



(A Virginia Nonstock Corporation)

ARTICLES OF INCORPORATION

Amended 21 May 2006

ARTICLE 1 – NAME

The name of the corporation is “CFA Institute.”

ARTICLE 2 – PURPOSES

The purposes of CFA Institute are:

- (a) to establish educational standards in the professional practices of financial analysis, investment management, securities analysis, and other similar professions (collectively, the “Investment Decision-Making Process”);
- (b) to instruct and train Individual Members and Member Societies (as each such term is defined in the Bylaws) and the general public in the sound and trustworthy principles, practices, and conduct with regard to the Investment Decision-Making Process;
- (c) to develop and administer examinations designed to test individual competence and skill in the professional fields of knowledge pertinent to the Investment Decision-Making Process, including granting the right to use the Chartered Financial Analyst® (CFA®) designation;
- (d) to carry on, sponsor, aid and encourage research, education, and information activities to further the purposes set forth in this Article 2;
- (e) to guide, encourage, and aid the continuing education of individuals professionally engaged in the Investment Decision-Making Process, and to this end, to promote, encourage, and carry on research and the preparation, publication, and dissemination of educational materials and to conduct programs in the fields of knowledge pertinent to the professional application of the Investment Decision Making Process;
- (f) to develop, establish, promulgate, and maintain the CFA Institute Code of Ethics and Standards of Professional Conduct for individuals professionally engaged in the Investment Decision-Making Process, and to enforce such standards for members;

(g) to provide Individual Members and Member Societies with opportunities for exchanging ideas and information regarding the Investment Decision-Making Process;

(h) to promote good relations between the general public and professionals engaged in the Investment Decision-Making Process; and

(i) to promote the welfare of members and others engaged professionally in the Investment Decision-Making Process.

ARTICLE 3 – POWERS

CFA Institute is organized as a not-for-profit corporation pursuant to the Virginia nonstock Corporation Act (“Act”) and shall not issue shares of stock, shall not pay dividends, and no part of the assets or net earnings of CFA Institute shall inure to the private benefit of any director (known as a Governor as defined in Article 5 below), officer, or other individual. Notwithstanding the foregoing, CFA Institute may pay compensation in a reasonable amount to its officers, agents, or employees for services rendered.

CFA Institute shall not make any distribution upon dissolution or final liquidation except as provided herein. CFA Institute is organized and shall be operated as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “Code”), and it may engage only in activities that may be carried on by a corporation exempt from federal income taxation under said section.

ARTICLE 4 – MEMBERS

CFA Institute shall have one (1) or more classes of members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit, or deny the right to vote.

No materially adverse change shall be made to the rights and privileges of any class of Individual Members, voting or nonvoting, including but not limited to: (a) voting rights except as required by law, (b) diminution of membership rights and privileges except those that apply to all classes of Individual Members in an equitable manner, or (c) additional or different requirements to attain or maintain membership in a class of Individual Members without the affirmative vote of more than two-thirds (2/3) of the votes of the members of the class of Individual Members so affected (whether otherwise voting or nonvoting members) cast at a meeting of members at which a quorum of members entitled to vote is present.

ARTICLE 5 – BOARD OF GOVERNORS

All corporate powers shall be exercised by or under the authority of, and the business of CFA Institute managed under the direction of, its board of directors, subject to any limitation contained herein.

The board of directors shall be known as the Board of Governors (the “Board”) and the directors shall be known as Governors. The number of Governors shall be fixed in accordance with the Bylaws, but shall not be less than sixteen (16) nor more than nineteen (19) Governors, including *ex officio* Governors. To the extent the number of Governors at the time this provision becomes effective exceeds nineteen (19), the Board may implement this provision over a period of not more than five (5) years.

The President shall serve as an *ex officio* member of the Board for a term concurrent with his or her respective term in office. Except as set forth in the last sentence of this Article 5, other Governors shall each serve for a term of three (3) years, staggered so that, as nearly as possible, the terms of one-third (1/3) of such Governors shall expire at the end of the CFA Institute fiscal year. Each Governor shall serve until the election and qualification of his or her successor. In the event that any Past Chair, Chair or Vice Chair is either (i) not an elected Governor immediately prior to serving in such office or (ii) an elected Governor whose term on the Board has or would otherwise expire prior to or during his or her term in such office, the Past Chair, Chair or Vice Chair shall serve as an *ex officio* member of the Board for a term concurrent with his or her term in office.

ARTICLE 6 – DISSOLUTION

In the event of dissolution of CFA Institute, the assets of CFA Institute shall be applied and distributed in the following order:

- (a) all liabilities and obligations of CFA Institute shall be paid, satisfied, and discharged or adequate provision shall be made therefore;

- (b) assets held by CFA Institute upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- (c) assets received and held by CFA Institute subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of CFA Institute, pursuant to a plan of distribution adopted as provided by law or as a court may direct; and
- (d) all of the remaining assets of CFA Institute shall be distributed to one (1) or more organizations serving the general interests of professions involving the Investment Decision-Making Process, as may be selected by the Board, but no distribution upon dissolution shall be made to any organization that is not exempt from federal income taxation under either Section 501(c)(3) or Section 501(c)(6) of the Code, or successor provisions of any future applicable tax code.

