

#5860

REVISED BY-LAWS  
OF  
INDEPENDENT DIPLOMAT, INC. (THE "CORPORATION")

ARTICLE I

Members

The Corporation shall have no members.

ARTICLE II

Directors

Section 1. Powers and Number. The Corporation shall be managed by its Board of Directors (the "Board"), which shall consist of between 3 and 18 directors. As used herein, the phrase "Entire Board" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies, which shall be the number of directors as of the most recent election of directors. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 2. Election and Term of Office. The Board shall consist of the number of directors fixed by the Board in accordance with the provisions of Section 1 of this Article II, which directors shall be divided into three classes in respect of term of office, each class to contain as near as possible one-third of the Entire Board. Directors shall be elected at the annual meeting of the directors (the "Annual Meeting") by a majority of the directors then in office. Directors shall be elected to hold office for a term of three years, and each director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualified, or until his or her death, resignation or removal. The terms of the directors shall be staggered so that as near as possible one-third of the directors shall be elected each year to serve until the Annual Meeting held three years following such directors' election. Each director must be at least 18 years of age, and may be elected to any number of consecutive terms.

Section 3. Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the directors occurring for any reason may be filled by vote of a majority of the directors then in office, and directors so elected shall serve until the next Annual Meeting, or for the duration of the departing director's term, as appropriate.

Section 4. Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Chairperson or Co-Chairpersons of the Board, and the acceptance of the resignation, unless required by the terms thereof, shall not be necessary to make the resignation effective.

Section 5. Removal. A director may be removed for cause by a majority vote of the Entire Board, at any special meeting of the Board called for that purpose.

Section 6. Meetings. Meetings of the Board may be held at any place as the Board may from time to time fix or as shall be specified in the respective notice thereof. The Annual Meeting in

each year shall be held in the month of May, or at such other time as the Board may designate. At least one additional regular meeting of the Board shall be held each year at such place, time and date as may be fixed by the Board, or, if not so fixed, as may be determined by the Chairperson or Co-Chairpersons of the Board. Special meetings of the Board shall be held whenever called by the Chairperson or Co-Chairpersons of the Board, or by any director upon written demand of not less than one-fifth of the Entire Board, in each case at such time and place as shall be fixed by the person calling the meeting. At each meeting of the Board, the Chairperson or Co-Chairpersons, or in his or her (or their) absence, a Vice-Chairperson, or in the absence of a Vice-Chairperson, a person chosen by the directors present, shall preside. In the absence of the Secretary, the chair of the meeting shall appoint a secretary for the meeting.

Section 7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the Entire Board shall constitute a quorum for the transaction of business or of any specified item of business. One or more directors may participate in a meeting of the Board or a committee thereof by means of telephone conference, videoconference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting. If at any meeting of the Board there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained. Except as otherwise provided by law or by these By-Laws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the directors present at the time of the vote shall be the act of the Board; provided that (i) the purchase, sale, mortgage, lease, exchange or other disposition of real property shall require the vote of a majority of the Entire Board, (ii) the sale, lease, exchange or other disposition of all or substantially all assets of the Corporation shall require the vote of two-thirds of the Entire Board, (iii) an amendment or change of the certificate of incorporation shall require the vote of two-thirds of the Entire Board, and (iv) a petition for judicial dissolution or the revocation of voluntary dissolution proceedings shall require the vote of a majority of the Entire Board.

Section 8. Action by Written Consent. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing (including by facsimile or email) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 9. Notice of Meetings. Notice of the time and place of the Annual Meeting and any regular or special meeting of the Board will be given not less than 10 and not more than 50 days before the date of the meeting by delivery to each director in one or more of the following ways: (i) by mailing the foregoing, postage prepaid, addressed to him or her at his or her last recorded residence or last recorded usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary); (ii) by personally delivering the same to the location described in clause (i) above; or (iii) by transmitting the same by facsimile or email to any facsimile number or email address as he or she may have designated in a written request filed with the Secretary. Notice of a meeting need not be given to a director who submits a waiver of notice (including by facsimile or email) before or after the meeting, or who attends the meeting without protesting the lack of notice to him or her prior to the meeting or at its commencement. Good faith efforts will be made to provide directors with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, in each case at least five days before the day on which the meeting is to be held.

