

INTERNATIONAL THRILLER WRITERS, INC.

TENTH AMENDED AND RESTATED BY-LAWS

ARTICLE I NAME; PRINCIPAL OFFICE

Section 1. Tenth Amended and Restated Bylaws. These “Tenth Amended and Restated Bylaws” (hereinafter referred to as “Bylaws”) are adopted as of this 30th day of November, 2017, and shall supersede any previously executed and adopted Bylaws for the Corporation (as defined herein).

Section 2. Name of Corporation. The name of this Corporation shall be International Thriller Writers, Inc., and shall be referred to herein as the "Corporation."

Section 3. Location of Principal Office. The principal office of the Corporation shall be at such place as the board of directors (hereinafter referred to as “Board”) may from time to time designate by resolution.

ARTICLE II PURPOSES

Section 1. Corporation Is Nonprofit. This Corporation has been formed pursuant to the General Corporation Law of the State of Delaware as a non-stock corporation. It is a mutual benefit non-profit trade association formed as a corporation.

Section 2. Specific Purpose. The specific and primary purpose of this Corporation shall be to: promote the thriller genre; provide opportunities for collegiality among thriller authors and industry professionals; bestow recognition for the genre; and sponsor and support events and conferences and all other related activities.

ARTICLE III MEMBERSHIP

Section 1. Members of the Corporation. The Members of this Corporation shall be limited to those as defined herein.

Section 2. Term of Membership. Each Member shall remain a Member until he or she no longer qualifies as such.

Section 3. Furnishing Evidence of Membership. A person shall not be entitled to exercise the rights of a Member until such person has advised that he or she is qualified to be a Member, and, if requested, has provided evidence of such qualification in the form currently prescribed by the Board normally by filing an application containing verifiable information.

Exercise of membership rights shall be further subject to the rules set forth by the Board and in these Bylaws including the rules regarding record dates for notice, voting and actions by written ballot and eligibility for voting.

Section 4. Re-instatement of Membership. If any active or associate members lose membership status via resignation or board revocation, an application for re-instatement will only be considered after a period of two years. As warranted, the board will consider the specific circumstances of the membership loss, the gravity of the circumstances, and the impact of reinstatement on ITW.

Initial application shall be made in the following fashion:

- 1) written request for reinstatement;
- 2) the matter will be added to a board meeting agenda;
- 3) after discussion, any board member may move to have the member re-instated;
- 4) the motion will be carried or fail on a simple majority vote.

If the application for re-instatement is unsuccessful, a further application for re-instatement may not be brought by the same individual for an additional two years.

ARTICLE IV **MEMBERSHIP CLASSES, SPONSORSHIP AND VOTING**

Section 1. There shall be four classes of participation:

(A) PATRONS: Patrons shall be Active Members or Associate Members. Patrons, formerly known as “Founding Sponsors,” shall be recognized in a manner as determined by the Board. There shall be no more than twenty-five Patrons and then this class of participation shall be closed except by vote of the Membership. Initial dues for Patrons shall be \$5,000.00 payable upon membership, and thereafter the dues shall be in the amount of the regular annual assessment appropriate to their respective class of Membership. Nothing herein shall take away any public relations rights conferred on “Founding Sponsors” by the Third Amended and Restated By-Laws for individuals who were members of this category prior to October 1, 2007. Included is that Patrons will be listed permanently in gold print on the official Corporation letterhead and on the website home page.

(B) SPONSORS: Sponsors shall be Active Members or Associate Members. Sponsors, formerly known as “Charter Sponsors,” shall be recognized in a manner as determined by the Board. Initial dues for Sponsors shall be \$1,000.00, payable upon membership, and thereafter the dues shall be in the amount of the regular annual assessment appropriate to their respective class of Membership. Nothing herein shall take away any public relations rights conferred on “Charter Sponsors” by the Third Amended and Restated By-Laws for individuals who were members of this category prior to October 1, 2007.

(C) SUPPORTERS: Supporters shall be Active Members or Associate Members. Supporters, formerly known as “Charter Members,” shall be recognized in a manner as

determined by the Board. Initial dues for Supporters shall be \$500.00 payable upon membership, and thereafter the dues shall be in the amount of the regular annual assessment appropriate to their respective class of Membership. Nothing herein shall take away any public relations rights conferred on "Charter Members" by the Third Amended and Restated By-Laws for individuals who were members of this category prior to October 1, 2007.

(D) MEMBERS: There shall be two classes of Membership: Active Member and Associate Member:

(i) Active Members are authors in the thriller genre who were or are published by a qualified publisher, as such is defined by the Board, and further meet any other criteria set forth by the Board for this category of membership.

(ii) Associate Members shall be persons who are interested in and support the thriller genre.

Section 2. The Board shall have the right to classify, or reclassify, the classes of membership set forth in Section 1, above. In classifying or reclassifying Members the Board shall not implement rules that would materially alter the voting power of the Active Members. "Materially alter" means adopt a policy that would have the effect of disenfranchising more than 10% of the voting rights of the Active Members or make any rule the purpose of which is to protect the Board or a Member of the Board from a recall challenge by the Membership.

Section 3. An Active Member or Associate Member shall be in good standing unless dues are 90 days or more in arrears. An Active Member or Associate Member may be dropped for nonpayment of dues if his dues are 90 days or more in arrears. In dropping a member for cause, the Board shall set up proper procedures for action, with due regard for the right of the Member to defend himself or herself, and such action must be sustained by a two-thirds vote of the full Board.

Section 4. Only Active Members in good standing shall have the right to vote and be elected as officers or directors. Only Active Members may chair committees.

Section 5. The Board shall, by majority vote, set the amount of dues and/or other payments within each class of membership.

Section 6. Active Member Voting Rights. On each matter submitted to a vote of the Acting Members, whether at a meeting of the Membership called and held pursuant to the provisions of these Bylaws or otherwise, each Active Member shall be entitled to cast one vote. Other Members may not vote except on Committee matters when they sit as members of a Committee.