ARTICLE 7 – LIMIT ON LIABILITY AND INDEMNIFICATION

To the fullest extent that the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers of a corporation to the corporation or its members, a Governor or officer of CFA Institute shall not be liable to CFA Institute or its members for monetary damages.

To the fullest extent permitted and in the manner prescribed by the Act and any other applicable law, CFA Institute shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be made a party in any threatened, pending, or completed action, suit, proceeding, or appeal, whether civil, criminal, administrative, or investigative and whether formal or informal, because he or she is or was a Governor or officer of CFA Institute, is or was serving at the request of CFA Institute as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. CFA Institute may (but shall not be required to) indemnify, and advance reasonable expenses to, an employee or agent of CFA Institute who is not a Governor or officer of CFA Institute to the same extent as if he or she were a Governor or officer of CFA Institute. The Board may, by a majority vote of a quorum of the disinterested Governors, authorize and enter into a

contract on behalf of CFA Institute to indemnify any Governor, officer, or any other individual designated above, to the same extent as provided about relating to Governors and officer, for matters occurring before or after the execution of such contract.

CFA Institute may purchase and maintain insurance to indemnify it, in whole or in part, against any liability assumed by it in accordance with this Article 7 and may also procure insurance, in such amounts as the Board may determine, on behalf of any individual who is or was a

Governor, officer, partner, trustee, employee, or agent of CFA Institute or is or was serving at the request of CFA Institute as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by any such individual in any such capacity or arising from his or her status as such, whether or not CFA Institute would have the power to indemnify him or her against such liability under the provisions of this Article 7.



(A Virginia Nonstock Corporation)

BYLAWS
Amended 2 February 2008

ARTICLE 1 – NAME, LOCATION, AND CORPORATE SEAL

- 1.1 **Name.** The name of the corporation is “CFA Institute.”
- 1.2 **Location.** The principal office of CFA Institute shall be located at such place as the Board of Governors (the “Board”) may determine.
- 1.3 **Corporate Seal.** The corporate seal shall consist of a circular die bearing the CFA Institute name and year of incorporation. The form of the seal may be changed by the Board.

ARTICLE 2 – DEFINITIONS

For purposes of the Articles of Incorporation and Bylaws, the following are defined terms which may be used, as appropriate, in singular or plural form:

- 2.1 **“Acceptable Professional Work Experience”** as it relates to applicants seeking to become Charterholder Members, Regular Members, or Affiliate Members, includes activities that consist to a majority extent of:
- (a) evaluating or applying financial, economic and/or statistical data as part of the Investment Decision-Making Process involving securities or similar investments, which includes, but is not limited to, publicly traded and privately placed stocks, bonds, and mortgages and their derivatives; commodity-based derivatives and mutual funds; and other investment assets, such as real estate and commodities, if these other investment assets are held as part of a diversified, securities-oriented investment portfolio; or
 - (b) supervising, directly or indirectly, persons who practice such activities; or
 - (c) teaching such activities.
- 2.2 **“Articles”** refers to the Articles of Incorporation of CFA Institute as they may be amended.

- 2.3 **“Board”** is the Board of Governors of CFA Institute.
- 2.4 **“Bylaws”** refers to these Bylaws of CFA Institute as they may be amended.
- 2.5 **“Candidate”** is an individual:
- (a) whose application for registration in the CFA Program has been accepted by CFA Institute, as evidenced by the issuance of a notice of acceptance, and who is enrolled to sit for a specified examination level (“Exam”) in the CFA Program; and
 - (b) who has not
 - (i) received Exam results;
 - (ii) voluntarily removed himself or herself from the CFA Program;
 - (iii) failed to sit for an Exam; or
 - (iv) otherwise been removed from the CFA Program.
- 2.6 **“CFA Program”** is the Chartered Financial Analyst® (CFA®) study and examination program developed and administered by CFA Institute.
- 2.7 **“Chair”** is the presiding officer of the Board as more particularly described in Section 6.2 of the Bylaws.
- 2.8 **“Code and Standards”** is the CFA Institute Code of Ethics and Standards of Professional Conduct, as they may be amended.
- 2.9 **“Covered Person”** is any individual who is: a Regular Member, a Affiliate Member, a Charterholder Member, a Candidate, or a Postponed Candidate.
- 2.10 **“Designated Officer”** is a Regular Member appointed by the Board to oversee CFA Institute operation of the Professional Conduct Program.

