

**AMENDED AND RESTATED BYLAWS  
OF THE  
INTERNATIONAL CLIENT COUNSELING COMPETITION  
A California Nonprofit Corporation**

**Article I  
EXECUTIVE OFFICE**

The principal executive office of the corporation is hereby fixed and located at 1613 Crestwood Dr. Columbia, South Carolina 29205. The Board of Directors (hereinafter referred to as the “*Board*”) is hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location. A branch or subordinate office or offices may at any time be established by the Board at any place or places.

**Article II  
NON-PROFIT AND NON-PARTISAN ACTIVITIES**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Internal Revenue Code of 1954, as amended, provided that the corporation has made an election under said section of said Code), and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**Article III  
DEDICATION OF ASSETS**

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954, or any individual. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the purposes set forth in Article II above, and no part of the profits or net income or assets of this corporation shall ever inure to the benefit of any Director, officer, trustee, shareholder, or member thereof or to the benefit of any private individual. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets of this corporation shall be distributed to one or more nonprofit trusts, funds, foundations, corporations, associations, or institutions which are organized and operated exclusively for literary, charitable, educational, scientific, or religious purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 and Section 23701(d) of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, as the Board of Directors of this corporation may then determine. Any such distribution shall be made conditional on the transferees taking such assets subject to such obligations then outstanding as may have validly been created or entered into by this corporation. In no event shall any funds, property, or assets of this corporation as shall exist upon the winding up and dissolution of this corporation be paid directly or indirectly to any member, Director, or officer of the corporation or to any person related to such member, officer, or Director, but shall be disbursed only in accordance with the limitations hereinabove contained.

**Article IV  
MEMBERSHIP**

The corporation shall have no members.

**Article V  
BOARD OF DIRECTORS**

**Section 5.01 Powers**

Subject to the provisions of the Articles, of the Bylaws, and of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitation, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a) To amend or otherwise revoke these Bylaws.
- b) To select and remove all the other officers, agents, and employees of the corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles of these Bylaws, fix their compensation, and require from them security for faithful service.
- c) To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefor not inconsistent with law, or with Article or these Bylaws, as they may deem best, including by approving such policies as deemed necessary.
- d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefor.

**Section 5.02 Number of Directors**

The Board shall consist of such number of individuals as may be determined from time to time by the Board (each, a “*Director*”). The number of Directors shall not be less than three (3) nor more than seven (7).

**Section 5.03 Election and Term of Office**

At each annual meeting, the Board of Directors shall elect Directors who shall hold office until the annual meeting coinciding with the end of such Director’s term, unless the service is earlier terminated because of death, resignation, or removal. Directors shall take office immediately following the close of the annual meeting at which they are elected. Directors shall serve three (3) year terms but are eligible for re-election. Director terms shall be staggered so that at the time of each annual meeting, the terms of approximately an equal number of Directors shall expire, and Director terms may be adjusted by action of the Board at the time of the election to provide for a more equivalent number of Directors with expiring terms in any given year. At each annual meeting, the Board shall select from among the Directors one Director to serve as Executive Chair of the Board, who shall be empowered with the powers set forth in these Bylaws.

**Section 5.04 Resignation**

Any Director may resign effective upon giving written notice to the Executive Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without a duly appointed or elected Director or Directors in charge of its affairs.

#### **Section 5.05 Vacancies**

Unless otherwise provided in the Articles or these Bylaws, vacancies in the Board, including those existing as a result of a removal of a Director, may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term for which elected until a successor has been elected and qualified. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the Directors fail, at any annual or special meeting of the Directors at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting, or if a Director has been declared of unsound mind by an order of court or convicted of a felony in the United States, or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law.

#### **Section 5.06 Removal**

Any Director may be removed with cause if such removal is approved by a majority of the Directors then in office. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### **Section 5.07 Place of Meeting**

Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. Whenever a place other than the principal office is fixed by the Board as the place at which future meetings are to be held, written notice thereof shall be sent not later than the following business day to all Directors who were absent from the meeting at which said place was fixed. In the absence of such designation regular meetings shall be held at the principal executive office of the corporation. Regular or special meetings of the Board may be held remotely, via telecommunication, as determined by the Executive Chair of the Board.

