



**BYLAWS OF THE  
CORPORATE RESPONSIBILITY OFFICER ASSOCIATION (CROA)**

**ARTICLE I**

**NAME, OFFICE, AND PURPOSE**

**SECTION 1. NAME.** The name of the association shall be the Corporate Responsibility Officers Association, hereinafter “the CROA” or “the Association.”

**SECTION 2. OFFICE.** The principal office of the CROA shall be determined by the Executive Director. Additional offices may be located in such other places as may be determined from time to time by the Executive Director.

**SECTION 3. PURPOSE.** The objectives and purpose of the CROA shall be as follows:

- a) To build and grow the leading professional association of corporate practitioners, service providers and non-profit and governmental influencers concerned with enhancing the status and practice of corporate responsibility, including but not limited to governance, risk and compliance (GRC) corporate social responsibility (CSR), environmental and corporate sustainability, and philanthropy.
- b) To support programs, events, and publications to enhance the status and practice of corporate responsibility and advance the professional expertise of CROA members.

**ARTICLE II**

**CHAPTERS**

**SECTION 1. CROA CHAPTERS.**

The Board of Governors may establish from time to time such regional, state, or local chapters as it deems necessary.

**SECTION 2. ORGANIZATIONAL RELATIONSHIP**

To be recognized by the CROA, a Chapter must enter into a Memorandum of Understanding with the CROA and have it approved by the Board of Governors. Chapters are part of the CROA and each shall operate in a manner consistent with such bylaws as they may establish and the applicable provisions of these bylaws.

**ARTICLE III**

**MEMBERS OF THE CROA**

**SECTION 1. MEMBERSHIP.** The CROA shall have the following members.

- a) **CORPORATE PRACTITIONER.** Professionals actively involved in overseeing the corporate responsibility functions for their organizations.
- b) **SERVICE PROVIDER.** Businesses that provide goods and/or services related to the corporate responsibility field.



- c) **INFLUENCER.** A member of the academic community, government, or non-governmental organization active in the field of corporate responsibility.

**SECTION 2. RIGHTS AND DUTIES.** All current, active members of the Association have the following rights and duties.

- a) **VOTING.** All current, active members of the Association may vote in elections called by the Board of Governors.
- b) **PARTICIPATE ON BOARD OF GOVERNORS, COMMITTEES, AND INTEREST GROUPS.** All current, active members of the Association may stand for election and/or be appointed to serve on the Board of Governors, on Committees, and in Interest Groups as designated by the Board of Governors as applicable.
- c) **CODE OF CONDUCT.** All current, active members of the Association agree to abide by the Association's code of conduct as adopted and amended by the Board of Governors.

**SECTION 3. TERMINATION OF MEMBERSHIP.** Membership shall terminate upon (a) resignation of the member, (b) for non-payment of dues within thirty (30) days after the date upon which they are due, or (c) subject to a determination of the Board of Governors, for violation of the CROA Code of Conduct or other CROA policies and procedures. For termination under (c), written notice shall be sent to the member charged with such violations, which notice shall specify the reasons for the proposed termination. In accordance with procedures adopted by the Board, the member shall be given an opportunity to respond and provide information on his or her behalf to the Board prior to its vote to terminate. The Board's decision is final and not subject to appeal.

**SECTION 4. DUES.** All dues shall be established by the Executive Director subject to annual review and approval of the Board of Governors and paid directly to the CROA c/o SharedXpertise Forums. All dues are due upon receipt. Any dues not paid within 30-days are subject to an administrative processing fee of 10% and/or termination of membership as specified in Section 3 above.

**SECTION 5. MEMBERSHIP CERTIFICATES.** The CROA shall not issue membership certificates.

**SECTION 6. MEMBERSHIP AGREEMENT.** The terms of membership shall be disclosed in a membership agreement as contained in Exhibit I.

## ARTICLE IV

### BOARD OF GOVERNORS

**SECTION 1. POWERS OF THE BOARD OF GOVERNORS.** The Board of Governors is the governing body of the CROA through which members exercise rights on behalf of CROA members.

