair then called for the report of the Audit Committee. Mr. Szabo reported that the Committee met with all members present, and had: (i) received an update from Mr. Bordas on OCLC's Enterprise Risk Management process and strategy, (ii) discussed the findings of the internal audit report, as well as the schedule and focus of future audits, (iii) received a presentation about OCLC's efforts to improve its back office processes and systems from Mr. Rozek, (iv) received an update about insurance including details about OCLC's Directors and Officers liability insurance, (v) received a report from Ms. Pressas about the Trustees and EMT conflict of interest disclosures, and (vi) reviewed and approved the revised Charter, which was approved by the Board in the consent agenda. Mr. Szabo also reported that the onboarding of BDO, USA is going well. This concluded Mr. Szabo's report.

The Chair then called for the report of the Personnel and Compensation Committee. Mr. Neal indicated that the Committee met with all members present, and had: (i) received an orientation about OCLC's compensation plans from Ms. Spayde, including the Management Incentive Plan (the "MIP") and the Long Term Incentive Plan (the "LTIP"), (ii) reviewed and discussed the forecast for the MIP and LTIP, (iii) received a talent management update including staff development programs and employee opinion survey, and (iv) received an overview of diversity initiatives from Ms. Spayde. Mr. Neal also noted that there is another item, which will be reported during executive session. This concluded Mr. Neal's report.
The Chair then called for the report of the Board Governance Committee. Ms. Lison reported that the Committee met with all members present, and had: (i) discussed the succession process for the Board Chair position, which will be discussed in more detail during executive session, (ii) received an update on proposed changes to OCLC’s governance structure, (iii) reviewed and finalized board committee assignments for next year, and (iv) received an update on committee orientation for incoming Trustees, new chairs and new members of committees. Ms. Lison also reported that resolutions appointing trustees and officers, as well as approving committee assignments, will be presented to the full Board for approval during the November meetings. This concluded Ms. Lison’s report.

The Chair then called for the report of the Finance and Investment Committee. Ms. Hilseheimer reported that the Committee met with all members present, and had: (i) reviewed the operating results for FY16, (ii) reviewed the details of the corporate operating plan (the “COP”) and debt portfolio, and (iii) received an update on projects and capital expenditures.

Ms. Hilseheimer brought forward the following resolution to the Board for their approval:

RESOLUTION

WHEREAS, in order to ensure competitive rates and terms for Treasury Services utilized by OCLC Online Computer Library Center, Inc. (“OCLC”), management has conducted a competitive RFP process;

WHEREAS, based upon the results of the RFP process, management has recommended that OCLC terminate its existing banking relationship and procure Treasury Services, and enter into agreements with either or both of PNC Bank, National Association and/or KeyBank National Association (individually, “Bank” and collectively, the “Banks”) for such services, which agreements may relate to one or more deposit accounts of OCLC with either Bank (collectively referred to herein as “Banking Services”); and

WHEREAS, based upon such recommendations, the Board of Trustees (the “Board”) deems it advisable and in the best interests of OCLC to authorize and approve of management transitioning OCLC’s banking relationship and entering into such arrangements with either or both of the Banks for Banking Services;

NOW THEREFORE, IT IS HEREBY RESOLVED, that any one of the following OCLC officers; President, Chief Financial Officer, and Vice President and General Counsel, is individually authorized, and may designate one or more other OCLC officers, agents or employees (each such officer or designated officer, an “Officer” and each such designated agent or employee, a “Designee”) to: (a) open or close one or more deposit and/or securities accounts (the “Accounts”) with either or both of the Banks and to transition OCLC’s Banking Services from its existing provider of such Banking Services to either or both of the Banks, (b) execute and deliver in OCLC’s name such agreement(s) regarding the Accounts and the services related thereto as either Bank may from time
to time require, (c) authorize and execute transactions on the Accounts, including, without limitation, (i) signing checks and other instruments withdrawing funds from the Accounts, including those payable to cash or to persons who sign them, (ii) requesting funds transfers by either Bank to and from the Accounts, (iii) entering into arrangements for the processing of automated clearing house (“ACH”) debit entries and/or ACH credit entries to and from the Accounts, and (iv) endorsing on behalf of OCLC, and otherwise negotiating, checks and other items payable to OCLC, (d) incur overdrafts and other obligations in the Accounts at either Bank in connection with any of the products, services, or activities authorized by these resolutions, and (e) invest OCLC's funds on such terms and conditions as such Officer or Designee, as applicable, deems appropriate;

RESOLVED FURTHER, that OCLC is authorized to enter into any other arrangements, agreements and documents with respect to any of either Bank's deposit and treasury management products and services, in such form and on such terms and conditions as may be agreed to by an Officer or Designee signing such agreements and documents;