- 2.11 **“Governor”** is an individual serving on the Board in accordance with the Articles and Article 5 of the Bylaws.
- 2.12 **“Individual Member”** refers to Regular Members, Affiliate Members, and Charterholder Members.
- 2.13 **“Investment Decision-Making Process”** is the professional practice of financial analysis, investment management, securities analysis, or other similar professions.
- 2.14 **“Member’s Agreement”** is a document prepared by CFA Institute setting forth member obligations and responsibilities that must be signed by every Individual Member.
- 2.15 **“Past Chair”** is the individual who served as the Chair immediately prior to the current Chair’s term.
- 2.16 **“Postponed Candidate”** is an individual who has registered for the CFA Program, but is not a Candidate as defined in the Bylaws.
- 2.17 **“Professional Conduct Statement”** is a form prepared by CFA Institute that must be signed annually and submitted by all Individual Members and Candidates, except those members excused in accordance with the Bylaws.
- 2.18 **“Research Foundation”** is The Research Foundation of CFA Institute and any successor, including by change of name.
- 2.19 **“Rules of Procedure”** are the Rules of Procedure for Proceedings Related to Professional Conduct as amended, which govern the procedures to which both CFA Institute and Covered Persons must adhere.
- (i) four (4) years of Acceptable Professional Work Experience and passage of Level I of the CFA Program, or such other appropriate examination approved by the Board;
- (ii) four (4) years of Acceptable Professional Work Experience and passage of a standards of professional conduct examination approved by the Board; or
- (iii) be a Charterholder Member;
- (c) sign and submit to CFA Institute a Member’s Agreement and a Professional Conduct Statement; and
- (d) complete any additional application procedures or requirements established by CFA Institute.

3.3 Affiliate Members.

- (a) Each applicant seeking to become an Affiliate Member of CFA Institute shall:
- (i) be an affiliate member of at least one (1) Member Society;
- (ii) sign and submit to CFA Institute a Member’s Agreement and a Professional Conduct Statement; and
- (iii) complete any additional application procedures or requirements established by CFA Institute and, when applicable, the appropriate Member Society.
- (b) For purposes of Section 3.3(a)(i), in the event that a Member Society ceases to exist by reason of dissolution or otherwise, such Member Society may designate CFA Institute to serve in the capacity of a Member Society in order that the affiliate members of such Member Society can maintain their status as Affiliate Members.

ARTICLE 3 – MEMBERS AND CANDIDATES

3.1 **Classes of Members.** The classes of membership in CFA Institute are Regular Members, Affiliate Members, Charterholder Members, and Member Societies.

3.2 **Regular Members.** Each applicant seeking to become a Regular Member of CFA Institute or of any Member Society shall:

- (a) hold a bachelor’s degree from an accredited academic institution or have equivalent education or work experience as determined by CFA Institute;
- (b) have attained one (1) or more of the following:

3.4 Charterholder Members.

- (a) Each applicant seeking to become a Charterholder Member of CFA Institute shall:
- (i) be an individual who has satisfied (1) the requirements to become a Regular Member and (2) the requirements of the CFA Program as established by CFA Institute and achieved the minimum passing score as determined in accordance with Section 5.8(c) of the Bylaws; and

- (ii) complete and submit any additional application procedures or requirements established by CFA Institute.

- (b) Upon satisfaction of the requirements in Section 3.4(a) and acceptance by CFA Institute, an applicant shall become a Charterholder Member and be granted the right to use the Chartered Financial Analyst® (CFA®) designation.

3.5 Responsibilities of Covered Persons.

- (a) Each Covered Person shall:
 - (i) adhere to all applicable rules and regulations, including the Articles and Bylaws, the Code and Standards, and other rules relating to professional conduct and membership, all of which may be amended;
 - (ii) be subject to the disciplinary jurisdiction and sanctions of CFA Institute;
 - (iii) submit information requested relating to professional conduct and activities;
 - (iv) produce documents, testify, and otherwise cooperate in disciplinary proceedings of CFA Institute including adhering to the Rules of Procedure; and
 - (v) adhere to such other requirements as set forth by CFA Institute.
- (b) In addition to the responsibilities set forth above, Individual Members must also:
 - (i) annually file a Professional Conduct Statement unless excused pursuant to Section 11.2(b) of the Bylaws; and
 - (ii) annually pay membership dues.

- 3.6 **Voting Rights.** Regular Members have voting rights in CFA Institute and each shall be entitled to one (1) vote on each matter submitted to the Regular Members. Affiliate Members, Charterholder Members, and Member Societies do not have voting rights in CFA Institute. Candidates and Postponed Candidates are not members of CFA Institute unless otherwise associated with CFA Institute as Regular Members or Affiliate Members.

- 3.7 **Dues.** The Board shall have the right to set and collect dues for membership in CFA Institute.

- 3.8 **Resignation.** Any Individual Member may resign from CFA Institute or a Member Society by sub-

mitting notice to CFA Institute. CFA Institute shall notify each applicable Member Society of the resignation.

3.9 Suspension or Revocation of Membership.

- (a) Individual Members.
 - (i) An Individual Member's membership in CFA Institute and in any Member Society may be suspended or revoked at any time by CFA Institute for any violation of Section 3.5.
 - (ii) An Individual Member whose membership is revoked or suspended shall not be entitled to any rights or privileges of membership, including, when applicable, the right to use the Chartered Financial Analyst® (CFA®) designation and the right to vote.
- (b) Candidates and Postponed Candidates. Any Candidate or Postponed Candidate may be suspended or removed from the CFA Program for any violation of Section 3.5(a).

- 3.10 **Membership List and Member Records.** CFA Institute shall keep a list of the names, business addresses, business affiliations, membership classifications, and other information relating to all CFA Institute members.