- a) The powers of the Board of Governors include:
- 1) Elect officers and members of the Board of Governors;
  - 2) Ratify amendments to the Bylaws of the CROA as may be submitted to the Board of Governors by the Executive Committee;
  - 3) Participate as members and presiding officers of the Standing Committees;
  - 4) Adopt resolutions and policy statements representing the position of the CROA;



- 5) Prescribe duties and responsibilities of the Officers of the CROA not otherwise stated in these Bylaws; and
- 6) Consider other matters properly coming before the Board of Governors.

## **SECTION 2. MEETINGS OF THE BOARD OF GOVERNORS.**

- a) **REGULAR MEETINGS.** Regular meetings of the Board of Governors shall be held in conjunction with the regularly scheduled CRO Conferences and without any notice other than these Bylaws.
- b) **SPECIAL MEETINGS.** The Chairperson and the Executive Director shall each have the authority to call special meetings of the Board. A special meeting may also be called Governors other than the Chairperson or Executive Director upon written request specifying the general nature of the business proposed to be transacted signed by at least twenty percent (20%) of the total number of Governors.
- c) **NOTICE OF MEETING.** Written notice of each meeting stating the date, time, place, and the purpose for which the meeting is called shall be delivered either personally or via electronic communication (e.g., email) to each Governor not less than thirty (30) days and not more than sixty (30) days before the date of such meeting.
- d) **QUORUM AND ADJOURNMENT.** Fifty percent (50%) of the Governors shall constitute a quorum for the transaction of business at a regular or special meeting of the Board of Governors. The establishment of a quorum shall be at such time as the meeting is called to order and the Chairperson and/or Executive Director take a roll call of members present. The members present may continue to transact business during a meeting at which a quorum is initially present notwithstanding the withdrawal of enough members to leave less than a quorum. Any Board of Governors meeting, whether or not a quorum is present, may be adjourned from time to time by the Chairperson and/or by a majority vote of the Governors. In the absence of a quorum, no other business may be transacted at that meeting, except as provided in this article.
- e) **VOTING.** Governors shall not be permitted to vote or act by proxy external to their own organization. A secret ballot shall be taken when two (2) or more members are being considered for a particular officer position.
- f) **MEMBER ACTION UPON WRITTEN CONSENT.** Any action which may be taken by the Board of Governors at a duly called meeting of the Board of Governors may be taken without a meeting upon written consent, including but not limited to email, of a majority of the Governors.
- g) **MANNER OF ACTING.** A vote of a majority of the Governors present at any meeting at which a quorum is present shall be the act of the Board of Governors unless the vote of a greater number is required by law or by these Bylaws.

## **SECTION 3. NUMBER, TENURE, AND QUALIFICATIONS.**

- a) The Board of Governors shall have not less than twelve (12) or more than nineteen (19) voting members, who shall be unrelated persons. The exact number within the specific limits shall be fixed by the Board of Governors. To be qualified to serve as a Governor, a person must be current, active member and have been a member for at least twelve (12) months preceding his/her election and current dues must be paid, except as provided in Sections 3(b) and 3(e) immediately below.
- b) The entity purchasing the membership is the designated member. For individuals, the individual natural person holds the membership. For organizations, the organization holds the membership and may appoint an individual natural person to represent the organization on the Board of Governors.



Should an individual natural person representing an organization cease to be the appointed representative, the organization may appoint a replacement without further action from the Board of Governors. Such appointment must be delivered in writing to the Executive Director not less than 30 days prior to the next meeting of the Board of Governors. If the appointed natural person from an organization cannot attend they may designate an alternate to attend in their place. Such appointment must be delivered in writing to the Executive Director not less than 30 days prior to the next meeting of the Board of Governors.