Section 7. Eligibility to Vote. The persons entitled to vote at any meeting of Members shall be those persons who are Active Members in good standing as of the date of such vote. In order to be in good standing, an Active Member must be current in the payment of all dues and assessments, not be subject to a suspension of voting rights as the result of any disciplinary

proceeding conducted in accordance with these By-Laws and must have both a current and valid mailing address and e-mail address on file with the Corporation. An Active Member shall be deemed to have an invalid and non-current mailing address on file with the Corporation after all of the following have occurred: (i) one or more pieces of mail addressed to the Active Member's address of record and sent through United States postage-paid first-class mail shall have been returned to the Corporation as "undeliverable" by the United States Postal Service and (ii) the Corporation shall have attempted to contact the Active Member using such Active Member's e-mail address of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current mailing address within three (3) months after the date of such attempted e-mail contact and (iii) the Corporation shall have attempted to contact the Active Member using such Active Member's telephone number(s) of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current mailing address within three (3) months after the date of such attempted e-mail contact. Notwithstanding the foregoing, in the event that any Active Member's voting eligibility has been suspended as a result of such Active Member's mailing address having been deemed to be invalid and non-current by the Corporation, such Active Member's voting eligibility shall be reinstated by the Corporation upon receipt from such Active Member of a valid and current mailing address, such voting eligibility being effective with the next voting event for which the deadline is not less than ten (10) days after the Corporation's receipt of such valid and current mailing address. An Active Member shall be deemed to have an invalid and non-current e-mail address on file with the Corporation after all of the following have occurred: (i) the Corporation shall have determined that one or more pieces of electronic mail addressed to the Active Member's e-mail address of record was "undeliverable" and (ii) the Corporation shall have attempted to contact the Active Member using such Active Member's mailing address of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current e-mail address within three (3) months after the date of such attempted written contact by mail and (iii) the Corporation shall have attempted to contact the Active Member using such Active Member's telephone number(s) of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current mailing address within three (3) months after the date of such attempted e-mail contact. Notwithstanding the foregoing, in the event that any Active Member's voting eligibility has been suspended as a result of such Active Member's e-mail address having been deemed to be invalid and non-current by the Corporation, such Active Member's voting eligibility shall be reinstated by the Corporation upon receipt from such Active Member of a valid and current e-mail address, such voting eligibility being effective with the next voting event for which the deadline is not less than ten (10) days after the Corporation's receipt of such valid and current e-mail address.

Section 8. Manner of Casting Votes.

(a) Voting by the Membership may be by voice ballot, written ballot, or secret ballot, provided that the written ballot voting procedure shall be conducted in accordance with the General Corporation Law of the State of Delaware and these By-Laws. The vote on any issue shall be conducted by secret ballot when determined by the Board, in its discretion, to be a more fair and impartial method; or when requested by ten percent of Active Members.

(b) Proxies Not Permitted. Members otherwise eligible to vote shall not vote by proxy.

(c) Ballots in Director Elections. Any written ballot used in the election of any director shall set forth the names of the candidates whose names are known to be in nomination at the time the ballot is issued. The ballot shall also provide a space where the Active Member can designate a write-in vote for another candidate.

(d) Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

(e) Written Ballots, Generally. Any matter or issue requiring the vote of the Active Members, including the election of directors, may be submitted for vote by written ballot without the necessity of calling a meeting of the Active Members, so long as the requirements for action by written ballot set forth in Article IV are met. The determination to seek Active Member approval for Corporation action in this fashion shall be made by a majority vote of the Board or by Active Members possessing ten percent of the total voting power of the membership signing a written request that a proposal be presented to the Active Members for a vote by written ballot and delivering this request to the President or Executive Director. If the request for a vote by written ballot, rather than a vote at a meeting, is received from the Active Members or if majority of the Board determines a written ballot, rather than a meeting, is appropriate, the Corporation's obligations to initiate the balloting process shall be governed by Articles IV and V hereof.

(f) Content of Written Ballots. Any written ballot distributed to the Active Members to vote on an issue other than the election of a director shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

(g) Prohibition of Revocation. Once exercised, a written ballot may not be revoked.

(h) Conduct of Informational Meetings. Use of the written ballot procedures provided herein shall not preclude the Corporation from also conducting informational meetings of the Members or from scheduling a meeting to coincide with the culmination of the balloting period.

(i) Balloting Time Requirements.

(i) Director Elections. In the case of absentee ballots used in the election of directors, the ballots shall be mailed to all Active Members who are eligible to vote not more than 35 days prior to the date set for the election, but no less than 20 days prior to such date. Subject to Subsection (i)(ii) of this Section 8, the balloting period shall conclude on the date established for the annual meeting (Article V, Section 2) in the case of any regular election of directors or on the date established for any special meeting convened to elect a director(s) to fill a vacancy (Article VII, Section 5(c)(ii)) or on such other date without a meeting as the Board may designate provided however that the balloting period shall be at least 40 days duration if the election is conducted without a meeting.

(ii) Other Matters. In the case of any other matter or issue submitted to the Active Members for approval by written ballot, the Board shall establish a record date (see

Article V, Section 8 hereof) and distribute the written ballot to every Active Member entitled to vote on the matter at least 30 days prior to the final date the written ballots are to be received to be counted.

(iii) Extension of the Balloting Period. The time fixed for the return of written ballots may only be extended if the Board so notifies the Active Members in the balloting materials originally sent to Active Members and then for no more than two successive periods of thirty days each. Notwithstanding the foregoing, the time fixed for return of absentee ballots in director elections shall at all times coincide with the date of the meeting called for the election of directors, unless the meeting is duly adjourned without the conclusion of the election process, in which case the absentee balloting period may be extended to the date the adjourned meeting is reconvened.

(j) Solicitation Rules.

(i) Solicitation Rules, Generally. Written ballots shall be solicited in a manner consistent with the requirements of Article V, Section 4, pertaining to the issuance of notice of Active Members' meetings. All solicitations of written ballots shall: (A) indicate the number of responses needed to meet the quorum requirement for said action; (B) the time by which the written ballot must be received by the Corporation in order to be counted; and (C) in the case of any written ballot distributed to vote on matters other than the election of directors, the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

(ii) Director Elections. Any solicitation materials accompanying written ballots distributed in director elections shall advise the Active Members that their ballots may either be returned by mail to the Treasurer of the Corporation or, if the Active Member attends the membership meeting in person, inserted in the ballot box at any time prior to the election. If there is no membership meeting and ballots are to be submitted by mail the solicitation material shall so state.

(k) Additional Balloting Procedures.

(i) Generally. If deemed necessary by the Board by a majority vote of all the directors, the balloting shall be conducted in accordance with such additional procedures, not inconsistent with the provisions of this section or the laws of the State of Delaware, as may be prescribed by a firm of public accountants of good repute who may also be retained to supervise the secrecy and conduct of the balloting process.

(iii) Director of Elections. In order to insure the secrecy of written ballots utilized in director elections and fairness in the conduct of the election, the Board may elect to utilize the services of a certified public accountant to receive and tabulate all written ballots (whether returned by mail or cast in person by Active Members attending the meeting at which the election takes place). Otherwise ballots shall be counted and tabulated by the Treasurer and any two directors. If no director elects to participate in the counting, then the Treasurer shall count the ballots. If an accountant is retained to perform such services he shall have the full power of an

inspector of elections appointed by the Board pursuant to the General Corporation Law of the State of Delaware.