3.11 Member Societies.

- (a) Requirements for Membership. To organize or admit a Member Society of CFA Institute an application and other requested information must be submitted for approval by CFA Institute.
- (b) Adoption of the Code and Standards.
 - (i) Each Member Society shall adopt the Code and Standards and shall provide in its bylaws that its regular members and affiliate members shall be subject to and comply with the Code and Standards.
 - (ii) The bylaws of each Member Society shall provide that all authority and responsibility for enforcement of the Code and Standards with respect to regular members and affiliate members of the Member Society are delegated to CFA Institute.
- (c) Membership in a Member Society.
 - (i) The bylaws of each Member Society shall provide that it may not admit or retain an individual as a regular member who is not a Regular Member of CFA Institute.

- (ii) The bylaws of each Member Society shall provide that all affiliate members of a Member Society shall become Affiliate Members of CFA Institute.
- (iii) Any individual whose membership as a Regular Member or Affiliate Member has been revoked or suspended by CFA Institute may not retain membership in a Member Society while such revocation or suspension is in effect.
- (iv) Except for a uniform sponsorship requirement set forth by CFA Institute, a Member Society shall not impose any requirements on its regular members other than those listed in Section 3.2 of the Bylaws.
- (v) Each Member Society shall have the right to review all applications for regular membership in the society, as applicable.
- (vi) The Board, or a committee designated by the Board, shall have the authority to make final determinations on the application of membership provisions listed in Section 3.2 of the Bylaws.

3.12 Termination of Membership. The membership of any Member Society in CFA Institute may be terminated or suspended by a vote of two-thirds (2/3) of the Governors then serving.

ARTICLE 4 – MEETINGS OF THE MEMBERS

4.1 Meetings.

- (a) All meetings of the members shall be held at suitable times and places within or without the Commonwealth of Virginia, as determined by the Board.
- (b) There shall be an annual meeting of the members.
- (c) Special meetings of the members shall be called:
 - (i) by the Board or the Chair; or
 - (ii) by the Secretary, upon receipt of a written petition signed by at least two percent (2%) of the Regular Members.
- (d) Only business within the purpose or purposes described in the meeting notice shall be conducted at a special meeting.

4.2 Notice.

- (a) Written notice of meetings shall:

- (i) state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called; and
 - (ii) be delivered, mailed, expressed, or sent by facsimile, electronic mail, or other reliable printed or printable communication to each Regular Member to the address, as it appears on the CFA Institute membership records, not less than ten (10) nor more than sixty (60) days before the meeting date unless a different notice period is required by law.
- (b) Notice of any meeting may be waived in writing signed by the member entitled to notice before or after the date of the meeting. A Regular Member who attends a meeting in person or by proxy:
- (i) waives objection to lack of notice or defective notice of the meeting unless the Regular Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
 - (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice that unless Regular Member objects to considering the matter when it is presented.

4.3 Quorum. At any meeting of the members, ten percent (10%) of all Regular Members represented in person or by proxy at such meeting shall constitute a quorum for the transaction of business. If less than a quorum is present in person or by proxy, the Chair may adjourn the meeting to a fixed time and place determined by the Chair or Secretary.

4.4 Voting.

- (a) Each Regular Member shall be entitled to one (1) vote.
- (b) A majority of the votes cast in person or by proxy, in hard or, when permitted by law, electronic form, at a meeting at which a quorum is present shall be required for adoption of any matter voted upon, except as otherwise required by the Bylaws, the Articles, or applicable law.

ARTICLE 5 – BOARD OF GOVERNORS

5.1 Authority and Responsibility. All corporate powers shall be exercised by or under the authority of, and the business of CFA Institute managed under the direction of, the Board subject to the Bylaws, the Articles, and applicable law.

5.2 Composition and Qualification.

- (a) The number of Governors (including *ex officio* Governors as defined in the Articles) shall be not less than sixteen (16) nor more than nineteen (19) and shall be determined by the Board. The President, Chair, Vice Chair, and Past Chair shall serve as *ex officio* Governors in accordance with the Articles. To the extent the number of Governors at the time this section becomes effective exceeds nineteen (19), the Board may implement this section over a period of not more than five (5) years.
- (b) The Board may have up to two (2) Governors who are not Regular Members. All other Governors shall be Regular Members.

5.3 Terms and Elections.

- (a) Governors, excluding those serving in an *ex officio* capacity, shall be elected by the Regular Members at the annual meeting of members for a term of three (3) years, staggered so that, as nearly as possible, the terms of one-third (1/3) of such Governors shall expire at the end of CFA Institute fiscal year end and until the election and qualification of their successors.
- (b) When the number of nominees for Governor exceeds the number of individuals to be elected, the nominees receiving the highest number of votes shall be elected.

5.4 **Vacancies.** A Governor's vacancy for any reason may be filled by the Board by the appointment of a successor for the unexpired term of the Governor whose place is vacant.

5.5 Meetings.

- (a) Meetings of the Board shall be called by:
 - (i) the Board;
 - (ii) the Chair; or
 - (iii) the Secretary, upon the written request of a majority of the Governors.
- (b) The date, time, and place of the Board meetings shall be designated by the Board, Chair or Secretary.
- (c) The Chair of the Presidents Council and the Presidents Council Representatives shall be invited to attend non-executive sessions of Board meetings.