- c) One of the existing seats on the CROA Board of Governors will be reserved for the Executive Director appointed by SharedXpertise and one of the existing seats will be reserved for the Publisher of *CRO Magazine*. Both of these members will serve as full members of the board and will be subject to all the same terms and conditions applicable to members of the Board of Governors.
- d) Governors shall be elected by the members of the CROA in accordance with these Bylaws, except for certain vacancies as provided in Section 12 of this Article IV. Each Governor shall hold office from the end of the fall meeting of the board at which he or she was elected until a successor shall have been elected. A person may serve on the Board of Governors for a period not to exceed six (6) consecutive years.
- e) Service on the Board as an Officer shall not be counted toward the maximum number of consecutive years. If such service occurs during or after serving as a Governor and is followed immediately by additional service as a Governor, the total period served as a Governor shall not exceed the limit established in Section 3(c) above.
- f) Officers serve on the Board of Governors during their elected terms. In addition, the immediate past Chair (Chair-Emeritus) shall serve on the Board of Governors with a vote. Any remaining Chairpersons Emeriti may participate in the Board of Governors' activities as Emeritus Governors, without a vote. Also, the Chairs of any Standing Committees who is not a Governor may serve as ex-officio members of the Board without a vote.

**SECTION 4. ELECTION OF GOVERNORS.** Except for the initial founding board, the Board of Governors of the CROA shall be elected annually by the current paid members prior to the fall meeting of the Board of Governors, following submission to the Board by the Executive Committee in the notice of the meeting of a slate of Governors nominated by the Nominating Committee.

For the initial founding board, commencing in 2010, 1/3 of the sitting Governors will stand for election. In 2011 an additional 1/3 will stand for election and in 2012 the remaining 1/3 will stand for election. All elections will be held in accordance with the applicable sections of these bylaws.

The Executive Committee will establish a procedure for voting via electronic ballot or similar form and issue a notice to all members of the procedure and the pending election not less than thirty (30) days prior to the election. Notices of election will be posted on the CROA Web site, via email, and/or similar appropriate media to each current registered member.

**SECTION 5. REMOVAL.** A majority of the voting Governors may remove any Governor at any meeting at which a quorum is present.

**SECTION 6. TERM OF OFFICE.** Governors shall serve staggered terms with one-third of the Governors standing for election each year. Except for the initial election of Governors or to fill vacant unexpired terms or special terms of service, each Governor shall be elected to serve a term of two years. Terms of office shall begin on the last day of the fall meeting of the year of election unless another starting date is approved as part of the election voting prescribed in the nominating notice, however such alternative starting date shall not be more than two months before or after the last day of the fall meeting of such year of election.



**SECTION 7. PARTICIPATION IN MEETINGS BY TELEPHONE.** Governors may participate in a meeting of the Board of Governors by telephone or similar communication system as long as all persons participating in the meeting can hear each other simultaneously. It is incumbent upon Governors participating remotely to inform the Executive Director at least 30 days prior to the meeting date.

**SECTION 8. VACANCIES.**

- a) Any vacancy occurring on the Board of Governors shall be filled at the next regularly scheduled meeting of the Board of Governors by a vote of the Voting Members present. The Board of Governors may elect an interim Governor(s) to fill any vacancy on the Board of Governors but such an election shall not interfere with the Voting Members' power to elect the replacement Governor at the next regularly scheduled meeting of the Board of Governors.
- b) A vacancy or vacancies on the Board of Governors shall be deemed to exist on the occurrence of any of the following:
  - 1) the death, resignation, or removal of a Governor, except as provided in Section 3(b) immediately above;
  - 2) the cessation of operations, bankruptcy, or change of control of an organizational member;
  - 3) the declaration by resolution of the Board of Governors that a Governor has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable state law;
  - 4) an increase in the authorized number of Governors;
  - 5) the failure of the Voting Members at any meeting to elect the proper number of Governors scheduled to be elected at such meeting;
  - 6) the failure of a Governor to attend at least two (2) of the regular meetings of the Board of Governors;
  - 7) violation of the Code of Conduct;
  - 8) the vote of a majority of the Voting Members to remove a Governor; or
  - 9) the failure of a Governor to pay annual dues.

