



700 Broadway, Suite 810 • Denver, CO 80203-3442 • 303.299.3600 • Fax: 303.296.8332 • www.ecs.org

AMENDED AND RESTATED BYLAWS OF THE EDUCATION COMMISSION OF THE STATES

As approved by the Commission at the National Forum on Education Policy, July 6, 2011.

ARTICLE I: NAME

The name of this organization shall be: The Education Commission of the States (hereafter "ECS").

ARTICLE II: PURPOSES AND MISSION

Section 1. Purposes

ECS is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").

Section 2. Mission

The mission of ECS is to advocate for attaining educational excellence for all and to help state leaders identify, develop and implement public policy for education that addresses current and future needs of a learning society.

ARTICLE III: MEMBERSHIP

Section 1. Voting Members

Those governmental entities eligible for voting membership in ECS shall include all states, territories, and possessions of the United States, the District of Columbia and the Commonwealth of Puerto Rico (individually referred to as "state" and collectively referred to as "states"). Each state shall be represented by such individuals as specified in Article IV below.

Section 2. Nonvoting Members

There may be up to 10 nonvoting individuals selected by the Steering Committee and representing leading national organizations of professional educators or persons concerned with educational administration. Nonvoting members also may include up to 10 individuals selected by and representing the federal government. In addition, the Steering Committee may create such other classes of nonvoting and honorary membership, as it may deem appropriate from time to time.

Section 3. Action by Members

All voting and nonvoting members shall serve on and act through a body to be known as the Commission (as described in Article IV below). Terms of membership, voting rights, and voting procedures for members are described in Article IV.

ARTICLE IV: THE COMMISSION

Section 1. Powers

The members of ECS shall be represented by individuals (referred to herein as "Commissioners") who shall act through a body to be called the "Commission." The Commission shall have the exclusive authority to approve amendments to these Bylaws. All other policy matters not exclusively reserved in these bylaws for the approval of the Commission are hereby delegated to the Steering Committee, which may further delegate its authority to the Executive Committee.

Section 2. Voting Commissioners

Each state shall be represented by seven voting Commissioners. Except as otherwise indicated in this section, the seven voting Commissioners from each member state shall consist of: the Governor; two members of the state legislature selected by the member's respective houses and serving in such manner as the legislature may determine; and four individuals appointed by and serving at the pleasure of the Governor, unless the laws of the state provide otherwise. If the laws of a member state prevent legislators from serving on the Commission, six Commissioners shall be appointed and serve at the pleasure of the Governor, unless the laws of the member entity provide otherwise, in which case the law and these bylaws shall be followed to the maximum extent practical.

Section 3. Qualifications for Voting Commissioners

In addition to any other principles or requirements which a member state may establish for the appointment and service of its representatives, the guiding principle shall be that the individuals representing such member entity shall, by virtue of their training, experience, knowledge or affiliations be in a position collectively to reflect broadly the interests of the member government, higher education, the state educational system, local education, lay and professional persons, and public and nonpublic educational leadership. Of those appointees, one shall be the head of a state agency or institution, designated by the Governor, having responsibility for programs of public education.

Section 4. Nonvoting Commissioners

As indicated in Article III, Section 2 above, there also may be nonvoting Commissioners selected by the Steering Committee and the federal government.

Section 5. Term

Each Commissioner shall serve a term consistent with his or her state's enabling legislation.

Section 6. Vacancies

Vacancies on the Commission shall be filled by the same committee, government agency or person who appointed the prior Commissioner to that same position.

Section 7. Quorum and Voting

Each voting Commissioner shall have one vote on those matters brought before the Commission for a vote. Nonvoting Commissioners may only provide nonbinding advice and comment on matters brought before the Commission for consideration. At an Annual Meeting of the Commission, a quorum shall be deemed to be present if a majority of the Commissioners registered for the Annual Meeting are present in person or by proxy at the Business Section. Unless otherwise required by the Compact or these Bylaws, the affirmative vote of a majority of the voting Commissioners present in person or proxy at a meeting at which a quorum is present shall be the act of the Commission. The voting procedures of the Commission shall be as follows:

- a. Any Commissioner may leave a proxy with another Commissioner from his or her own state (or in the case of a Governor, with any other person delegated authority by him or her to represent the Governor and vote the proxy), provided that authorization of such a proxy is in writing, addressed to the Chair of the Commission or other presiding officer prior to the business session at which such a proxy is to be voted, and provided that no Commissioner, except the Chair, may carry more than one proxy.
- b. All action in plenary session shall be by voice vote except when a roll-call vote is requested by ten or more voting Commissioners or ordered by the Chair. On a roll-call vote, Commissioners shall be individually called in the alphabetical order of the states that they represent.
- c. The record of a voice vote shall show only the ruling of the Chair as to adoption or rejection.