RESOLVED FURTHER, that except to the extent provided otherwise in any agreement between OCLC and either Bank, OCLC authorizes each Bank to rely on any act or communication, including telephone, wire or electronic communication, purporting to be done by any officer, employee or agent of OCLC if such reliance is in good faith, and OCLC shall be bound to such Bank by any such act or communication relied on by such Bank in good faith;

RESOLVED FURTHER, that these resolutions are in addition to, and not by way of limitation on, other resolutions, if any, of OCLC's Board in favor of either Bank, and that the authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized by these resolutions performed prior to the passage of these resolutions are hereby approved and ratified as the official acts and deeds of OCLC; and

RESOLVED FURTHER, that each of these resolutions shall continue in full force and effect until either Bank has received express written notice of its rescission or modification by a resolution duly adopted by OCLC's Board.

Needing no second, and with no further discussion, the resolution was voted on and approved by a unanimous vote.

RESOLUTION

RESOLVED, that the proposed Board Finance & Investment Committee Charter (attached) as presented to this Board be, and the same is hereby approved.

Needing no second, and with no further discussion, the resolution was voted on and approved by a unanimous vote. This concluded Ms. Hilsheimer’s report.
Chair Yee then convened the meeting in executive session at 12:05 p.m. with Mr. Prichard and Ms. Presas present. Mr. Szabo was present for some of the executive session but stepped out of the room for a portion of the discussion. The Board continued in executive session until 1:08 p.m., at which time the Chair re-convened the Board in open session.

During the open session, the Chair addressed changes to OCLC’s By-Laws and moved and approved the following resolutions by unanimous vote of Trustees present:

RESOLUTION

WHEREAS, at a meeting held on November 3, 2016, the Board of Trustees (the “Board”) of OCLC Online Computer Library Center, Inc. (the “Corporation”) considered and approved certain changes to the Corporation’s current Articles of Incorporation (“Articles”), Code of Regulations (“Regulations”) and Membership and Governance Protocols (“Protocols”) as part of the Corporation’s broader evaluation of its corporate governance structure, consistent with its public purposes; and

WHEREAS, the Board now deems it advisable and in the best interests of the Corporation to approve corresponding revisions to its By-Laws; and

WHEREAS, the Finance and Investment Committee of the Board has conducted a review of certain financial thresholds, as set forth in Article VII of the Corporation’s By-Laws, to ensure that such financial thresholds are sufficient to provide the Corporation and management with the necessary flexibility to conduct its operations, consistent with the Corporation’s public purposes; and

WHEREAS, based upon such review, the Finance and Investment Committee has presented to the Board a recommendation to increase certain of the financial thresholds as set forth in Article VII; and

WHEREAS, the Board believes it to be advisable and in the best interests of the Corporation to accept the recommendation of the Finance and Investment Committee and amend Article VII of the By-laws as presented;

NOW, THEREFORE, BE IT

RESOLVED, that the By-Laws, in such restated form as are attached hereto as Exhibit A, are hereby adopted and approved; and

RESOLVED FURTHER, that, the Chair, Vice Chair, President & CEO, Secretary of the Corporation, or any other such officer designated by any of the foregoing in writing (each, an “Authorized Officer”), each with the full power to act alone, be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to carry out and fully perform the terms and provisions of these By-Laws pursuant to the foregoing resolutions.
There being no further business to come before the Board at this time, a motion to adjourn was moved, seconded and unanimously approved by all Trustees present at 1:10 p.m.

Sandra Yee, Chair

Julie Presas, Secretary
OCLC Board of Trustees
Finance and Investment Committee
Charter

In order to provide guidance to the Finance and Investment Committee ("Committee") in fulfilling its responsibilities, the Board of Trustees ("Board") of OCLC Online Computer Library Center, Inc. ("OCLC"), has adopted this Finance and Investment Committee Charter ("Charter"). The Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board for approval.

Committee Role:

The Committee is responsible for the oversight of the financial health of OCLC. The Committee reviews interim and annual financial results and the annual Corporate Operating Plan, approval of loans, capital expenditures, mergers, acquisitions, dispositions and special expenditures. This Committee also reviews long-term investment policy and banking resolutions and recommends action by the Board.

Committee Membership and Organization

In accordance with the By-Laws of the Board, the Committee membership may consist of three (3) or more Trustees. To the fullest extent permitted by law, the Articles of Incorporation and the Code of Regulations of the Corporation, during intervals between meetings of the Board, the Committee possesses and may exercise every power, right, and privilege conferred by law, the Articles of Incorporation or the Code of Regulations upon the Board in the purchase, sales, conveyance, transfer, delivery, hypothecation, investment, reinvestment and de-investment of all real, personal, mixed, tangible and intangible property of the Corporation, and in the making and negotiating of loans on behalf of the Corporation as OCLC’s needs from time to time may require.