**SECTION 9. RESIGNATION.** Except as provided in this paragraph, any Governor may resign, which resignation shall be effective on giving written notice to the Chairperson, the Secretary, or the Board of Governors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Governor is effective at a future time, the Board of Governors may elect a successor to take office as of the date when the resignation becomes effective as provided by these Bylaws.

**SECTION 10. COMPENSATION.** Governors shall not receive compensation for their services as Governors. Nothing herein shall be construed to preclude any Governor from serving the CROA in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefore or from receiving reimbursement for reasonable expenses as may be fixed or determined by the Board of Governors.

**SECTION 11. NO INTEREST IN ASSETS.** The assets of the CROA are owned by SharedXpertise. Upon dissolution or change of control of SharedXpertise, no Governor shall possess any right or interest



in or to any property owned or held by CROA or SharedXpertise. After paying or adequately providing for its debts and obligations, SharedXpertise may dispose of the remaining property.

## **ARTICLE V**

### **OFFICERS**

**SECTION 1. OFFICERS.** The officers of CROA shall be a Chairperson, a Chairperson-Elect, an Immediate Chairperson-Emeritus, an Executive Director, a Secretary, a Treasurer, and such other Officers as may be elected to offices created by the Board of Governors. No person may hold two (2) or more offices at the same time. The Officers specified in this section shall be members of the Board of Governors during their terms.

**SECTION 2. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE.** The Officers of the CROA with the exceptions of the Executive Director, Chairperson-Elect, and Immediate Chairperson-Emeritus, shall be elected every two years by the Voting Members at the fall meeting of the Board of Governors, following submission to the Board of Governors in the notice of the meeting of a slate of Officers nominated by the Nominating Committee. To stand for election as an officer an individual must have served at least one year as a Governor. For the office of Chairperson, the Chairperson-elect shall automatically become Chairperson unless removed as a Governor as provided by these Bylaws. In addition to the slate of Officers nominated by the Nominating Committee, any Governor may nominate a qualified Voting Member for the position of an Officer from the floor.

The initial founding chairperson will serve for three full years. The first election of a chairperson-elect will take place at the fall meeting in 2010.

Officers so elected, excepting the Chairperson-Elect, Immediate Chairperson-Emeritus, and the Executive Director, shall serve for two (2) years beginning on the last day of the fall meeting of the year of election, unless another starting date is approved as part of the election voting prescribed in the nominating notice, however, such alternative starting date shall not be more than two months before or after the last day of the fall meeting of such year of election.

For the office of Chairperson-Elect, the Nominating Committee shall give preference to members of the Board of Governors who have served for two (2) or more years as Governors. The Board of Governors will elect a Chairperson-Elect in the second year of the term of a sitting Chairperson. The Chairperson-Elect will serve one year and succeed the Chairperson unless otherwise removed by the Board of Governors as provided for in these Bylaws.

For the office of Immediate Chairperson-Emeritus, the outgoing Chairperson will automatically become the Immediate Chairperson-Emeritus upon the expiry of his/her term as Chairperson. He/she shall serve for a term of one year unless otherwise removed by the Board of Governors as provided for in these Bylaws.

**SECTION 3. COMPENSATION.** Officers shall serve without compensation. The Executive Director, appointed by SharedXpertise, will be compensated by SharedXpertise. Nothing herein shall be construed to preclude any Officer from serving the CROA in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore or from receiving reimbursement for reasonable expenses as may be fixed or determined by resolution of the Board of Governors.

**SECTION 4. REMOVAL.** Subject to the right, if any, of an Officer under any contract of employment, any Officer, with the exception of the Executive Director, may be removed by the Board of Directors whenever in its judgment the best interests of the CROA would be served thereby or by a majority vote of the Voting



Members. The Board of Governors may declare an office vacant if an Officer does not accept the office in writing or by attending the first Board of Governors meeting after notice of his/her election.

**SECTION 5. RESIGNATION.** Any Officer may resign at any time by giving written notice to the Executive Committee. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified in such notice. The acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the CROA under any contract to which the Officer is a party.