Section 10. Compensation. No compensation of any kind, other than reimbursement for expenses actually and reasonably incurred on behalf of the Corporation, shall be paid to any director for the performance of his or her duties as director.

### ARTICLE III

#### Committees

Section 1. Standing Committees. The Board shall designate an Executive Committee and may, by resolution of a majority of the Entire Board, designate other standing committees of the Board. Each standing committee shall consist of three or more directors and shall have the powers, duties and procedures set forth in these By-Laws, or in the resolution creating such committee, subject to the limitations set forth in these By-Laws. With the exception of the Executive Committee, which shall consist of the officers of the Corporation, the members of each standing committee shall be elected by the vote of a majority of the directors then in office. The Chairperson or Co-Chairpersons of the Board shall serve as chair (or co-chairs) of the Executive Committee and shall appoint the chairs of other standing committees. No standing committee shall have authority to:

- (1) fill vacancies in the Board or in any committee of the Board;
- (2) amend or repeal these By-Laws or adopt new By-Laws; or
- (3) amend or repeal any resolution of the Board that by its terms shall not be so amendable or repealable.

Periodically and whenever requested by the Board, each standing committee shall report on its activities to the Board.

Section 2. Executive Committee. Subject to the limitations set forth in Section 1 of this Article III, the Executive Committee shall have all the authority of the Board.

Section 3. Audit Functions.

(a) The Board may designate an Audit Committee, composed solely of Independent Directors, as a standing committee of the Board, or the Independent Directors of the Board may perform the functions of an Audit Committee. In either case, the Audit Committee or the Independent Directors of the Board, as applicable, shall (i) oversee the Corporation's accounting and financial reporting processes and the audit of its financial statements, (ii) annually retain or renew the retention of an independent auditor, (iii) review with the auditor the scope and planning of the audit prior to its commencement, (iv) review and discuss with the auditor the results of the audit, including any related management letter, any material risks or weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management and the adequacy of the Corporation's accounting and financial reporting processes, (v) annually consider the performance and independence of the auditor, (vi) oversee the Corporation's adoption, implementation of and compliance with its Conflict of Interest Policy and Whistleblower Policy and (vii) have such other authority as may be determined by the Board. Only Independent Directors may participate in deliberations and voting relating to the matters set forth in this Section 3(a).

(b) For the purpose of these By-Laws, an "Independent Director" shall mean a director who (i) is not, and has not been within the last three years, an employee of the Corporation or an affiliate thereof (*i.e.*, an entity controlled by the Corporation, in control of the Corporation or under common control with the Corporation), and does not have a relative (*i.e.*, such director's spouse or domestic partner, ancestor, brother or sister (whether whole or half), child (whether natural or adopted), grandchild, great-grandchild, or spouse of such director's brother, sister, child, grandchild or great-grandchild) who is, or who has been within the last three years, a key employee (*i.e.*, an employee who is in a position to exercise substantial influence over an organization's affairs) of the Corporation or an affiliate thereof; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Corporation or an affiliate thereof (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); and (iii) is not a current employee of and does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments (other than charitable contributions) to, or received payments (other than charitable contributions) from, the Corporation or an affiliate thereof, for property or services in an amount that, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues.

Section 4. Special Committees. The Board is authorized to create special committees of the Corporation, each consisting of members who need not be directors, but the chair of each committee shall be a director. The Chairperson or Co-Chairpersons of the Board, with the consent of the Board, shall appoint the members and chairs of such special committees. Special committees shall not have the authority to bind the Board and shall not have or purport to exercise any powers of the Board.

Section 5. Advisory Boards or Councils. The Board is authorized to create one or more advisory boards or councils of the Corporation to provide advice or assistance to the Board and staff. The Chairperson or Co-Chairpersons of the Board, with the consent of the Board, shall appoint the members of such advisory boards or councils. Advisory boards or councils shall not have the authority to bind the Board and shall not have or purport to exercise any powers of the Board.