The Committee shall conduct a preliminary review of the annual budget plan and Corporate Operating Plan, shall review proposed financial plans and programs, and shall recommend action to the full Board. The Committee shall review and act upon all loans in excess of $1,000,000 and make recommendations to the full Board. The Committee shall review and act upon an unbudgeted capital expenditures in excess of $1,000,000 that results in exceeding the total approved capital budget in excess of 1,000,000 in the Annual Corporate Operating Plan. The Committee shall review and act upon any expenditure in excess of $1,000,000 related to the acquisition or sale of real estate, for construction of a facility and for research investments, if not already included in the Annual Corporate Operating Plan and make recommendations to the full Board.

The Committee shall review and act upon actions disposing of assets of OCLC which have a book value or would generate gross proceeds in excess of $500,000, and make recommendations to the full Board.

The Committee reviews the performance of OCLC’s investment portfolio and approves changes to the Investment Policy Statement of OCLC’s Long-term Portfolio.

One member of the Committee shall be appointed as Chair. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas and making regular reports to the Board. The Chair will also maintain contact with the President and Chief Executive Officer and Chief Financial Officer.

The Committee shall meet a minimum of three times a year, with additional meetings scheduled as deemed necessary by the Committee.
Committee Responsibilities

Although the Committee may consider additional duties, the general responsibilities of the Committee in carrying out its role are described below:

<table>
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<tr>
<th>Duties</th>
<th>When Performed</th>
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<tbody>
<tr>
<td>1. Review corporate operating results including the investment portfolio dashboard.</td>
<td>March, June, September</td>
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<tr>
<td>2. Review the full-year forecast.</td>
<td>March, June, September</td>
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<tr>
<td>4. Review the two-year enterprise resource plan and Enterprise Product Plan for the next fiscal year Corporate Operating Plan.</td>
<td>June</td>
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<tr>
<td>5. Review the Corporate Operating Plan and budget for the next two fiscal years and recommend action to Board.</td>
<td>June</td>
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<tr>
<td>6. Review the previous fiscal year's results and audited financial statements including investment performance.</td>
<td>September</td>
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<tr>
<td>7. Review MIP and LTIP financial measurements and make recommendations to the Personnel and Compensation Committee.</td>
<td>September</td>
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<td>8. Approve long-term investment policy.</td>
<td>As Needed</td>
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<tr>
<td>9. Review all loans and expenditures as outlined in the Committee Membership and Organization section of this Charter.</td>
<td>As Needed</td>
</tr>
<tr>
<td>10. Review dispositions of assets with a book value or that would generate gross proceeds in excess of $500,000 and make recommendations to Board.</td>
<td>As Needed</td>
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BY-LAWS FOR GOVERNANCE
OF
BOARD OF TRUSTEES OF OCLC Online Computer Library Center, Inc.

ARTICLE I
PURPOSE

These By-Laws are approved and adopted by the Board of Trustees for the governance of its internal affairs as the Board of Trustees of OCLC Online Computer Library Center, Inc. If these By-Laws or any portion thereof conflict with either the Articles of Incorporation or the Code of Regulations of OCLC Online Computer Library Center, Inc., the Articles of Incorporation or the Code of Regulations shall be controlling.

ARTICLE II
DEFINITIONS

As used in these By-Laws, the word "Corporation" and "OCLC" mean OCLC Online Computer Library Center, Inc., and the terms "Trustees", "Board of Trustees" and "Board" mean the Trustees of OCLC Online Computer Library Center, Inc. as provided for by law and by the Articles of Incorporation of OCLC Online Computer Library Center, Inc.

ARTICLE III
MEETINGS

Section A. Schedule of Meetings.

(1) Annual Meeting. The Board shall meet immediately following the annual meeting of the Trustee Members.

(2) Regular Meetings. The Board shall meet at least four (4) times each year (in addition to the Annual Meeting) at dates and times to be determined by the Board. The meetings shall be held at the business offices of the Corporation or at a place or places as the Board determines. The Secretary of the Corporation shall notify each Trustee of each such meeting at least ten (10) days prior to the day named for such meeting by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail, or courier service with postage or fees prepaid.
(3) **Special Meeting.** The Chair, a Vice-Chair, or three (3) or more of the Trustees may call a special meeting of the Board. The Secretary shall give notice of said meeting to each Trustee at least three (3) days prior to the day named for such meeting. The Secretary shall give notice to the Trustees in the same manner as set forth in Section A (2), of this Article. The time, place and purpose for the special meetings shall be determined by the person or persons requesting such meeting and shall be given to the Secretary for inclusion in the notice required under this Section A(3).