**SECTION 6. CHAIRPERSON.** The Chairperson shall, if present, preside at all meetings of the Executive Committee and Board of Governors. The Chairperson shall have general oversight of the business of the CROA.

**SECTION 7. CHAIRPERSON-ELECT AND IMMEDIATE CHAIRPERSON EMERITUS.** In the absence or disability of the Chairperson, the Chairperson-Elect or the Immediate Chairperson Emeritus shall perform all the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon, the Chairperson.

**SECTION 8. SECRETARY.** The Secretary shall be responsible for the mailing of notices and see to the proper recording of the proceedings of meeting of the Board of Governors.

**SECTION 9. TREASURER.** The Treasurer shall be responsible for the CROA's funds and financial records. He or she shall oversee the collection and reporting of all income and expenditures and shall establish or cause to establish proper accounting procedures for the handling of the CROA's funds in banks selected by SharedXpertise. At the end of each fiscal year, the Treasurer shall prepare or cause to be prepared, an annual report which shall, if required by the Board of Governors, be reviewed by a certified public accountant. At the expiration of the Treasurer's term of office, or upon removal, the Treasurer shall immediately deliver to the person designated by the Chairperson, all books, money, and other property of the CROA in his/her charge.

**SECTION 10. EXECUTIVE DIRECTOR.** The Executive Director shall be responsible for the day-to-day operations of the CROA. He or she shall directly supervise the operations of the CROA, set the amount of dues and meeting fees for members of the CROA and the Board of Governors, develop an annual financial budget, produce quarterly financial reports, and determine authorized signers of checks and drafts. Except as otherwise specifically determined by the Board of Governors, or as otherwise required by these Bylaws, promissory notes, orders for the payment of money, and other evidence of indebtedness of the CROA may be signed by the Executive Director. The Executive Director shall report on the financial condition of the CROA at meetings of the Board of Governors and at other times when called upon by the Chairperson. All checks and drafts shall be signed by the Executive Director or his/her designee who have been approved by a majority vote of the Board of Governors.

**SECTION 11. VACANCIES.** All vacancies in Officer positions, except for the office of Executive Director, shall be filled to serve the balance of the unexpired term(s) by the Board of Governors at its next regular or special meeting. A vacancy in the office of Executive Director shall be filled by SharedXpertise. In the event of a vacancy in the office of Chairperson occurs, the Chairperson Elect or Immediate Chairperson-Emeritus shall serve as Chairperson. In the event of a vacancy in both the office of Chairperson and Chairperson-Elect occurs simultaneously, until such time as such vacancies are filled by the Board of Governors, the Secretary shall serve as Chairperson.



## ARTICLE VI

### EXECUTIVE STAFF

**SECTION 1. EXECUTIVE STAFF.** In order to further the purposes of the CROA, SharedXpertise will provide staff and secure an office.

**SECTION 2. POLICY DECISIONS.** Policy decisions relating to the official mission and objectives of the CROA shall be made by the Board of Governors. Decisions regarding staff employment, location of office, and office space shall be made by SharedXpertise.

**SECTION 3. ANNUAL BUDGET.** The annual budget of the CROA shall be prepared by the Executive Staff under the direction of the Executive Director and Treasurer for use by the Board of the CROA in development of a budget to be adopted by the Board of Governors at its annual meeting. The Executive Director will provide written progress reports on the budget no less frequently than quarterly.

**SECTION 4. INSURANCE.** The Executive Director shall, subject to approval by the Board of Governors, cause the CROA to maintain reasonable limits of general business liability and directors and officers insurance.

## ARTICLE VII

### EXECUTIVE COMMITTEE

**SECTION 1. COMPOSITION OF THE EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the Chairperson, who shall serve as the presiding officer of this committee, Chairperson Elect or Immediate Chairperson Emeritus, Secretary, Treasurer, and Executive Director.

**SECTION 2. POWERS OF THE EXECUTIVE COMMITTEE.** Powers of the Executive Committee shall include the following:

- a) To make recommendations to the Board of Governors;
- b) To make interim decisions, in strict accordance with formal operating policy and procedural resolutions as may be enacted by the Board of Governors from time to time until such time as the Board takes action.