(1) Notification of Results of Balloting Process. Upon tabulation of the written ballots for any vote other than the election of a director, the Board shall notify the Active Members of the outcome of the vote within 30 days following the close of the balloting process and tabulation of the ballots. In the case of an election of directors conducted by written ballot, with a meeting, the Board shall also notify those Active Members present at the meeting of the results of the election immediately upon conclusion of the balloting process and for those not present within 15 days. In either case, if the number of written ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the Active Members.

Section 9. Majority Vote of Active Members Represented at Any Meeting Required. If a quorum (as defined in Section 5 of Article V) of Active Members is present, the affirmative vote of the majority of the quorum present, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Active Members, unless the vote of a greater number is required by the General Corporation Law of the State of Delaware or by the Articles of Incorporation or Bylaws of the Corporation. In the case of director elections, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to the vacant director seats.

Section 10. Action by Written Consent. Any action required or permitted to be taken by the Active Members at a meeting, may be taken without a meeting (and without complying with the formalities of a written ballot) if two thirds of all Active Members shall individually or collectively consent in writing to the action. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

Section 11. Elder Members. Any Active Member who has held continuous Active Member status for ten years prior to the age of 60 may apply to the office to have his or her dues reduced fifty percent.

Section 12. Original Members. All those Active and Associate Members who joined prior to June 4, 2005, will be listed on all rolls or lists with an asterisk by their name and a notation on the page indicating their status as an Original member.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Place of Meeting. The meetings of the Members shall be at such reasonable time and place as designated by the Board in the notice of the meeting.

Section 2. Annual Meeting. There shall be an annual meeting of the Active Members unless for good cause the Board determines that no meeting should be held. The date, time and location of the meeting shall be set forth in the notice of meeting sent to the Active Members in accordance with Section 4 of this Article V. If there is no annual meeting, the Board must notify the membership.

Section 3. Special Meetings.

(a) Persons Entitled to Call Special Meetings. A majority of the Board, the President, or ten percent or more of the Active Members may call special meetings of the Active Members at any time to consider any lawful business of the Corporation.

(b) Procedures for Calling Special Meetings Requested by Active Members. If a special meeting is called by ten percent or more of the Active Members, the request for such meeting shall be submitted by such Active Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally, sent by registered U.S. mail or sent by electronic mail or facsimile transmission to the President, any Vice President or the Executive Director of the Corporation. [The Executive Director is defined in Article XI, Section 1.] Provided, however, if the notice is delivered by electronic mail each member comprising the 10% of the Active Members must transmit his own e-mail. The Officer receiving the request shall present the matter to the Board who may elect, by a majority of the Board, to handle the matter by written ballot as an alternative to a special meeting. If the Board does not elect to handle the matter by written ballot, then the Executive Director (and if no Executive Director then the President) shall cause notice of a special meeting to be promptly given to all Active Members entitled to vote, in accordance with the provisions of Section 4 of this Article V. If notice of a special meeting is not given within the 20 days after receipt of the request, the Active Members requesting the meeting may give the notice but such meeting may not be held unless at least one director is in attendance. A meeting specially noticed by the Active Membership on their own behalf shall be run by the director in attendance. If the Board determines by majority vote of all members that no vote should be taken or meeting held because of a good faith belief that a quorum of members cannot be gathered, or because they feel the general nature of the business proposed to be transacted lacks merit, then they shall notify the Active Members who requested the meeting or all Members entitled to vote; however, notwithstanding such notice the Active Members who requested the meeting may nevertheless attempt to hold the meeting and if a quorum of Active Members and at least one director is present at such meeting, the Active Members may hold a vote on the business proposed in the notice.

Section 4. Notice of Active Members' Meetings.

(a) Generally. All notices of meetings of Active Members (whether regular or special) shall be sent or otherwise given in writing to each Active Member who, on the record date (as defined in Section 8 of this Article V) for notice of the meeting is entitled to vote thereat, in accordance with Subsection (c) of this Section 4. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting or pursuant to Section 4(b) below, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of a regular meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the Active Members; but any proper matter may be presented at the meeting for such action so long as a quorum of Active Members is present. If directors are to be elected at the annual membership meeting, then the notice of any meeting at which directors are to be elected shall include the names of all those individuals who are nominees at the time the notice is given to the Active Members.

(b) Special Notice Rules for Certain Material Transactions. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Active Member action on such items is invalid unless the notice, or written waiver of notice, states the general nature of the proposal(s):

- (i) Removing a director without cause;
- (ii) Filling vacancies on the Board under those circumstances where a vote of the Active Members is required pursuant to Article VII, Section 6 of these Bylaws;
- (iii) Amending the Articles of Incorporation of the Corporation or these Bylaws in any manner requiring approval of the Active Members;
- (iv) Approving a contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any corporation, firm or association in which one or more of the Corporation's directors has a material financial interest; or
- (v) Voting upon any election to voluntarily terminate and dissolve the Corporation.

(c) Mailing of Notice. Notice of any meeting of Active Members shall be given (i) by U.S. Postal mail, electronic mail or facsimile transmission, (ii) to each Active Member either at the address of that Member appearing on the books of the Corporation on the record date or the address given by the Member to the Corporation as of the record date for the purpose of notice and (iii) not less than 10 days (nor more than 90 days) before the meeting. If no address appears on the Corporation's books and no other has been given by the record date, notice shall be deemed to have been given if such notice is sent to that Member via the Corporation's principal office. Notice shall be deemed to have been given at that time when deposited in the mail or sent by electronic mail or facsimile transmission.

Section 5. Quorum Requirements.

(a) Ten percent of the voting power of all the existing Active Members who are represented in person shall constitute a quorum for the transaction of business at a meeting of the Active Members; provided, however, that at any regular meeting actually attended in person by less than one-third of the voting power of all the existing Active Members (but at which a quorum is present) the only matters upon which action can be validly taken are those matters the general nature of which was described in the notice of the meeting issued pursuant to Section 4 of this Article V. So long as the general nature of an issue was described each various aspect of the issue or question for consideration regarding such issue need not have been described.

(b) The Active Members present at a duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Active Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Active Members required to constitute a quorum.

(c) The quorum rules of Subsection (a) of this Section 5 shall also apply to conducting written or secret ballot voting.