Section 8. Regular and Special Meetings

The time and date of the regular meetings of the Commission shall be set by the Steering Committee. Special meetings may be called by the Chair or a majority of the Steering Committee.

Section 9. Notice

Written notice of meetings of the Commission shall be given by the Secretary at least thirty (30) days in advance to each nonvoting and voting Commissioner in the manner prescribed by Article X, Section 2 of these bylaws.

ARTICLE V: OFFICERS

Section 1. ECS Officers

The ECS officers shall consist of: the Chair, Chair-Elect and Vice Chair of the Commission, a Treasurer, a Secretary and a President, as well as such additional assistant officer positions as the Steering Committee may from time to time designate.

Section 2. Chair

The Commission shall elect from among its voting Commissioners a Chair, who shall be a sitting Governor at the time of election, but who need not still be in office during his or her term of service as Chair. The Chair shall preside at all meetings of the Commission, the Steering Committee and the Executive Committee. Subject to any contrary provisions in these Bylaws and any directions or instructions given by the Commission or the Steering Committee, the Chair may appoint the members of committees authorized by the Commission, the Steering Committee or the Executive Committee and designate the chair of any such committees. The Chair may also appoint, for his or her term as chair, such task forces, advisory committees or other groups as may be necessary to support the work of the Commission. The Chair shall give consideration to political party, geographic, ethnic, and gender balance in making all such appointments.

Section 3. Chair-Elect

The Commission shall elect from among its voting Commissioners a Chair-Elect, who must at the time of election be a sitting governor from a different political party than that of the Chair. The Chair-Elect shall serve a one-year term as the Chair of the Future Issues Committee and work closely with the Chair during his or her term of office. The Chair-Elect shall succeed the Chair in the year following his or her election as Chair-Elect.

Section 4. Vice Chair

The Commission shall elect from among its voting Commissioners a Vice Chair, who must be a sitting state legislator from a different political party than that of the Chair. The Vice Chair shall perform such duties as the Chair may delegate from time to time, and also shall perform the duties of the Chair whenever the chair is unable, by reason of illness, absence or other disability, to perform them.

Section 5. Treasurer

The Commission shall elect from among its voting Commissioners a Treasurer. The Treasurer shall have general responsibility for the funds of the Commission and for reviewing financial reports. The Treasurer may receive and deposit funds on behalf of ECS. The Treasurer shall be assisted in his or her duties by ECS staff.

Section 6. Secretary

The Secretary (whose duties shall be performed by the President and serve as a nonvoting officer) shall keep the records of the Commission and distribute minutes and summaries of meetings of the Commission and the Steering Committee. The Secretary also shall distribute notice of Commission meetings, assisted by ECS staff.

Section 7. President

The President (referred to in the Compact as the Executive Director) shall be an employee of ECS, selected, hired by, and serving at the pleasure of the Executive Committee. The President, within budgetary constraints, may employ such staff and independent contractors (including attorneys and accountants) as may be necessary to assist him or her in performing the work of the Commission, and also shall implement personnel policies and procedures to meet the needs of the organization. The President shall have in general administrative charge of the work of ECS and shall exercise the authority and assume the responsibilities consistent therewith, including all day-to-day management decisions and such additional management authority as may be delegated by the Executive Committee. The President shall be the primary officer with contract signing authority and shall also perform the duties of Secretary. In addition, the President shall prepare a draft of the Annual Report for approval by the Executive and Steering Committees and shall prepare a draft of the ECS budget for consideration by the Finance Committee and approval by the Executive and Steering Committees. The President also may receive and deposit funds on behalf of ECS.

Section 8. Term

Except for the President/Secretary, who shall serve pursuant to such contract conditions as the Executive Committee shall prescribe, the terms of officers shall be as follows: (i) the Chair, Vice Chair and Treasurer shall serve a two-year term; and (ii) the Chair-Elect shall serve a one-year term and shall be elected in the year prior to taking office as the Chair. In addition, upon leaving office as Chair, that individual shall be referred to as the "Immediate Past Chair" and shall hold that title for two years, with the duties specified in Section 9 below.

Section 9. Immediate Past Chair

The Immediate Past Chair shall serve a two-year term as a member of the Steering Committee, and shall also serve a two-year term as a member of the Executive Committee, after which time he or she shall have the option of continuing to serve up to two additional years as an ex officio voting member of the Executive Committee.