#### ARTICLE IV

##### Officers, Employees and Agents

Section 1. Officers. The officers of the Corporation shall be a Chairperson or Co-Chairpersons of the Board, one or more Vice-Chairpersons, a Secretary, a Treasurer and any other officers appointed by the Board. Officers may be, but need not be, directors of the Corporation. With the exception of the Chairperson or Co-Chairpersons, who may not be employees of the Corporation, officers may be, but need not be, employees of the Corporation. Each officer shall be elected at the Annual Meeting by a majority of the directors then in office. Officers shall be elected to hold office for a term of one year, and each officer shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her death, resignation or removal. Newly created offices or vacancies may be filled at any meeting of the Board by the vote of a majority of the directors then in office, and officers so elected shall serve until the next Annual Meeting, or for the duration of the departing officer's term, as appropriate. Officers may be elected to an unlimited number of terms. One person may hold more than one office, except that no person may hold the offices of both Chairperson (or Co-Chairperson) and Secretary.

Section 2. Employees and Agents. The Board shall appoint an Executive Director of the Corporation, to serve during the pleasure of the Board and have the authority, perform the duties and receive the compensation determined by the Board. The Board may appoint (or may authorize the Executive Director to appoint) other employees and agents of the Corporation.

Section 3. Resignation. Any officer may resign from office at any time by delivering a resignation in writing to the Chairperson or Co-Chairpersons of the Board, and the acceptance of the resignation, unless required by the terms thereof, shall not be necessary to make the resignation effective.

Section 4. Removal. Any officer, agent or employee may be removed by the affirmative vote of a majority of the Entire Board with or without cause.

Section 5. Compensation. No compensation of any kind, other than reimbursement for expenses actually and reasonably incurred on behalf of the Corporation, shall be paid to any officer for the performance of his or her duties as officer. Compensation of the Executive Director shall be fixed by the Board. Compensation of other employees and agents shall be fixed by the Executive Director, subject to the oversight and control of the Board. No person who may receive compensation from the Corporation may be present at or otherwise participate in any deliberation or vote by the Board or a committee regarding such person's compensation, except that such person may, if requested by the Board or committee, present information or answer questions at a meeting prior to the commencement of deliberations or voting.

Section 6. Powers and Duties of the Chairperson or Co-Chairpersons. The Chairperson or Co-Chairpersons of the Board shall preside at all meetings of the Board and Executive Committee at which the Chairperson or Co-Chairpersons is (or are) present, and shall generally supervise the affairs of the Corporation. The Chairperson or Co-Chairpersons shall also have such other powers and perform such other duties as the Board may from time to time prescribe. No Chairperson or Co-Chairperson may be an employee of the Corporation.

Section 7. Powers and Duties of the Vice-Chairperson(s). In the absence of the Chairperson or Co-Chairpersons, the Vice-Chairperson or Vice Chairpersons shall have the powers and perform the duties of the Chairperson or Co-Chairpersons, and shall have such other powers and perform such other duties as may be assigned by the Board.

Section 8. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board in books to be kept for this purpose, serve or cause to be served notices of Board meetings and other notices to directors and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 9. Powers and Duties of the Treasurer. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall ensure that all moneys and other valuable effects of the Corporation are deposited in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. He or she shall at all reasonable times, on request, exhibit the books and accounts of the Corporation to any officer or director of the Corporation and shall render a statement of the accounts when required by the Board. The Treasurer shall also perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 10. Powers and Duties of the Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall have general charge of the day-to-day affairs of the Corporation, subject to these By-Laws and the oversight and control of the Board.