Section B. **Quorum.** At all meetings of the Board, a majority of the Trustees shall constitute a quorum for the transaction of business. If, at any meeting of the Board there are fewer than a quorum present, the majority of those present may adjourn the meeting from time to time. In the event a quorum is subsequently achieved after such adjournment of the meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**ARTICLE IV**

**OFFICERS**

Section A. **Selection.** The officers of the Corporation shall consist of a Chair of the Board of Trustees, a Vice-Chair or Vice-Chairs of the Board of Trustees, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees shall from time to time determine.

The Chair and the Vice-Chair or Vice-Chairs of the Board shall be elected from and by the Board at a meeting called for that purpose, or at the annual meeting following the election of successor Trustees. They shall serve for those terms set by the Board as specified in the Code of Regulations and until their successors are elected and qualified and may succeed themselves.

The President, the Secretary, the Treasurer, and such other officers shall be appointed by the Board and shall serve at the pleasure of the Board. At no time may an employee of OCLC become a Trustee during his or her term of employment.
The officers of the Corporation shall have those duties and powers, responsibilities and authority to act for or on behalf of the Corporation as are normally incident to such office or which are designated by the Board.

Section B. **Removal and Vacancies.** Officers may be removed for cause by a majority vote of the Board present at a meeting at which a quorum is present, after notice to such officer provided by the Secretary and stating the cause(s). Such notice shall be given at least three (3) days prior to the meeting at which the Board will vote upon removal.

Vacancies occurring in an office of the Corporation shall be filled by appointment in accordance with this Article.

**ARTICLE V**
**COMPENSATION AND RETIREMENT AGE**

Section A. **Compensation.** Compensation of officers designated by the Board, members of the Board and committee members shall be such as is determined by the Board from time to time.

Section B. **Retirement Age.** There shall be no mandatory retirement age for either the Trustees or the officers of the Corporation.

**ARTICLE VI**
**TRUSTEES UNEXPIRED TERMS**

Section A. **Vacancies.** Vacancies occurring on the Board, by reason of removal, death, disability, resignation or other reason, shall be filled by a majority vote of the Trustee Members present at a meeting at which a quorum is present, and the successor Trustee shall serve for the unexpired term of his or her predecessor, except that a successor Trustee for one (1) of the six (6) Trustees elected by the Member Delegates shall serve until appropriate action by the Member Delegates regarding succession.

Section B. **Removal.** A Trustee may be removed by a two-thirds (2/3) vote of the Trustee Members present at any annual or special meeting duly called at which a quorum is present, and the vacancy thus created shall be filled in accordance with this Article.
ARTICLE VII
FINANCIAL RESPONSIBILITY

Section A. **Budget.** The Board shall approve the annual budget plan after receiving the recommendation of the Finance and Investment Committee and shall, when deemed appropriate, approve broad changes in the pricing philosophy of the Corporation.

Section B. **Loans.** The Board shall review and act upon all loans in excess of One Million Dollars ($1,000,000.00), after receiving the recommendations of the Finance and Investment Committee.

Section C. **Capital Expenditures.** The Board shall review and act upon an unbudgeted capital expenditure in excess of One Million Dollars ($1,000,000.00) that results in exceeding the total approved capital budget in excess of One Million Dollars ($1,000,000) in the Annual Corporate Operating Plan, after receiving the recommendation of the Finance and Investment Committee. The Board shall review and act upon any expenditure in excess of One Million Dollars ($1,000,000.00) related to the acquisition or sale of real estate, for construction of a facility and for research investment if not already included in the Annual Corporate Operating Plan, after receiving the recommendation of the Finance and Investment Committee.

Section D. **Disposition of Corporate Assets.** The Board shall review and act upon actions disposing of assets of the Corporation which have a book value, or would generate gross proceeds, in excess of Five Hundred Thousand Dollars ($500,000.00), after receiving the recommendations of the Finance and Investment Committee.

Section E. **Donations and Contributions.** The Board shall review and act upon donations and contributions by the Corporation which are individually in excess of Twenty Thousand Dollars ($20,000.00).

Section F. **Financial Ratios.** The Board shall establish financial ratios to assess the financial soundness of the Corporation.

Section G. **Special Expenditures.** The Board shall review and act upon expenditures for special projects which the Board feels are important to carry out the tax-exempt purposes of the Corporation as a tax exempt organization.
Section H. **Outside Auditors.** The Board shall review and act upon the recommendations of the Audit Committee for the appointment of outside auditors for the Corporation.