Section 10. Vacancies

Any officer vacancies shall be filled by the Chair until the next meeting of the Commission. In the event of a vacancy of the Chair, the Nominating Committee shall nominate a Governor from the same political party as the previous chair to fill the vacancy. Said nomination shall be acted upon by the Executive Committee, and such replacement member shall serve until the next meeting of the Commission. At the next regularly ensuing meeting of the Commission, the Nominating Committee shall again nominate a Governor from the same political party of the previous chair to fill said vacancy for the remainder of any unexpired term thereof.

ARTICLE VI: STEERING COMMITTEE

Section 1. Powers

The Steering Committee shall be the primary policy-setting body of ECS and shall have authority to approve all policy matters not specifically reserved in these bylaws for the Commission. Specifically, the Steering Committee shall have the right to: adopt and approve statements and communications to implement, effectuate and advocate policy positions of the Commission; consider policy recommendations from any person, committee or other body; engage in discussion and debate of education issues in order to provide major program direction for the Commission; recommend bylaws changes to the Commission; and approve the ECS strategic plan, annual budget and Annual Report. Between meetings of the Steering Committee, its policymaking authority shall be delegated to the Executive Committee, to be exercised in accordance with Article VII of these bylaws.

Section 2. Composition

The Steering Committee voting members shall consist of one representative from each member state, as well as the Chair, Vice Chair, Treasurer and Immediate Past Chair during their terms of office. The members of the Steering Committee shall be submitted by the Nominating Committee to the Steering Committee for approval. To the extent possible, at least one-fourth of the committee members should consist of Governors, at least one-fourth should consist of legislators, and the remainder should consist of other voting Commissioners. In addition, there may be one non-voting federal government representative from the Commission. The Chair and Vice Chair of the Commission shall serve as the Chair and Vice Chair of this committee as well.

Section 3. Term

Each Steering Committee member shall serve a term of two years. A committee member may continue to serve until his or her replacement is named and elected.

Section 4. Vacancies

Any vacancies on the Steering Committee shall be filled by the Chair for the remainder of the vacant member's term.

Section 5. Quorum and Voting

Members of the Steering Committee may vote at a meeting in person or by proxy. One-third of voting members present in person or by proxy shall constitute a quorum. Committee members may give their proxy to another committee member or the Chair, and, in addition, any Governor may provide his or her proxy to any other person delegated by the Governor to vote the proxy. Unless otherwise required by these Bylaws, the affirmative vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the Steering Committee.

Section 6. Meetings

The Steering Committee shall meet at such times and such places as designated by its Chair. Special meetings may also be demanded by a majority of the Steering Committee members.

Section 7. Notice

All meetings shall be called upon not less than sixty (60) days written notice. The Chair, upon not less than ten (10) days written notice to the members, may call such special meetings as in his or her judgment are deemed necessary. Notices of special meetings shall state the purpose of the meetings.

Section 8. Subcommittees and Work Groups

The Chair of the Steering Committee may designate such ad hoc subcommittees and work groups as he or she may deem appropriate, each such subcommittee or work group to be composed of two or more Steering Committee members and to be delegated such of the Steering Committee's authority as the Chair may direct.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Powers

There shall be an Executive Committee, which shall provide strategic direction and oversight for the management, operations and financial policies of the Commission. In addition, the Executive Committee shall have authority when it deems necessary to exercise full policymaking authority between meetings of the Steering Committee, provided that any policies enacted by the Executive Committee shall be revoked if not ratified at the next meeting of the Steering Committee. The President shall be hired by, report to and serve at the pleasure of the Executive Committee. Specific powers and responsibilities of the Executive Committee shall include:

- a. Review, comment on and approve the President's proposed fiscal year program plan and budget and forward the budget to the Steering Committee for final approval.
- b. Review ECS' annual audited financial statements and select the ECS accountants and auditors.
- c. Monitor ECS' personnel policies and affirmative action plan.
- d. Receive reports from the Finance Committee, as well as such additional reports as it may request from any other standing committees.
- e. Develop a policy and implement an annual process for the evaluation of the performance of the President, and establish his or her compensation.
- f. Recommend bylaws changes to the Steering Committee, for final approval by the Commission.
- g. Determine the amount of the bond (if any) to be required of the President, the Treasurer or any other ECS employees.
- h. Exercise policy authority in between meetings of the Steering Committee.
- i. Review, comment on and approve the ECS Annual Report, and forward the Annual Report to the Steering Committee for final approval.