**SECTION 3. MANNER OF MAKING RECOMMENDATIONS OR INTERIM DECISIONS.** The Executive Committee may make its decisions or recommendations either by meeting or telephone conference where a majority of the Executive Committee approves the action or by written consent, including email, of all the members of the Executive Committee.

## ARTICLE VII

### COMMITTEES

**SECTION 1. COMMITTEES OF THE CROA.** The Board of Governors shall establish committees, including additional Standing Committees, Special Interest Groups, Ad Hoc Committees, and Work Groups. The CROA Chairperson appoints chairs of the Committees or Interest Groups, unless otherwise provided by these Bylaws.

CROA Committees are established to pursue specific goals of the Association, while Interest Groups are tasked with achieving specific goals of professional segments under the rubric of Corporate



Responsibility. All Committee and Interest Group Members shall act on behalf of the CROA membership and the Association's mission of enhancing the professional standing of the profession of Corporate Responsibility – GRC, CSR, Sustainability, EH&S, Philanthropy.

**SECTION 2. TENURE AND QUALIFICATIONS.** All committee and interest group chairpersons serve at the pleasure of the CROA chairperson. Any current member may serve as Chair or Co-Chair or member of a Committee or Interest Group and/or be appointed by the Chairperson to chair an Ad Hoc Committee or Work Group. There is no limitation to the number of committees or work groups a member may serve on. Members who miss two or more meetings per year may be removed from the committee by a majority of the other committee members. Such removal shall not affect the members standing in any other capacity.

**SECTION 3. STANDING COMMITTEES.** The Board of Governors shall establish Standing Committees (as differentiated from the regular Committees and Interest Groups of the CROA), each of which shall consist of one or more members of the Board of Governors and no less than two additional members and shall be chaired by a Governor designated by the CROA Chairperson. The Standing Committees shall be a Membership Committee, a Nominating Committee and a Budget & Finance Committee.

**SECTION 4. NOMINATING COMMITTEE.** The Nominating Committee shall consist of the Immediate Chairperson Emeritus as presiding officer and at least two Governors appointed by the CROA Chairperson.

**SECTION 5. MEMBERSHIP COMMITTEE.** The Membership Committee shall be chaired by a Governor and to the extent possible, shall include Governors and members who are appointed by the Chairperson. The Membership Committee shall be responsible for recommendations for promoting membership in the CROA in accordance with policies adopted from time to time by the Board of Governors.

**SECTION 6. BUDGET & FINANCE COMMITTEE.** The Budget & Finance Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional Governors. The Budget & Finance Committee shall be responsible for development of the budget to be presented to the Board of Governors and for long-term financial planning.

**SECTION 7. CORPORATE CITIZENSHIP COMMITTEE.** The Corporate Citizenship Committee shall be presided over by a Governor appointed the CROA Chairperson and consist of at least two additional CROA members. The Corporate Citizenship Committee monitors evolving trends in measuring corporate citizenship, identifies and recommends improvements, and in coordination with *CRO Magazine* staff, updates the methodology used to compile *CRO Magazine's* 100 Best Corporate Citizens List and its related lists.

**SECTION 8. EVENTS & LEARNING COMMITTEE.** The Events and Learning Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional CROA members. The Events and Learning Committee shall advise the SharedXpertise staff on the agenda for the CRO Conferences and any additional events or educational programs for CROA members.

**SECTION 9. PUBLIC POLICY COMMITTEE.** The Public Policy Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional CROA members. The Public Policy Committee shall be responsible for developing and recommending to the Board of Governors the CROA's position on legislation and other public policy affecting the practice of corporate responsibility. The Committee shall, within the policies adopted by the Board of Governors, advise the Executive Staff in dealing with the executive, legislative, and judicial branches of international, national, regional, and local governing bodies, including but not limited to the US Presidential Administration and its agencies and departments; the US Congress and its committees and members; and the US federal courts and their presiding judges.