Section 6. Adjourned Meeting. Any Active Members' meeting, whether or not a quorum is present, may be adjourned to another time and/or place (but not for more than 45 days) by the vote of the majority of Active Members present at the meeting. Unless there is an absence of a quorum (in which case no other business may be transacted at that meeting except as provided in Section 5(b) of this Article 5), the reconvened meeting may take any action that might have been transacted at the original meeting. When an Active Members' meeting is adjourned to another time or place, notice need not be given of the new meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Notwithstanding the foregoing, if after adjournment for more than 30 days a new record date is fixed for notice or voting, a notice of the rescheduled meeting must be given, as soon as possible after the new record date is fixed unless such record date is fixed within 5 days of the rescheduled meeting and in that case no notice of the rescheduled meeting must be given, to each Active Member who on the record date for notice of the rescheduled meeting is entitled to vote thereat.

Section 7. Waiver of Notice or Consent by Absent Active Members.

(a) Waiver and Consents, Generally. If decisions are made by the Active Members at a meeting where a quorum is present, but for which proper notice was not given to all Active Members for whatever reason, the decisions made at that meeting will be valid if, either before or after the meeting, each Member entitled to vote who was not present at the meeting consents to the meeting by signing (i) a written waiver of notice, (ii) a consent to holding the meeting or (iii) an approval of the minutes of the meeting. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 4(b) of this Article V, in which case, the waiver of notice must state the general nature of the business to be transacted. All such waivers, consents or approvals shall be filed with the Corporation records or be made part of the minutes of the meeting.

(b) Effect of Attendance at Meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice for the meeting. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 4(b) of this Article V, if that objection is expressly made at the meeting.

Section 8. Record Dates for Active Member Notice, Voting and Giving Consents.

(a) Record Dates Generally. For the purpose of determining which Active Members are entitled to receive notice of any meeting, vote in any manner, vote by written ballot without a meeting or exercise any rights with respect to any other lawful action, the Board may

fix, in advance, a "record date" and only Active Members of record on that date are entitled to notice, to vote or to take action by written ballot or otherwise, as the case may be. The record dates established by the Board pursuant to this section shall:

(i) In the case of determining those Active Members entitled to notice of a meeting, not be more than 90 nor less than 10 days before the date of the meeting;

(ii) In the case of determining those Active Members entitled to vote at a meeting, not be more than 60 days before the date of the meeting;

(iii) In the case of determining Active Members entitled to cast written ballots, not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(iv) In the case of determining Active Members entitled to exercise any rights in respect to other lawful action, not be more than 60 days prior to the date of such other action.

(b) Failure of Board to Fix a Record Date.

(i) Record Date for Notice of Meetings. Unless fixed by the Board, the record date for determining those Active Members entitled to receive notice of a meeting of Active Members shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) Record Date for Voting. Unless fixed by the Board, the record date for determining those Active Members entitled to vote at a meeting of Active Members shall be the day of the meeting, or in the case of an adjourned meeting, the day of the adjourned meeting.

(c) "Record Date" Means as of Close of Business. For purposes of this Section 8, a person holding a membership as of the close of business of the principal office of the Corporation (5:00 p.m. Eastern Time) on the record date shall be deemed a Member of record.

ARTICLE VI **MEMBERSHIP RIGHTS**

Subject to these Bylaws and the Corporation's Rules and Regulations, the Members shall have the following rights: to be notified of all events the purpose of which is some activity of the Corporation that is in addition to voting and to serve on any Committee of the Corporation; provided however that the Corporation's duty is to exercise reasonable efforts to effect notice to each of Member's designated e-mail, facsimile number or physical address. The Active Members shall have the following rights: (a) to receive notice of any vote by written, secret or voice ballot or any meeting in accordance with the provisions of these Bylaws or any applicable law of the state of Delaware; (b) to elect all directors except those that may be appointed under the terms of these Bylaws; (c) to serve as Committee Chairs or Committee members; and (d) to approve the Bylaws and any amendments thereto. Patrons, Sponsors, Supporters, and Members shall have the

rights set forth in these Bylaws, provided however that the Corporation's duty extends only to exercising reasonable efforts to undertake the notice and other activities required in these Bylaws.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. General Corporation Powers. Subject to the provisions of the General Corporation Law of the State of Delaware and any limitations in the Corporation's Articles of Incorporation or these Bylaws relating to action required to be approved by the Active Members, the business and affairs of the Corporation shall be vested in and exercised by, the Corporation's Board. Subject to the limitations expressed in Article X, Section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors; No Term Limit. The Board shall consist of a minimum of six Active Members and may be increased in number by a majority vote of the Board or a majority vote of the Active Members and, if by the Active Members, then either by written consent or at a meeting. Beginning with Director elections in 2012, each Director shall serve for a term of two years running from October to October; provided, however, that three of the directors sitting for the term commencing October 2006 shall sit for a term of one year in order to create staggering two year terms so that only a portion of the Board will thereafter be replaced or re-elected in any one year. There shall be no limit on the number of consecutive or non-consecutive terms that a Director may serve.

Section 3. Term of Office.

(a) The first election of the Board (excluding the installation of the Initial Directors) shall be conducted on or before October 15, 2006, by written ballots, unless otherwise set by the Directors, at which time three Directors shall be elected for a term of one year and the other three elected for a term of two years.

(b) The following Director seat numbers, groups and terms are hereby established for the Director elections occurring in 2010:

Group 1, Seats 1, 2 and 3:	Two years
Group 2, Seats 4, 5 and 6:	Four years
Group 3, Seats 7, 8 and 9:	Three years

(c) Except as otherwise provided in Subsections 3(a) or (b) above, the Members shall annually elect directors for a term of two years to replace those directors whose terms are then expiring. Each director, including a director elected to fill a vacancy or elected at a special meeting of Active Members, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Nomination of Directors. Individuals can become candidates for election by nomination from the nominating committee, which committee shall be appointed by the Board and must be comprised of six Active Members no more than two of which are current directors. An Active Member can also become a candidate by filing with the Executive Director a petition in support of his or her candidacy signed by no less than five percent of the voting power of the Active Members of the Corporation who are, themselves, in good standing. Provided however that the percentage of the voting power required shall be less than five percent if required by applicable Delaware law. The Active Member circulating the petition shall append his or her written certification to the petition attesting to the validity of the signatures. Director candidate petitions must be filed with the Executive Director no later than 30 calendar days and no earlier than 50 calendar days prior to the date of the annual election.