Section I. **Employee Benefits.** The Board shall review and act upon employee benefit and insurance plans recommended by the Personnel and Compensation Committee.

**ARTICLE VIII**

**STANDING COMMITTEES**

Section A. **Executive Committee.** The Board of Trustees may designate three (3) or more Trustees, including the Chair of the Board, to constitute an Executive Committee, which Committee shall have and exercise the authority of the Board of Trustees in the management of the affairs of the Corporation when the Board of Trustees is not in session.

Section B. **Finance and Investment Committee.** The Board of Trustees may designate three (3) or more Trustees to constitute a Finance and Investment Committee, which to the fullest extent permitted by law, the Articles of Incorporation and the Code of Regulations of the Corporation, during the intervals between meetings of the Board of Trustees, shall possess and may exercise every power, right, and privilege conferred by law, the Articles of Incorporation or the Code of Regulations upon the Board of Trustees in the purchase, sale, conveyance, transfer, delivery, hypothecation, investment, reinvestment, and deinvestment of all real, personal, mixed, tangible and intangible property of the Corporation, and in the making and negotiating of loans on behalf of the Corporation as its needs from time to time may require.

The Committee shall conduct a preliminary review of the annual budget plan, shall review proposed financial plans and programs, and shall recommend action to the full Board.

The Committee shall keep a record of its action and transmit such record to the Board to become a part of its legally approved minutes at the next regular meeting.

Section C. **Personnel and Compensation Committee.** The Board of Trustees may designate three (3) or more Trustees to constitute a Personnel and Compensation Committee to be responsible for review of the Corporation’s personnel, compensation, and benefits policies as well as working conditions to insure the highest possible quality of life for the Corporation’s employees. No Trustee who is an employee of the Corporation, or former employee
of the Corporation receiving retirement benefits, shall serve on the Personnel and Compensation Committee.

Section D. Audit Committee. The Board of Trustees may establish an Audit Committee composed of not fewer than five (5) nor more than seven (7) Trustees that shall select an independent, certified auditor and recommend to the Board the appointment of that auditor. The Audit Committee shall meet at least two (2) times annually for the following purposes: review the planned audit scope; review the results of the independent auditor’s examination of financial statements, the auditor’s opinion thereon, and the auditor’s recommendations with respect to accounting, internal control and other matters; review the Corporation’s internal auditing procedures; examine conflict of interest reports of Trustees and members of management; and review such other methods of financial and compliance controls as may be appropriate. The Audit Committee shall be subject to the Audit Committee Charter, as that document may be amended from time to time, in the performance of its duties and obligations.

Section E. Membership Committee. The Board of Trustees shall establish a Membership Committee. The Membership Committee shall be composed of three (3) or more Trustees, and six (6) Member Delegates, and such additional non-voting Trustee or non-Trustee participants as the Board may determine from time to time. The Global Council shall nominate potential Member Delegates to fill the Member Delegate positions to the Committee, and the Board shall confirm the Delegate Committee members from those potential candidates. The Board shall elect the Chair of the Committee, and said Committee shall be further governed by the Membership and Governance Protocols as created and amended by the Joint Membership Committee and as approved by a majority of the Member Delegates and a majority of the Board of Trustees from time to time.

Section F. Other Standing Committees. The Board of Trustees may establish other standing committees which the Board may determine at any time and from time to time to be necessary or desirable. The Board of Trustees may designate the number of members of such standing committees; and the members may be from among the Trustees or may be any other persons as determined by the Board. The Board shall name committee members, create the charge of the committee and grant authority to the committee which is permitted by law, the
Articles of Incorporation and the Code of Regulations of the Corporation and which the Trustees shall deem appropriate.

Section G. Committee Chairs. The Chair of the Board shall be Chair of the Executive Committee. Except as otherwise provided in this Article VIII above, the Board shall appoint other Committee Chairs, who shall serve at the pleasure of the Board.

ARTICLE IX
AD HOC COMMITTEES

Section A. Committee Composition. The Board of Trustees may designate three (3) or more persons, including at least one (1) Trustee, to serve upon ad hoc committees as the Board from time to time creates.

Section B. Committee Chairs. The Board of Trustees shall appoint Ad Hoc Committee Chairs, who are not required to be Trustees, and who shall serve at the pleasure of the Board.

ARTICLE X
AMENDMENTS

Except as otherwise required by law, the Articles of Incorporation or the Code of Regulations, these By-Laws may be amended by the Board at any meeting, by an affirmative vote of two-thirds (2/3) of those Trustees present.