5.6 Notice.

- (a) Regular meetings of the Board shall be held with notice at such dates, times, and places as the Board may determine by vote.
- (b) Written notice shall be sent by the Secretary and shall:
 - (i) state the date, time, and place of the meeting; and
 - (ii) be delivered, mailed, or expressed to each Governor at least fifteen (15) days before the meeting date or be given by telephone, telegraph, facsimile, electronic mail, or other reliable means at least twenty-four (24) hours before the meeting date.
- (c) The business to be transacted or the purpose of any Board meeting is not required to be specified in the notice or a waiver of notice of any Board meeting.
- (d) Notice of any meeting may be waived in writing signed by the individual entitled to notice before or after the date of the meeting.
- (e) A Governor who attends a meeting in person or through the use of any means of communication by which all Governors may simultaneously hear each other during the meeting shall be deemed to have had timely and proper notice of the meeting.

5.7 **Quorum.** Except as otherwise provided in the Bylaws or by law, at any meeting of the Board, a majority of the Governors then serving who are present in person or through the use of any means of communication by which all Governors may simultaneously hear each other during the meeting shall constitute a quorum. For the purpose of determining the minimum passing score(s) of the CFA Program, a majority of the Governors that are Charterholder Members shall constitute a quorum.

5.8 Voting.

- (a) Each Governor, including *ex officio* Governors, shall be entitled to one (1) vote, which shall not be voted by proxy.
- (b) The act of a majority of the Governors voting at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in the Bylaws, the Articles or by law.
- (c) The act of a majority of the Governors who are Charterholder Members voting for the purpose of determining the minimum passing score(s) of the CFA Program at which a quorum is present shall be the act of the Board.

ARTICLE 6 – OFFICERS

6.1 Number, Designation, and Qualifications.

- (a) The officers of CFA Institute shall be a Chair, a Vice Chair, a President, a Chief Financial Officer, a Secretary, and such other officers as the Board, Executive Committee, or President may determine.
- (b) Only Regular Members may serve as the Chair, Vice Chair, or President of CFA Institute.

6.2 Chair. The Chair shall:

- (a) preside at all Board and member meetings;
- (b) be the representative of the Board and the Executive Committee; and
- (c) have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

6.3 Vice Chair. The Vice Chair shall:

- (a) perform the duties of the Chair in his or her absence;
- (b) automatically become the Chair of CFA Institute in the event of the Chair's incapacity, resignation, removal or death; and
- (c) have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

6.4 President.

- (a) The President shall:
 - (i) be a Charterholder Member;
 - (ii) be appointed by the Board to serve at its pleasure;
 - (iii) be entitled to compensation as approved by the Compensation Subcommittee;
 - (iv) be the chief executive officer of CFA Institute;
 - (v) have the power and authority to appoint and remove officers other than the Chair, Vice Chair, Secretary, and Chief Financial Officer;
 - (vi) have management, supervision and control of, and responsibility for the business of CFA Institute, subject to the direction of the Board; and

- (vii) have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

- (b) It shall be the President's duty, and the President and CFA Institute officers shall have the power, to effectuate all orders and resolutions of the Board.

6.5 Secretary and Chief Financial Officer.

- (a) The Secretary shall:
 - (i) act as secretary at all Board and member meetings, including maintaining minutes of such meetings;
 - (ii) maintain the corporate seal and certify the authenticity of Board actions and officer signatures; and
 - (iii) have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.
- (b) The Chief Financial Officer shall:
 - (i) oversee the receipt and disbursement of all funds;
 - (ii) maintain CFA Institute financial records and statements;
 - (iii) submit an annual financial statement and budget to the Board and such other statements as the Chair may require; and
 - (iv) have such other duties and powers as prescribed in the Bylaws, the Articles, by the Board, and by law.

6.6 Election and Term.

- (a) Elected Officers.
 - (i) The Chair and Vice Chair shall be elected by the Regular Members at each annual meeting of members.
 - (ii) The Secretary and Chief Financial Officer and such other officers as the Board may determine shall be elected by the Board annually.
 - (iii) Each elected officer shall serve for a term of one (1) year, commencing on the first day of CFA Institute fiscal year following his or her election and continuing until the choosing and qualification of his or her successor.

- (b) Appointed Officers.
 - (i) Except for the President who shall be appointed by the Board, all other officers shall be appointed by the Executive Committee or the President.
 - (ii) Each appointed officer shall serve at the pleasure of the person or group that appointed him or her.
- 6.7 **Vacancies.** A vacancy in any office, except as otherwise provided in the Bylaws, may be filled by the Board for all elected officers and the President and by the Executive Committee or President for appointed officers (other than the President) by the appointment of a successor for the unexpired term of the officer whose place is vacant.

ARTICLE 7 – COMMITTEES

7.1 Creation and Requirements.

- (a) The Board may establish one (1) or more committees to perform such duties as prescribed by the Board, the Articles or the Bylaws, provided that such duties are not prohibited by applicable law.
- (b) Except as otherwise provided in the Bylaws, each committee shall act under the supervision and control of the Board or an Oversight Committee designated by the Board, and the Board or designated Oversight Committee shall have the authority to remove any chair or member of a committee.
- (c) Except as permitted by law and specified in the Bylaws or a resolution of the Board, no committee shall perform any function of corporate power, policy-making, or management.
- (d) Each committee and subcommittee shall adhere to the same procedural requirements as applicable to the Board for notice of meeting, quorum and voting.