(a) Nomination Committee. At least 90 days prior to the date of any election of directors, the directors shall appoint a nominating committee to select qualified candidates for election to those positions on the Board held by directors whose terms of office are then expiring. If the Board cannot agree the President shall appoint the nominating committee. If there are Co-Presidents then one of the Presidents shall be chosen by coin toss to select the nominating committee. The nominating committee shall consist of a chairman, who shall be a director, up to one other current director and a minimum of four Active Members who are not directors. In order to be nominated, a candidate for director must be approved by a vote of four of six committee members. The nominating committee shall make its report to the Board at least 60 days before the date of the election, and the Executive Director shall forward to each Active Member, with the notice of meeting, as required by these By-Laws, a list of the nominees. The nominating committee shall make as many nominations for election to the Board as it shall, in its discretion, determine but not less than the number of vacancies on the Board to be filled.

(b) Nominations From the Floor. If there is a meeting held to elect directors, any Active Member present at the meeting, may place names in nomination.

Section 5. Election of Directors. Directors shall be elected annually for the Board members whose terms are expiring.

(a) At each annual meeting of the Active Members, the Active Members shall elect persons to those positions on the Board held by Directors whose terms are then expiring. The persons thus elected shall be selected from among those persons nominated pursuant to Section 4 of this Article VII; however, if for any reason an annual meeting is not held or the Directors are not elected at any annual meeting, the Directors may be elected at any special meeting held for that purpose or by written ballot without a meeting. The Directors, by majority vote, shall determine the method of electing Directors consistent with these Bylaws particularly whether it be by written ballot without a meeting or by written ballot with a meeting.

(b) The Directors thus elected shall take office on October 16th in the year in which they are elected unless the election takes place after October 16, in which case the newly elected Directors shall assume office immediately.

Section 6. Removal of Directors and Filling Vacancies on the Board.

(a) Vacancies Generally. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a Director pursuant to Subsections (d) and (e) of this Section 6; (ii) an increase of the authorized number of Directors; or (iii) the failure of the Active Members, at any meeting of Active Members at which any Director is to be elected, to elect the number of Directors to be elected at such meeting.

(b) Resignation of Directors. Except as provided in this Subsection (b), any Director may resign, which resignation shall be effective when notice is given to the President, the Executive Director or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies.

(i) Unless (a) a vacancy is created by removal of a director from office, vacancies on the Board may be filled for the remainder of the vacated term by the vote of a majority of the entire Board, or if the number of directors then in office is less than a quorum (as defined in Article VIII, Section 6), the vacancy may be filled by the unanimous written consent of the remaining directors.

(ii) If the vacancy is created by removal of a director for nonattendance at Board meetings (Subsection (d)(iv) below), the Board may fill the vacancy as provided above. In all other cases, when a director is removed from office, his or her position shall be filled, for the remaining term by the affirmative vote, of a majority of a quorum of Active Members present at a duly held meeting, tallied from written, voice or secret ballot, or without a meeting and with written ballots submitted by mail. If the remaining period of the term to be filled is less than 120 days, the Board may choose not to fill the seat until the next scheduled election of directors by the Active Members. Whenever practical if a vacancy is created by a Board action increasing the number of directors such decision shall be made prior to a regular election allowing the vote of the Active Members and the seat shall be filled by vote of the Active Members.

(iii) The Active Members may elect a director or directors at any time to fill any vacancy or vacancies not already in the process of being filled by the directors. The Active Members may proceed by an election (A) conducted at a duly held meeting of the Active Members, wherein a quorum is present and a majority of that present quorum vote affirmatively, by written, secret or voice ballot, for a director or directors, or (B) by written consent of affirmative votes submitted by mail, by a majority of a quorum that actually mails votes.

(d) Authority of the Board to Remove Directors. The Board shall have the power and authority to remove a director and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; (iii) been found by a final order or judgment of any court to have breached any duty under the General Corporation Law of the State of Delaware (relating to the standards of conduct of directors).

(e) Removal by the Active Members. Except as otherwise provided in the immediately preceding Subsection (d) a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of a quorum of the Active Members conducted in the manner set forth in this Section 6(e). Any membership action to recall or remove a director shall be conducted in accordance with the following procedures:

(i) A petition must be presented in writing to the President, Vice President or Executive Director of the Corporation that carries the signatures of Active Members in good standing who represent at least five percent of the voting power of the Active Members. Such petition must set forth: the reason(s) the petitioners are seeking the director's removal; the signature of each petitioner in his or her own handwriting; and the name(s) of the sponsor(s) of the petition.

(ii) Within 20 days after receipt of such petition, the Board shall either call a special meeting or announce the procedures for conducting a written ballot of the Active Members to vote upon the requested removal. Such meeting or written ballot shall be conducted not less than 35 nor more than 90 days after the petition is presented. If the Board fails to set a date for, and give the Active Members notice of, such meeting or written ballot within 20 days, the Active Members initiating the petition may call such meeting on their own initiative without Board approval or sanction.

(iii) The director whose removal is being sought shall have the right to rebut the allegations contained in the petition orally at any meeting called for the recall, or in writing if voting shall take place by written ballot. If in writing, such rebuttal shall be mailed by the Corporation or otherwise provided to all Active Members, at the Corporation's expense, together with the removal ballot.

(iv) If the quorum requirement for valid Active Member removal of a director is not satisfied or if the recall vote results in a tie, the removal action shall have failed.

(f) Reduction in Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

Note: Pursuant to its authority under these Bylaws, the Board has increased the number of Board Members to nine persons.

ARTICLE VIII **BOARD MEETINGS**

Section 1. Place of Meetings; Meetings by Telephone. Regular and special meetings of the Board may be held at any place, and in any form, that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. Notwithstanding the above provisions of this Section 1 of Article VIII, a regular or special meeting of the Board may be held at any place consented to in writing by all the directors on the Board, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any

meeting, regular or special, may be held by conference telephone or e-mail, so long as all directors present can hear each other and participate in the meeting. In the event that any matter is decided by vote on an electronic e-mail ballot pursuant to a telephonic meeting or meeting via e-mail, filling out the ballot and e-mailing it to a Co-President within 48 hours shall be deemed consent in writing to the meeting for purposes of these by-laws. Directors present at a meeting telephonically, electronically, or in person shall be deemed to have waived any notice requirement before or after the meeting provided they had an opportunity to effectively participate in the entire meeting.

Section 2. Annual Meeting of Directors. Immediately following each annual meeting of Members, or at such other time as the Board may designate, the directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

Section 3. Other Regular Meetings. Other regular meetings of the Board shall be held at such time as shall from time to time be fixed by the Board and communicated to the Board members. Notice of the date, time and place of regular meetings shall be communicated to the Board members not less than 72 hours prior to the meeting; provided, however, that notice need not be given to any Board member who has signed a written waiver of notice or consent to holding the meeting as more particularly provided in Section 7 of this Article VIII. Directors present at a meeting telephonically or in person shall be deemed to have waived any notice requirement before or after the meeting provided they had an opportunity to effectively participate in the entire meeting.