#### **Section 5.08 Annual Meeting**

The annual regular meeting of the Board shall be as may be fixed by the Board. Such regular meeting shall be held for the purpose of organization, election of Directors and officers, and the transaction of other business. Annual meetings may be conducted via telecommunication as determined by the Executive Chair of the Board.

#### **Section 5.09 Special Meetings**

Special meetings of the Board for any lawful purpose may be called at any time by the Executive Chair of the Board, the President, or by any two Directors. Special meetings of the Board shall be held upon four (4) days written notice by first-class mail or two (2) days notice given personally or by telephone, telegraph, FAX telex, or other similar instantaneous or nearly-instantaneous means of communication (such as e-mail). The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the

place in which the meetings of the Directors are regularly held or such notice may be given via telecommunication methods as mentioned above, to the address or number regularly used by such Director for Board communication. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and such waiver shall be recorded in the minutes of the meeting.

### **Section 5.10 Quorum**

A majority of the Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by the Articles, subject to the provisions of the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

### **Section 5.11 Participation in Meetings by Remote Means**

Members of the Board may participate in a meeting through the use of conference telephone, videoconference, or similar telecommunications equipment, so long as all members in such meeting can hear one another.

### **Section 5.12 Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### **Section 5.13 Compensation**

Directors and members of committees shall not receive compensation for their services. However, expenses deemed just and reasonable shall be reimbursed by the Executive Chair subject to annual accounting provided to the Board.

### **Section 5.14 Rights of inspection**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and also of its subsidiary corporations, domestic or foreign. Such inspection by a Director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

### **Section 5.15 Committees**

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the number of Directors authorized. The Board may appoint one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- a) The approval of any action for which the Nonprofit Public Benefit Corporation Law of California also requires Board approval;
- b) The filling of vacancies on the Board or in any committee which has the authority of

- the Board;
- c) The fixing of compensation of the Directors for serving on the Board or on any committee;
  - d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
  - e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
  - f) The appointment of other committees of the Board or the members thereof;
  - g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
  - h) The approval of any transaction (i) to which the corporation is a party and in which one or more Directors has a material financial interest and which does not meet the requirements of Section 5233(d)(1), (2) or (3) of the California Nonprofit Public Benefit Law; or (ii) between the corporation and one or more of its Director or between the corporation or any person in which one or more of its Directors have a material financial interest.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

## **Article VI OFFICERS**

### **Section 6.01 Officers**

The officers of the corporation shall be the President, Secretary, and Treasurer. Any number of offices may be held by the same person, and any Director may also be appointed to an officership.

### **Section 6.02 Appointment**

The officers of the corporation shall be appointed by a majority of the Directors then in office, and shall serve three (3) year terms, or until removed by the Board in accordance with this Article. There must be a President, Secretary, and a Treasurer at all times.

### **Section 6.03 Subordinate Officers**

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. If the President chooses to make such an appointment, the President shall also have the authority to remove such subordinate officer without the advice or consent of the Board (the Board shall reserve their authority to remove such subordinate officer as well).

### **Section 6.04 Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein;

and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 6.05 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

#### **Section 6.06 President**

Subject to any restrictions set out in these Bylaws, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. The President shall, in the absence of the Executive Chair of the Board, or if there be none, preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

#### **Section 6.07 Secretary**

The secretary shall keep or cause to be kept at the principal executive office or such other place as the Board may order, a book of minutes of all meetings and actions of the Board, and its committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The secretary shall also give, or cause to be given, notice of all the meetings of the Board and of any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

#### **Section 6.08 Treasurer**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall also cause all moneys and other valuables to be deposited in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall have the authority, together with the Secretary and the President (and any subordinate officers the President authorizes to disburse the funds), to disburse the funds of the corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

#### **Section 6.09 Vice President**

The President shall be empowered to establish an office of the Vice Presidency in their discretion. Once such an office has been established, the Vice President shall not be removed except with the affirmative vote of two of the three other Officers, but the Vice President may freely resign or otherwise surrender the office. If the office is vacated, the President may, but shall not be required to, appoint a new Vice President to serve in the role. The Vice-president shall assist the President in all duties, preside over meetings in the absence of the president, act as liaison between the committee chairpersons and the Board of Directors, and shall perform the duties of President in the event of the latter's inability to serve.