7.2 Executive Committee.

- (a) Authority and Responsibility. CFA Institute shall have an Executive Committee that shall:
 - (i) act for the Board between Board meetings on all matters to the extent permitted by law and in accordance with the authority delegated to the Executive Committee by the Board;
 - (ii) consider and approve compensation policies;
 - (iii) monitor each Governor’s performance on the Board;

(b) Composition.

- (i) The Executive Committee shall consist of the CFA Institute Chair, Vice Chair, Past Chair, and such other members as specified by the Board.
- (ii) The CFA Institute Chair shall be the chair of the Executive Committee.

7.3 Oversight Committees.

- (a) Authority and Responsibility. The Board may establish one (1) or more Oversight Committees that, to the extent specified by the Board and as permitted by law, may exercise the authority of the Board, including the exercise of corporate powers, policy-making, and management.
- (b) Composition. Each Oversight Committee shall consist of two (2) or more Governors.
- (c) Purpose. Any Oversight Committee established by the Board shall have the duties and responsibilities as assigned by the Board or the Executive Committee.

7.4 Committee Chair and Members. Except as otherwise provided in the Bylaws:

- (a) the chair of each committee shall be a Regular Member;
- (b) the chair of each committee shall be appointed by the Chair of CFA Institute, with the approval of the Board, to serve for a term of one (1) year or such longer period as the Board may determine and shall serve until his or her successor is selected and qualified, provided, however, that no individual shall serve as a committee chair for more than three (3) consecutive years except to the extent his or her successor has not been selected and qualified; and

- (c) each member of a committee shall be a Regular Member except to the extent that the CFA Institute Chair, the Board, or the Oversight Committee having responsibility for such committee shall determine otherwise;
- (d) the chair of each committee, with prior approval of the chair of the Oversight Committee having responsibility for such committee, shall appoint the other members of the committee to serve for a term of one (1) year or such longer period as the CFA Institute Chair may determine and shall serve until his or her successor is selected and qualified, provided, however, that no individual shall serve as a member of a committee (including anytime as committee chair) for more than six (6) consecutive years except to the extent his or her successor has not been selected or qualified.

7.5 Subcommittees. Except as otherwise set forth in the Bylaws, a committee may create one (1) or more subcommittees and shall determine the subcommittee chairs, members, and terms of members. All actions taken by subcommittees shall be subject to review and approval by the appointing committee, or as otherwise set forth in the Bylaws.

7.6 Reports of Committees. Each of the committees shall submit a written report to the Board or the Oversight Committee designated by the Board to oversee such committee at least once each fiscal year covering the committee activities since the previous report. Each committee shall report to the Board or applicable Oversight Committee at any time upon the request of the CFA Institute Chair or applicable Oversight Committee chair.

ARTICLE 8 – PRESIDENTS COUNCIL

- 8.1 Authority and Responsibilities.** A volunteer committee of CFA Institute known as the “Presidents Council” shall be established that:
- (a) provides a forum for discussion among the presidents of the Member Societies;
 - (b) facilitates communication of information among Member Societies;
 - (c) makes recommendations regarding Member Society activities;
 - (d) provides advice and consultation to Presidents Council Representatives, CFA Institute officers, and the Board;
 - (e) elects Presidents Council Representatives.

8.2 Composition and Chair. The Presidents Council shall be composed of the president of each Member Society, the Presidents Council Representatives, and the Presidents Council chair. The chair of the Presidents Council shall be elected by a majority of the members of the Presidents Council, and the chair is authorized to attend non-executive sessions of Board meetings.

8.3 Meetings. The Presidents Council shall meet at least once per year.

8.4 Votes. Each member of the Presidents Council shall have one (1) vote. Each Member Society president may designate an alternate representative, if such president is unable to attend any meeting.

8.5 Presidents Council Representatives.

(a) Authority and Responsibilities. The Presidents Council shall select Presidents Council Representatives that shall facilitate communication of information between the Board and the members of the Presidents Council, and the Presidents Council Representatives are authorized to attend non-executive sessions of Board meetings.

(b) Composition. Presidents Council Representatives shall be Regular Members selected by the Presidents Council pursuant to procedures established by the Presidents Council. The number of Presidents Council Representatives shall be set by the Board and not be less than eight (8) nor more than thirteen (13) and, in the absence of Board action, shall be eight (8).

ARTICLE 9 – NOMINATING PROCESS AND ELECTION

9.1 Nominating Committee.

(a) Authority and Responsibility. Nominations for Governor and for the offices of Chair, Vice Chair, and, in the absence of action by the Executive Committee, Treasurer, and Secretary, shall be made by the Nominating Committee, subject to approval of the Board.