Section 4. Special Meetings of the Board.

(a) Who May Call a Special Meeting. Special meetings of the Board for any purpose may be called at any time by the President or any four directors. Directors present at a meeting telephonically or in person shall be deemed to have waived any notice requirement before or after the meeting provided they had an opportunity to effectively participate in the entire meeting.

(b) Notice of Special Meetings.

(i) Manner of Giving. Notice of the time and place of special meetings of the Board shall be given to each director by one of the following methods: (A) by electronic mail including e-mail; (B) by first-class mail, postage prepaid; or (C) by facsimile transmission to each director. All such notices shall be given or sent to the director's address, facsimile number or e-mail address as shown on the records of the Corporation. Notice of a meeting need not be given to any director who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, as more particularly provided in Section 7 of this Article VIII. Directors present at a meeting telephonically or in person shall be deemed to have waived any notice requirement before or after the meeting provided they had an opportunity to effectively participate in the entire meeting.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting.

Notices given by facsimile transmission or electronic mail shall be delivered at least 48 hours before the time set for the meeting. Directors present at a meeting telephonically or in person shall be deemed to have waived any notice requirement before or after the meeting provided they had an opportunity to effectively participate in the entire meeting.

(iii) Notice Contents. Notices shall state the date, time, place and the general purpose of the meeting. Upon receipt of notice any director may request a telephone conference in lieu of attending in person, and such request shall be granted up majority consent of all the other directors.

Section 5. Attendance by Members. All meetings of the Board not conducted on the telephone shall be open to all Active Members; provided, however, that non-director Active Members may only participate in deliberations or discussions of the Board when expressly authorized by a vote of a majority of a quorum (as defined in Section 6 of this Article VIII) of the Board; and provided further that the Board shall be entitled to adjourn at any time for purposes of reconvening in a closed session without the presence of Active Members who are not directors, to discuss litigation in which the Corporation is or may become a party, personnel matters or business of a similar nature that might reasonably be accorded privacy. Telephonic meetings may be conducted without notice to the Active Members. If an Active Member requests that he or she be allowed to listen to a telephonic meeting of the Board, the Board shall not refuse the request except for good cause; provided, however, that the Board may limit the number of telephonic participants to three Active Members. Prior to adjourning into a closed session, the topic(s) to be discussed in such session shall be announced, in general terms, to the Active Members in attendance at the meeting.

Section 6. Quorum Requirements. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8 of this Article VIII. 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, subject to the provisions of the General Corporation Law of the State of Delaware. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Waiver of Notice. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice and further directors present at a meeting telephonically or in person shall be deemed to have waived any notice requirement

before or after the meeting provided they had an opportunity to effectively participate in the entire meeting.

Section 8. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in a closed session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature; provided, however, that adjournment to a closed session can only be effected by approval of a majority of a quorum of the Board. The nature of any matter to be considered in executive session must first be announced in open session. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who are not present at the time of the adjournment.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 10. Compensation to Directors. Unless otherwise directed by the Board, directors, officers, chairs, and committee members shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. Directors shall not be compensated for ordinary and usual expenses of attending a conference unless otherwise directed by the Board.

ARTICLE IX **DUTIES AND POWERS OF THE BOARD**

Section 1. Specific Powers. Without prejudice to the general powers of the Board set forth in Article VII, Section 1, the directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of Delaware.
- (b) Appoint and remove all officers of the Corporation, the Executive Secretary, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation.
- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- (d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or the suspension of

voting rights; provided notice and a hearing are provided as more particularly set forth in the General Corporation Law of the State of Delaware.

(e) Enforce all applicable provisions of these Bylaws.

(f) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(g) Pay all taxes and charges that are, or would become, a lien on any portion of the Corporation's properties.

(h) Contract for and pay for construction or reconstruction of any portion or portions of the Corporation's properties which have been damaged or destroyed and which are to be rebuilt.

(i) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 1 of Article X hereof.

(j) Levy and collect dues and assessments from the Members of the Corporation in accordance with Article XII hereof.

(k) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be available to each Active Member as provided in article XII, Section 5 hereof.

(l) Appoint a nominating committee for the nomination of Active Members to be elected to the Board, and prescribe rules under which said nominating committee is to act, all as more particularly described in Article VII, Section 4 hereof.

(m) Appoint such other committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article X hereof.

(n) Fill mid-term vacancies on the Board or in any committee, except for a vacancy created by the removal of a Board member. Increase the number of Members on the Board from time to time and appoint additional Board Members to fill the newly created seat(s), provided however, that mid-term appointments by the Board are only effective until the next regularly scheduled election.

(o) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(p) Bring and defend actions on behalf of more than one Member or the Corporation to protect the interests of the Members or the Corporation, as such, so long as the

action is pertinent to the operations of the Corporation, and assess the Members for the cost of such litigation.

Section 2. Limitations on Powers. Without the vote or written assent of a majority of the voting power of the Active Members, the Board shall not take any of the following actions:

(a) Sell during any fiscal year property of the Corporation having an aggregate fair market value greater than five percent of the budgeted gross expenses of the Corporation for that fiscal year.

(b) Pay compensation to members of the Board or officers of the Corporation; provided that directors and officers can be reimbursed for reasonable out-of-pocket expenses, verified in writing, incurred in the discharge of their duties subject to the other provisions of these Bylaws.

(c) Pay compensation to any affiliate of a board member or officer unless the compensation or compensation arrangement is fair to the corporation, at market or below market rates, and approved by 2/3 vote of disinterested board members with the interested board member abstaining from the vote and all activity associated with the vote. An affiliate of a board member is: any member of a board member's family; any dependent of a board member; any employee of any company in which the board member owns a voting interest of more than 33%; or any company, partnership, corporation, or limited liability company, or any other entity, in which a board member owns a voting interest of more than 33%.

(d) Fill any vacancy on the Board created by the removal of a director by vote of the Active Members.