## **Article VII RECORDS**

### **Section 7.01 Inspection of Bylaws**

The corporation shall keep available for review either at its principal executive office or such place as determined by the Board, a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by Directors at all reasonable times during office hours. If the corporation has no office in California, it shall upon the written request of any Director furnish to such Director a copy of the Articles and Bylaws as amended to date.

### **Section 7.02 Maintenance and Inspection of Other Corporate Records**

The accounting books, records, and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal; executive office of the corporation. The minutes and accounting books and records shall be open to inspection by every Director pursuant to his right to inspect as set forth in Section 7.01 above.

### **Section 7.03 Endorsement of Documents; Contracts**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance, or other instrument in writing and any assignment or endorsements thereof executed or entered into between this corporation and any other person, when signed by the President, the Secretary or the Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had not authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation for any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

### **Section 7.04 Representation of Share of Other Corporations**

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights, incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

### **Section 7.05 Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

### **Section 7.06 Annual Report**

The Treasurer shall, within 120 days of the close of its fiscal year, prepare for Board approval and submission to the State, a report containing any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law. Upon approval by the Board, the Treasurer shall cause such report to be filed with the California Secretary of State. The Treasurer shall also prepare for approval by the Board a Form 990 Annual Return, and upon receiving such approval, shall cause such Form 990 to be filed with the United States Internal Revenue Service and all such other government authorities so as to maintain the tax exemptions of the Corporation.

## **Article VIII INDEMNIFICATION**

### **Section 8.01 Indemnification**

The corporation shall have the power to indemnify its “agents” including its Directors and Officers as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law, to the full extent permitted by Section 5238 and applicable law.

### **Section 8.02 Insurance**

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 4233 of the California Nonprofit Public Benefit Corporation Law.

### **Section 8.03 Non-applicability to Fiduciaries of Employee Benefit Plans**

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent of the corporation as defined in Section 8.01. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise which shall be enforceable to the extent permitted by applicable law.

## **Article IX CONFLICT OF INTEREST POLICY**

### **Section 9.01 Purpose**

The purpose of the conflict-of-interest policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 9.02 Definitions**

“**Compensation**” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

“**Financial Interest**” shall mean when a person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

“**Interested Person**” shall mean any Director, officer, or member of a committee with governing board



delegated powers, who has a direct or indirect financial interest.

### **Section 9.03 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed shall be recorded in the meeting minutes.

### **Section 9.04 Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists after a majority vote.

### **Section 9.05 Procedures for Addressing the Conflict of Interest**

A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board of Directors' discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable.

### **Section 9.06 Violations of the Conflicts of Interest Policy**

If the Board of Directors has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 9.07 Statements**

Each Director, Officer and member of a committee shall, upon assuming such office, sign a statement which affirms such person has received a copy of the conflicts of interest policy, has read and understands the policy, and has agreed to comply with the policy, and that he or she understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article X AMENDMENT**

These Bylaws may be altered, amended, changed, or repealed at any meeting of the Board of Directors, provided that any alteration, amendment, change, or repeal must be approved by a majority of the entire Board. Amendments shall become effective immediately, unless the Board in adopting them specifically provides that they are to become effective at a later date. The Board may exercise the power to adopt, amend, alter, change, or repeal these Bylaws at any time with or without prior notice to the Directors. No

amendment may be made which would cause the Corporation to no longer qualify as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Internal Revenue Code.

**Article XI  
MISCELLANEOUS**

**Section 11.01 Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

**Section 11.02 Checks**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

**Section 11.03 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other places of deposit as the Board of Directors may select.

**Section 11.04 Designated Contributions**

The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes and any donation or other gift acceptance policy, as set forth in the Articles of Incorporation. The Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

**Section 11.05 Effective Date**

These Bylaws shall become effective upon adoption.

The foregoing Bylaws were adopted by the Board of Directors on [Enter date.]

\_\_\_\_\_  
Secretary