## ARTICLE V

### Annual Report, Funds and Records

Section 1. Annual Report. Annually at a meeting of the Board, the Chairperson or Co-Chairpersons and the Treasurer shall present a report, verified by them or certified by a certified or public accountant selected pursuant to Article III, Section 3 of these By-laws, showing in appropriate detail: (i) the assets and liabilities, including trust funds, of the Corporation as of a 12-month fiscal period terminating not more than six months prior to said meeting; (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (iii) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for said fiscal period; and (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. The report shall reflect any assets consisting of funds or other real or personal property of any kind that may have been given, granted, bequeathed or devised to the Corporation in trust for, or with a direction to apply the same to, any of the purposes of the Corporation and the use made of such assets and the income thereof during said fiscal period, unless the terms of the particular trust instrument by which such assets were vested in the Corporation provide otherwise. The report to the Board may consist of a duly verified or certified copy of any report by the Corporation to the Internal Revenue Service or to the Attorney General of the State of New York that includes the information herein above specified.

Section 2. IRS Form 990. The Board shall review the Corporation's annual federal tax return (IRS Form 990) and have the opportunity to provide comments thereon prior to the filing of such return with the Internal Revenue Service.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, employee or agent of the Corporation and in such manner as shall be determined from time to time by resolution of the Board. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made, without countersignature, by the Executive Director or the Treasurer, or by any other officer, employee or agent of the Corporation to whom such power shall have been delegated by the Board, or may be made by hand-stamped impression in the name of the Corporation. The Corporation shall not make any loan to a director or officer.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds or other securities held or owned by the Corporation may be sold, transferred or otherwise disposed of when endorsed for transfer by such officer, employee or agent of the Corporation and in such manner as shall be determined from time to time by resolution of the Board.

Section 5. Office; Books and Records. The office of the Corporation shall be at the location set forth in the certificate of incorporation or at another location chosen by the Board. There shall be kept at the office of the Corporation, or at another location chosen by the Board, correct records of the activities and transactions of the Corporation, including a copy of the certificate of incorporation, a copy

of these By-Laws, all minutes of meetings of the Board and all records maintained by or under the supervision of the Treasurer.

#### ARTICLE VI

##### Amendments

These By-Laws may be amended or repealed and new By-Laws may be adopted by the Board at any meeting of the Board by a vote of a majority of the Entire Board, unless a greater proportion is required by law; provided, however, that the purpose of taking such action shall have been specified in a notice of the meeting given to, or shall be specified in a signed waiver of notice thereof by, any absent director.

#### ARTICLE VII

##### Indemnification and Insurance

Section 1. Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law as the same exists or may hereafter be in effect, indemnify any person who is or was made or threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor and an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or any other entity, which any director or officer of the Corporation is serving, has served or has agreed to serve in any capacity at the request of the Corporation, by reason of the fact that such person or such person's testator or intestate is or was or has agreed to become a director or officer of the Corporation, or is or was serving or has agreed to serve such other corporation, partnership, joint venture, trust, employee benefit plan or other entity in any capacity, against judgments, fines, amounts paid or to be paid in settlement, taxes or penalties, and costs, charges and expenses, including attorneys' fees, incurred in connection with such action or proceeding or any appeal therein; provided, however, that no indemnification shall be provided to any such person if a judgment or other final adjudication adverse to the director or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Non-Exclusivity. Nothing contained in this Article VII shall limit the right to indemnification and advancement of expenses to which any person would be entitled by law in the absence of this Article VII, or shall be deemed exclusive of any other rights to which such person seeking indemnification or advancement of expenses may have or hereafter may be entitled under law, any provision of the Certificate of Incorporation or these By-Laws, any agreement approved by the Board or a resolution of the Board, and the adoption of any such resolution or entering into of any such agreement approved by the Board is hereby authorized.

Section 3. Continuity of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VII shall (i) apply with respect to acts or omissions occurring prior to the adoption of this Article VII to the fullest extent permitted by law and (ii) survive the full or partial repeal or restrictive amendment hereof with respect to events occurring prior thereto.

Section 4. Insurance. To the fullest extent permitted by law, the Corporation shall have the power to purchase and maintain insurance to (i) indemnify directors, officers and others pursuant to this Article VII, (ii) indemnify the Corporation for any obligation that it incurs as a result of its indemnification of such persons pursuant to this Article VII and (iii) indemnify such persons in instances in which they may not otherwise be indemnified, subject to the limitations imposed by the New York Not-for-Profit Corporation Law.