ARTICLE X **COMMITTEES**

Section 1. Committees of Directors and Members. In addition to the nominating committee appointed and constituted pursuant to Article VII Section 4(a) of these Bylaws, the Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of Members (who may also be directors). Committee Chairs must be Active Members. Committee Members may be either Active or Associate Members. The Board shall provide each committee with proposed rules of conduct for their deliberations and decision-making. If requested by the Board, Committees shall make rules of conduct consistent with these Bylaws and submit such rules to the Board for approval. Such rules, once approved by the Board, shall govern the conduct of the committee and shall include: reasonable meeting notice provisions; majority voting to make decisions; a committee secretary to keep notes of the meetings; appointment of a chairperson and other procedural matters. The Board may overrule the decision of any committee for good cause upon a majority vote of the Board except that the Board may not influence or interfere with the judging of books for awards. Initially there shall be an Events committee, Awards Committee, Fundraising Committee, Membership Committee and a Publicity/Marketing committee, and they shall, subject to the good cause veto

power of the Board, have all the authority of the Board with respect to matters within their rules of conduct and in the area of assigned responsibility, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on any matter that under the General Corporation Law of the State of Delaware also requires approval of the Active Members.
- (b) Fill vacancies on the Board or on any committee, including their own, which has been delegated authority from the Board.
- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board which by its express terms is not amendable or repealable.
- (e) Appoint any other committees of the Board or the Members of those committees.
- (f) Expend Corporation funds to support a nominee for director.
- (g) Approve any transaction (i) to which the Corporation is a party and one or more directors have a material financial interest; or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its Members for the Board and its Members.

Section 3. Awards. All awards shall be made based on the following guidelines: Only work professionally published according to ITW guidelines will be considered for awards. Work shall be judged based on no factor other than its quality through a process that is reasonably free of bias or self-interest. No one --- including authors, their colleagues, or a sponsoring agency or their employees or relatives --- shall campaign with judges to influence any decision, and there shall be no direct or indirect private communication with judges for the purpose of influencing their decision. Any author found to be lobbying judges either directly or indirectly shall be disqualified for any award in the year in which the violation occurs and for the next two consecutive years. Upon the vote of twenty percent of the membership as indicated by a signed petition, the award processes shall, for the year subject to the vote, be supervised by an independent accounting firm having at least 100 certified public accountants in its employ or as its partners in order to insure that the foregoing principles are implemented.

ARTICLE XI **OFFICERS**

Section 1. Officers. The "Officers" of the Corporation shall be a President or Co-Presidents, Vice Presidents, the number of which shall be determined by the Board, and a Treasurer. Upon designation by the Board, the Corporation may employ an Executive Director to manage the day-to-day affairs of the Corporation, to the extent not inconsistent with the laws of the State of Delaware and these Bylaws, provided that the Executive Director shall at all times remain subject to the President and the policies of the Board. The Executive Director is not a member of the Board and does not have a vote. The Corporation may also have, at the discretion of the Board, one or more Secretaries and Assistant Secretaries, one or more Treasurers or Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article XI. One person may hold two or more offices, except that the Treasurer may not serve concurrently as President. The Executive Director shall be the only officer that need not be a Active Member or a Member at all.

Section 2. Election of Officers. The Officers of the Corporation, except such Officers as may be appointed in accordance with Section 3 of this Article XI, shall be chosen annually by majority vote of a quorum of the Board at its first regular meeting following the annual meeting of the Members or the election of directors, or as otherwise specified by the Board in a resolution, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the President to appoint, such other Officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

Section 4. Removal of Officers. Any Officer may be removed, either with or without cause, by the Board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board.

Section 5. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board or to the President or to the Executive Director. 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. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 6. 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 appointments to such office.

Section 7. President. The President or Co-Presidents shall be elected by the Board from among the directors. The Board may provide for individual authority and job duties

for Co-Presidents. In the absence of any delineation of authority by the Board, each Co-President shall have the full powers of President. It shall be incumbent upon Co-Presidents to communicate and to coordinate their decisions and activities. Any conflict shall be resolved by the Board. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs and Officers of the Corporation. To the extent that a Secretary for the Corporation is required for signature purposes, the President shall be vested with all of the powers normally attributed to a Secretary. The Board may however appoint a corporate Secretary and in that event either the President or the designated Secretary may act in that capacity. To the extent that any task or act is the province of the Executive Director, the President may perform that act or task. The President shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by these Board or the Bylaws.

Section 8. Vice President. The Vice President(s) shall be elected by the Board. In the absence or disability of the President(s), the Vice Presidents shall perform all the duties of the President(s) and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President(s). He or she shall have such other powers and perform such other duties as from time to time are prescribed by the Board or these Bylaws.

Section 9. Executive Director or Other Record Custodians. Either the Executive Director, Treasurer, or Assistant Treasurer (each shall be a record custodian), shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors and Active Members, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, the number of Active Members present in person or by ballot submission at Members' meetings, and the proceedings thereof. One or more of the record custodians shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of the Members of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given, and he or she 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 or by these Bylaws.

Section 10. Chief Financial Officer. The chief financial officer, who shall be known as the Treasurer, or in the temporary absence of a Treasurer, the Assistant Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The Treasurer (or Assistant Treasurer as the case may be) shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, or the President operating under the general authority of the Board, and shall render to the President and directors whenever they request it, an account of all of his or her transactions as Treasurer 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 or

these Bylaws. 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 or her office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office. The Treasurer(s) (or Assistant Treasurer(s) as the case may be) may be an Active or Associate Member and may or may not be a director. A certified public accountant or other person with financial experience who does not otherwise qualify to be an Active or Associate Member, who serves as Treasurer, shall be an Associate Member. Within the 30 days after the first day of each Treasurer's term in office, each Treasurer shall submit (or in the case of multiple Treasurers, they shall jointly submit) to the Board a plan for financial record-keeping for the Corporation ("Plan"). The Board shall, by a majority, approve and adopt, or disapprove of, such Plan.

ARTICLE XII **DUES AND FINANCES**

Section 1. Description of Dues to Which Members Are Subject. All Members of the Corporation shall be obligated to pay the following dues: ninety-five dollars per annum (\$95.00), the first payment due upon joining and thereafter due by the tenth day of January of each calendar year and such other payments as are appropriate for their participation level as set forth in Article IV. Members joining during a dues year shall never-the-less pay for the full year and the succeeding year except as exceptions may be made by the President. Notwithstanding any other provision herein the Board of Directors may for any calendar year set the dues at zero so long as the Corporation can remain solvent and pay all its debts when due. For any year when the Board has set the dues at zero, any provision of the by-laws requiring payment of dues for that year shall have no application. The Board shall prepare resolutions as appropriate dealing with debits and credits that may be applicable to members in the event that dues are instituted after being suspended or in the event that dues are waived after a period of assessment. All matters pertaining to the assessment of dues shall be decided by the Board.

Section 2. Checks. All checks or demands for money and notes of the Corporation shall be signed by the President, Treasurer, Assistant Treasurer or by such other Officer(s) or persons the Board may from time to time designate. At any time the Board may limit or designate check writing authority.