(b) Composition. The Nominating Committee shall be composed of:

- (i) the Past Chair (who shall serve as chair of the committee) and the Chair;
- (ii) two (2) Regular Members elected by the Executive Committee who are serving as a Governor or are in their first year after serving as a Governor;

- (iii) one (1) Regular Member that is a Charterholder Member elected by the members of the Candidate Curriculum Committee or elected by the members of the Council of Examiners, each in alternate terms; and
 - (iv) two (2) Regular Members elected by the Presidents Council Representatives.
- (c) If the Past Chair is unable for any reason to serve as chair of the committee, the Chair shall serve such function.
- (d) Each member of the Nominating Committee shall serve a two (2) year term. The terms of the two representatives from each constituency in Article 9.1(b) will be staggered so that one person will be serving in the first year of the term and one person will be serving in the second year of their term. No person shall serve two consecutive terms on the Nominating Committee.

9.2 Nominations. Nominees shall be selected by the Nominating Committee and approved by the Board. In carrying out its duties, the Nominating Committee shall seek to:

- (a) nominate individuals to the Board who, in the committee's judgment, will cause the Board to be composed of a wide and balanced range of individuals professionally engaged in the Investment Decision-Making Process;
- (b) select the very best candidates in terms of leadership qualities and skill sets while striving to ensure that the diversity of characteristics of the CFA Institute membership is adequately represented on the Board;
- (c) consider nominees that have shown strong and active commitment and participation to CFA Institute and Member Society activities;
- (d) be mindful of the diversity of job functions, industry sectors, and geographical locations and the many other differences in member perspectives that the Nominating Committee judges to be significant in seeking to achieve a Board that can act effectively in the best interest of all Regular Members, Affiliate Members, Charterholder Members, and Member Societies; and
- (e) at the Executive Committee's direction, nominate an individual(s) that is not a Regular Member, who in the Nominating Committee's judgment, will cause the Board to have the very best candidates(s) to assist CFA Institute in meeting the purposes set forth in Article (2)(h) and (i) of the CFA Institute Articles.

9.3 Solicitations of Nominations. The Nominating Committee shall solicit candidates for each position that the committee is seeking to fill. Solicitation of candidates shall commence promptly after the Nominating Committee has been duly appointed. The names of nominees will be published no later than seventy (70) days prior to the annual meeting of members.

9.4 Nominations of Nominating Committee Members. No member of the Nominating Committee, while serving on the committee, may be nominated for a Board or officer position.

9.5 Nominations by Members. Any Regular Member may submit additional written nominations for Governors and for the offices of Chair and Vice Chair if:

- (a) sponsored in writing by at least two percent (2%) of the Regular Members;
- (b) written consent from the nominee has been obtained; and
- (c) documents supporting both (a) and (b) are submitted to the Secretary no later than sixty (60) days before the annual meeting.

ARTICLE 10 – FINANCES

10.1 Fiscal Year. The fiscal year of CFA Institute shall begin on 1 September of each year unless otherwise determined by the Board.

10.2 Dues. The Board shall establish, and may change, dues for members of CFA Institute. Such dues may be set at levels and for classifications of members as determined by the Board.

10.3 Audit Review. Financial statements of CFA Institute shall be audited not less than once per year by an independent certified public accountant approved by the Board.

ARTICLE 11 – PROFESSIONAL CONDUCT PROGRAM

11.1 Professional Conduct Program. CFA Institute shall establish a Professional Conduct Program overseen by the Professional Conduct Committees that will administer professional conduct services for CFA Institute including, but not limited to:

- (a) providing ethics and professional conduct education;
- (b) reviewing and revising the Code and Standards, the CFA Institute Standards of Practice Handbook, similar CFA Institute publications, and other ethics and professional conduct material;

- (c) establishing ethics and professional conduct standards subject to Board approval;
- (d) investigating and conducting proceedings in connection with professional conduct matters involving Covered Persons; and
- (e) imposing Disciplinary Sanctions for proceedings related to ethics and professional conduct.
- (f) failure by a Covered Person to cooperate with CFA Institute in its inquiry and investigation of the Covered Person's professional conduct; and/or
- (g) any "good cause" as defined by the Disciplinary Review Committee.

11.2 Professional Conduct Statement.

- (a) Applicants for enrollment to sit for each level of the CFA Program shall complete and file with CFA Institute a statement that is substantially similar to the Professional Conduct Statement before becoming a Candidate.
- (b) An Individual Member who has retired from the profession, as determined by CFA Institute, shall be excused from annually filing a Professional Conduct Statement upon the completion of a form prepared for that purpose by CFA Institute.

11.3 Grounds for Discipline. Disciplinary Sanctions may be imposed upon Covered Persons on account of:

- (a) violation of the Code and Standards, Member's Agreement, and/or the Rules of Procedure or other rules applicable to the Professional Conduct Program or applicable to Candidates, all of which as may be amended;
- (b) imposition of a disciplinary sanction or injunction by a governmental or judicial agency or by a public or private self-regulatory organization with legal authority over any aspect of the Investment Decision-Making Process;
- (c) conviction of or guilty plea to a crime defined as a felony, under the laws of the convicting jurisdiction, or, if the laws of the convicting jurisdiction do not define felony, any crime punishable by more than one (1) year in prison;
- (d) having been barred permanently, or for an indefinite period of time, from registration under the securities laws or similar laws relating to the Investment Decision-Making Process or from association or affiliation with a governmental or judicial agency, or by a public or private self-regulatory organization with legal authority over the Investment Decision-Making Process;
- (e) falsification of information on CFA Program enrollment applications, CFA Institute membership applications, or Member Society membership applications;