**SECTION 10. RESEARCH & STANDARDS.** The Research & Standards Committee shall be presided over by a Governor appointed by the CROA Chairperson and consist of at least two additional CROA members. The Research & Standards Committee shall be responsible for establishing and administering a standards-setting process, the development of standards and practices for members, and accrediting members on compliance with any adopted standards and practices. The Committee shall also be responsible for establishing a research agenda for the CROA and overseeing the maintenance of a body of knowledge accessible to all members.

**SECTION 11. AD HOC COMMITTEES AND WORK GROUPS.** Advisory Ad Hoc Committees and Work Groups for specific purposes or activities shall be designated by resolution of the Board of Governors. Any member may serve on such committees and work groups unless otherwise specified by the Board of Governors or as provided by these Bylaws. The presiding officers and members of such committees are appointed and may be removed by the Chairperson.

**SECTION 12. MEETINGS AND ACTIONS OF COMMITTEES.** Meetings of committees shall be held at a time and place designated by the presiding officer of the respective committee. Reasonable advance notice of any committee meeting shall be provided to all committee members and to the Board of Governors if the meeting is to be held during any regular meeting of the Board of Governors. Except for special committees, action by any committee shall be by a majority vote of the committee's members at a duly called meeting of the committee. Meetings may take place in person or by telephone.

## **ARTICLE IX**

### **FISCAL YEAR**

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

## **ARTICLE X**

### **BOOKS AND RECORDS**

SharedXpertise shall keep at its principal office, correct and complete books and records of account of the CROA; written minutes of the proceedings of its meetings, the original or a copy of the Bylaws as amended to date, and a record giving the names and addresses of all current members and the class of membership held by each member along with the date and manner of any membership that has been terminated. All books and records of the CROA may be inspected by any member, his/her agent or attorney, at any reasonable time and for any reasonable purpose, where such member has provided a written request to the CROA.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Board of Governors, written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated herein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.



## **ARTICLE XII**

### **ANNUAL REPORTS**

Not later than one hundred twenty (120) days after the close of the CROA's fiscal year, the Board of Governors shall cause to be sent to the members an annual report and an annual statement of activities.

## **ARTICLE XIII**

### **EXECUTION OF INSTRUMENTS**

The Executive Director, except as otherwise expressly provided by these Bylaws, may enter into any contract and deliver any instrument in the name of and on behalf of the CROA and such authority may be general or confined to specific instances.

## **ARTICLE XIV**

### **CONSTRUCTION AND DEFINITIONS**

As used by these Bylaws, the male gender includes the female and neuter, the singular includes the plural, and vice versa; and the term "person" includes both organizations and a natural person.

## **ARTICLE XV**

### **AMENDMENTS TO BYLAWS**

Subject to ratification by the Board of Governors, new Bylaws may be adopted, or these Bylaws may be amended or repealed, by a two-thirds (2/3) vote of the Board of Governors present at any duly called meeting of the Board of Governors at which a quorum is present. No Bylaws adoption, amendment, or repeal by the Board of Governors shall be effective until ratified by a two-thirds (2/3) vote of the members present at a duly called meeting of the General Membership at which a quorum is present. A copy of the proposed amendment of new Bylaw shall be included in a notice of meeting given to each Governor within thirty-five (35) days in advance of the meeting.

## **ARTICLE XVI**

### **CONFLICT OF INTEREST**

The CRO Association will be managed by SharedXpertise in such a way as to avoid conflicts of commercial and membership interest with other assets of SharedXpertise, including but not limited to *CRO Magazine*, *TheCRO.com*, and the CRO Conferences. CRO Association finances will be reported to the Board as separate from non-Association operations, and adequate steps will be taken by SharedXpertise to protect the CRO Association operations, members, and brand from activities or involvements unbecoming the mission, meaning and membership of the CRO Association. While *CRO Magazine*, *TheCRO.com* and CRO Conferences can be used by the CRO Association as its official media, any materials appearing in the official media bearing the CROA logo, Board statements or Board endorsement must be approved by the Board in advance. Disclaimers acknowledging CROA's separate governance structure from *CRO Magazine*, *TheCRO.com* and CRO Conferences must appear regularly. Claims of violations of appropriate governance practices must be brought immediately to the attention of



the Chairperson of the Board of Governors and the Executive Director, who will jointly investigate the claims and whose joint responsibility it is to escalate bona fide claims to the full Board for action.