Section 3. Operating Account. There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited the operating portion of all dues collected from the Members. Disbursements from such account shall be for the general operation of the Corporation including, but not limited to, wages, costs of administration, office equipment and the like and if the Corporation ever owns real property(s) repairs, betterments, maintenance and other operating expenses of the such real property(s).

Section 4. Other Accounts. The Board shall maintain any other accounts it shall deem necessary to carry out its purposes.

Section 5. Budgets and Financial Statements. The following financial statements and related information for the Corporation shall be regularly prepared and copies thereof shall be made available to any Active Member of the Corporation upon request or to Active Members in general by Board decision:

(a) Budget. Budgets shall not be mandatory but shall be made at the option of the Board in form and substance satisfactory to the Board.

(b) Year-End Report. Within 120 days after the close of the fiscal year, a year-end report consisting of at least the following shall be made available to Active Members upon request:

(i) A balance sheet as of the end of the fiscal year;

(ii) An operating (income) statement for the fiscal year;

(iii) A statement of changes in financial position for the fiscal year; and

(iv) A statement advising the Board of the place where the names and addresses of the current Members are located.

The year-end report shall be prepared by an independent accountant for any fiscal year in which the gross income of the Corporation exceeds \$100,000.00. If the year-end report is not prepared by an independent accountant it shall be accompanied by a certificate executed by an Officer of the Corporation that the statement was prepared without an independent audit of the books and records of the Corporation.

Section 5. Financial Information Upon Request of the Membership.

If Active Members representing at least five percent of the voting power of the Corporation make a written request to the Corporation for (a) an income statement of the Corporation for the three-month, six-month or nine-month period of the then current fiscal year ending more than thirty days before the date of the request, or (b) a balance sheet of the Corporation as of the end of that period, or (c) both (a) and (b), then the Treasurer shall cause such statement or balance sheet to be prepared, if not already prepared, and shall deliver personally or mail such statement or balance sheet within thirty days after the receipt of the request. If the Corporation has not sent to the Members a year-end report for the last fiscal year, the Treasurer shall also deliver or mail to the requesting Members, within 30 days after the request, a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.

The Corporation shall also, on the written request of any Active Member, mail to the Active Member a copy of the last annual (and if prepared semiannual, or quarterly) income statement which it has prepared, and a balance sheet as for that same period.

The income statements, statements of changes in financial position, and balance sheet referred to in this section shall be accompanied by either a report of any independent accountants engaged by the Corporation or a certificate executed by an Officer of the Corporation that the financial statements were prepared without an independent audit of the books and records of the Corporation.

ARTICLE XIII **MISCELLANEOUS**

Section 1. Inspection of Books and Records.

(a) Inspection by Active Members. All accounting books and records, minutes of proceedings of the Members, the Board and committees of the Board and membership lists and papers of the Corporation shall at all times, during reasonable business hours, be subject to the reasonable inspection of any Active Member or his or her duly appointed representative at the offices of the Corporation (or if no regular offices then at the place in the continental United States where they are regularly kept) for any purpose reasonably related to the Member's interest as such. Active Member's rights of inspection hereunder shall be exercisable on 10 days' written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested. Inspection rights shall be subject to the Corporation's right to offer a reasonable alternative to inspection within 10 days after receiving the Member's written demand (as more particularly set forth in the General Corporation Law of the State of Delaware).

(b) Rules Regarding Exercise of Inspection Rights. The Board may establish reasonable rules with respect to (i) notice of inspection, (ii) hours and days of the week when inspection may be made, (iii) whether or not an inspection is reasonable based on other preceding inspections and (iv) payment of the cost of reproducing copies of documents requested by the Member.

(c) Inspection by Directors. Every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a director includes the right to make extracts and copies of documents.

Section 2. Corporate Seal. The Corporation shall have a seal in circular form having within its circumference the words "International Thriller Writers Inc., Incorporated October 13, 2005, State of Delaware" until such time as the name may be amended at which time the seal shall be recast to reflect the current name.

Section 3. Amendment or Repeal of Bylaws.

(a) Amendment by Directors. Except as provided in this Subsection 3(a), these Bylaws may be adopted, amended or repealed by the vote of a majority of the Board. The foregoing right of the Board to change these Bylaws shall not apply to any Bylaw that:

- (i) Decreases the number of directors below the number authorized at the time of the amendment;
- (ii) Changes any provision pertaining to directors who hold office by designation;
- (iii) Changes any provision pertaining to the filling of vacancies on the Board which must, by the terms of these Bylaws, be filled by the vote of the Active Members;
- (iv) Changes the quorum requirements for membership meetings;
- (v) Changes the Bylaws provisions governing the use of proxies;
- (vi) Materially and adversely affects the rights of the Active Members as to voting, dissolution, redemption or transfer, except as provided in Article IV, Section 2, above;
- (vii) Increases or decreases the number of Members authorized in total or for any Patron, Sponsor, or Supporter class; increases or decreases the number of Members, except as provided in Article IV, Section 2, above;
- (viii) Effects an exchange, reclassification or cancellation of all or part of the memberships, except as provided in Article IV, Section 2, above; or
- (ix) Authorizes a new class of voting membership, except as provided in Article IV, Section 2, above;

Any Bylaw identified in Subsections 3(a)(i)-(ix) above, may only be adopted, amended or repealed by the Active Members pursuant to Subsection 3(b), below.

(b) Amendment by the Active Members. These Bylaws may be adopted, amended or repealed by the affirmative vote of a majority of the Active Members represented and voting at a duly held meeting at which a quorum is present or by written consent conducted in accordance with these Bylaws.

Section 4. Biennial Statement of General Information. As and when required by the Delaware Nonprofit Corporation Law, the Corporation shall file with the Secretary of State of the State of Delaware, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the President, Executive Director and Treasurer (or Assistant Treasurer as the case may be), the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

Section 5. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the Delaware Nonprofit Corporation Law shall govern the construction of these

Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

Section 6. Indemnification of Corporate Agents. Any person who was or is a director, officer, employee or other agent of the Corporation (collectively "Agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by the Delaware Corporations Code.

Section 7. Counterparts. These Bylaws may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

CERTIFICATE OF SECRETARY

The undersigned Secretary of the corporation known as International Thriller Writers, Inc., does hereby certify that the above and foregoing Bylaws consisting of 29 pages, were duly adopted by unanimous written consent of the directors of said Corporation on the 30th day of November, 2015, and that they now constitute said Bylaws.

By

Lisa Unger and Gregg Hurwitz,
Co-presidents