11.4 Disciplinary Sanctions.

- (a) Disciplinary Sanctions, as more particularly described in the Rules of Procedure, include, but are not limited to:
 - (i) private censure;
 - (ii) public censure;
 - (iii) suspension of membership;
 - (iv) suspension of the right to use the Chartered Financial Analyst® (CFA®) professional designation;
 - (v) revocation of membership;
 - (vi) revocation of the right to use the Chartered Financial Analyst® (CFA®) designation;
 - (vii) summary suspension; and
 - (viii) suspension (summary or otherwise) or prohibition from participation in the CFA Program.
- (b) As more particularly described in the Rules of Procedure, in the event of a proposed suspension or revocation of the right to use the Chartered Financial Analyst® professional designation or membership in CFA Institute, there shall be provision for an appeal. In such situations the determination of the Board shall be final. As more particularly described in the Rules of Procedure, the Designated Officer may impose Disciplinary Sanctions of summary suspension or private censure without the Disciplinary Review Committee's approval.
- (c) Disciplinary proceedings may be commenced and continue for any conduct by the Covered Person while an Individual Member or Candidate, and the Disciplinary Review Committee may impose Disciplinary Sanctions notwithstanding the Covered Person's resignation from CFA Institute, a member Society, or status as a Postponed Candidate.

11.5 Publication of Disciplinary Action. CFA Institute may publish a notice of Disciplinary Sanctions in such manner consistent with the Rules of Procedure.

11.6 Removal of Candidates and Postponed Candidates from CFA Program. A Candidate and Postponed Candidate shall be suspended or removed from the

CFA Program in accordance with the provisions in the Bylaws and the Rules of Procedure.

11.7 Professional Conduct Committees.

- (a) The Board shall establish such Professional Conduct Committees, including a Disciplinary Review Committee and a Standards of Practice Council, as it deems reasonably necessary.
- (b) Except as otherwise specified, each Professional Conduct Committee shall function in accordance with Article 7 of the Bylaws.
- (c) The chair and members of each Professional Conduct Committee shall be selected in accordance with Section 7.4 of the Bylaws. Each Professional Conduct Committee shall have a minimum of eight (8) Regular Members.

11.8 Disciplinary Review Committee. The Disciplinary Review Committee shall:

- (a) enforce the Code and Standards;
- (b) review and recommend amendments to the Rules of Procedure;
- (c) as more particularly described in the Rules of Procedure, shall decide violations and sanctions where the Covered Person rejected the determination of the Designated Officer, and the decision of the Committee shall be final except for where the sanction shall be suspension or revocation of the right to use the Chartered Financial Analyst® professional designation or membership in CFA Institute;
- (d) review and approve all disciplinary matters;
- (e) upon request of the Designated Officer, review and approve summary suspensions, as defined in the Rules of Procedure;
- (f) establish a subcommittee of CFA Institute members for service with members of the Disciplinary Review Committee in deciding violations and sanctions where the Covered Person rejected the determination of the Designated Officer;
- (g) undertake such other activities as determined by the Disciplinary Review Committee and approved by the Oversight Committee designated by the Board to oversee the Disciplinary Review Committee to maintain the integrity of the CFA Institute membership and Chartered Financial Analyst® (CFA®) designation; and

- (h) engage in such other activities as the CFA Institute Chair, Board or applicable Oversight Committee may request.

11.9 Standards of Practice Council. The Standards of Practice Council shall:

- (a) review and revise the Code and Standards;
- (b) promote the Code and Standards;
- (c) review and revise the CFA Institute Standards of Practice Handbook and similar CFA Institute publications;
- (d) review and revise the CFA Institute Standards of Practice examination;
- (e) review and revise the CFA Institute Professional Conduct Statement;
- (f) undertake such other activities to promote ethics and professional conduct for Individual Members and Member Societies and all others involved in the Investment Decision-Making Process; and
- (g) engage in such other activities as the CFA Institute Chair, Board, and applicable Oversight Committee may request.

ARTICLE 12 – AMENDMENT OF THE BYLAWS

12.1 Amendments by the Board. The following articles and sections of the Bylaws may be amended by the Board upon two-thirds (2/3) affirmative vote of the Governors then serving: Sections 2.8, 2.9, 2.10, 2.17, 2.19 and Articles 5, 6, 7, 10 and 11.

12.2 Amendments by the Members. In addition to amendments by the Board under Section 12.1:

- (a) any amendment of any article or section of the Bylaws may be approved by the Board for submission to the Regular Members at any meeting of the members or a proposed amendment of any article or section of the Bylaws sponsored by at least two percent (2%) of the Regular Members shall be submitted to the Regular Members at the next duly called meeting of members if such amendment is submitted in writing by the sponsors to the Secretary at least forty-five (45) days prior to such meeting; and
- (b) an amendment to the Bylaws shall be adopted when approved by a majority of the Regular Members, unless a greater majority is required in the Articles.