**ARTICLE XVII**

**ADOPTION**

These bylaws are hereby adopted by the Board of Governors and became effective this \_\_\_ day of February 2009.

By: *Robert Pojasek*  
Name: Robert Pojasek  
Chairperson

By: *Kevin Martinez*  
Name: Kevin Martinez  
Secretary



**EXHIBIT I**

**CRO Association  
Membership Agreement**

**WELCOME**

Congratulations on joining the world’s premier organization for practitioners, providers and influencers in the Corporate Responsibility industry. Your membership signifies leadership in the corporate community and your participation in the CRO Association’s mission to continuous improvement and professionalization of Corporate Responsibility practices. The CRO Association is *your* association and we encourage you to take full advantage of all member benefits, which include but are not limited to passes to CRO Conferences and events, subscription to the CRO Member Lounge resources online and CRO Magazine and TheCRO.com publications, member discounts on CRO media programs, participation in the CRO Association’s Committees and Interest Groups, and eligibility for Board of Governor slots as they are available. If you ever have a question about how to get the most out of membership, please call our VP of Membership at +1.732.476.6160.

**MEMBERSHIP**

Membership is annual and renews on the anniversary of the date you or your organization initially joined the Association. If you wish to terminate your membership for any reason you must do so in writing at least 60 days prior to your renewal date. The use of any membership privileges further obligates the member to payment of all dues. Dues payments are due and payable upon receipt and payment must be received prior to the provision of membership passwords, event or committee attendance, discounts or any other association privileges. *(For US Citizens only: CRO Association dues are not deductible as a charitable contribution for US federal income tax purposes, but may be deductible as a business expense. Please consult with your tax and/or financial advisor.)*

**Annual Membership Type and Dues (check type that applies):**

**Corporate Memberships (5 participants per organization)**

- |   |  |
|---|--|
| <input type="checkbox"/> <b>Corporate Practitioner (\$1995)</b>             | <input type="checkbox"/> <b>Practitioner (\$995)</b>   |
| <input type="checkbox"/> <b>Corporate Provider (\$5995)</b>                 | <input type="checkbox"/> <b>Provider (\$2995)</b>      |
| <input type="checkbox"/> <b>Corporate Influencer Not-for-Profit (\$995)</b> | <input type="checkbox"/> <b>Influencer/NFP (\$495)</b> |

**ACCEPTANCE**

We hereby confirm our membership according to the terms listed above.  
Signed on behalf of member by:

**Your Name:** \_\_\_\_\_ **Your Title:** \_\_\_\_\_

**Organization Name:** \_\_\_\_\_

**Billing Address:** \_\_\_\_\_

\_\_\_\_\_

**Tel:** \_\_\_\_\_ **Fax:** \_\_\_\_\_ **e-mail:** \_\_\_\_\_



**Credit Card Information**

(Individual or corporate membership dues of \$1,000.00 or less must be paid via credit card. Corporate memberships or individual dues of \$1,000.01 or more, please check below if you wish to be invoiced.)

**Card Type: (Visa, MasterCard, Amex)** \_\_\_\_\_

**Card Number:** \_\_\_\_\_

**Expiration date (mm/yyyy):** \_\_\_\_\_

**Please invoice me:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

The execution of this agreement and its receipt by **CRO Association** is deemed conclusive evidence of the applicant's agreement to the terms and conditions above and to pay the full dues from that moment. Credit card statements will show processing by Crossing Media LLC, association manager for the CRO Association.

**Please send signed copy to: (fax) 732-432-6155 or (email) valbergato@crossingmedia.com**