Section 2. Composition

The Executive Committee shall be composed of the Chair, the Immediate Past Chair, the Chair-Elect, the Vice Chair, the Treasurer and not more than five additional members of the Steering Committee who are broadly representative of the Commission and who are appointed by the Chair. The Chair and Vice Chair of the Commission shall serve as the Chair and Vice Chair of this committee as well. In addition, upon completion of his or her two years as Immediate Past Chair, that individual shall be given the option of remaining as an ex officio voting member on the Executive Committee for up to two additional years.

Section 3. Term

Each Executive Committee member shall serve a two-year term, except the Chair-Elect shall serve a one-year term.

Section 4. Vacancies

Vacancies on the Executive Committee shall be filled by the Chair for the remainder of the term.

Section 5. Quorum and Voting

A majority of voting members present in person shall constitute a quorum. Unless otherwise required by the Compact or these Bylaws, the affirmative vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 6. Meetings

Meetings of the Executive Committee may be called at such times and such places as the Chair may designate. Special meetings may also be demanded by a majority of the committee members.

Section 7. Notice

All meetings shall be called upon not less than five (5) days written notice. The notice shall state the purpose of the meeting.

Section 8. Subcommittees and Work Groups

The Chair of the Executive Committee may designate such ad hoc subcommittees and work groups as he or she may deem appropriate, each such subcommittee and work group to be composed of two or more Executive Committee members and to be delegated such of the Steering Committee's authority as the Chair may direct.

ARTICLE VIII: STANDING COMMITTEES

Section 1. Nominating Committee.

- a. **Composition.** A Nominating Committee consisting of not less than four (4) or more than eight (8) members shall be appointed by the Chair of the Commission from the membership of the Steering Committee, with consideration given to political party, geographic, ethnic and gender balance. Two appointees shall have served on the committee during the previous year. The immediate past vice chair of the Commission shall serve as the chair of this committee and shall also appoint a vice chair from among the committee's members.
- b. **Duties.**
 1. It shall be the duty of the Nominating Committee to make nominations for ECS officers, Steering Committee positions, awards or recognitions, or other such nominations as the Chair or Steering Committee may request.
 2. In the event of a vacancy in the Steering Committee, the Nominating Committee shall nominate a Commissioner to fill the vacancy. Said nomination shall be acted upon by the Chair of the Steering Committee and such replacement member shall serve until the next meeting of the Commission. At the next regularly ensuing meeting of the Commission, the Nominating Committee shall again nominate a Commissioner to fill said vacancy for the remainder of any unexpired term thereof.
 3. The Nominating Committee may also make recommendations to the Chair for appointments to Task Forces and Advisory Committees. In making such recommendations, the Committee shall give maximum effect to the Commission's policies on affirmative action and broad representation of Commissioners.

Section 2. Finance Committee

a. Composition. A Finance Committee, consisting of not less than four (4) or more than eight (8) members, shall be appointed by the Chair of the Commission from the membership of the Steering Committee, two of whom shall have served on the committee during the previous year. The Treasurer shall always serve as the Chair and as an additional voting member of this committee and shall also appoint a Vice Chair from among the committee's members.

b. Duties.

1. The Finance Committee shall report on its activities to the Executive Committee following each Finance Committee meeting.
2. When requested by the Executive Committee, the Finance Committee shall provide advice to the Executive Committee on the selection of the Commission's certified public accounting firm, review the results of the public accounting firm's annual audit, review and make recommendations regarding the President's proposed annual ECS budget, propose to the Executive Committee changes in ECS's accounting practices, and recommend strategic financial policies to the Executive Committee.
3. Make recommendations to the Executive Committee regarding the following issues: portfolio mission and objectives; appropriate asset allocation strategy; ECS investment policy consistent with objectives; and investment managers to implement investment policies. In addition, the committee shall monitor investment results and alert the Executive Committee to any problems.

Section 3. Future Issues Committee

a. Composition. A Future Issues Committee consisting of not less than four (4) or more than eight (8) members shall be appointed by the Chair of the Commission from the membership of the Steering Committee, with consideration given to political party, geographic, ethnic and gender balance. Three appointees shall have served on the Steering Committee during the previous year. The Chair-Elect of the Commission shall serve as the chair of this committee.

b. Duties.

1. The Future Issues Committee shall convene every other year to collect and analyze information and data concerning state educational needs and priorities for the purpose of formulating a policy agenda to be implemented during the term that the Chair-Elect serves as the chair of the Commission;
2. Present such policy agenda to the Steering Committee for approval no later than the Fall Steering Committee meeting; and
3. Identify and prepare strategy for funding such policy agenda.

Section 4. National Forum Planning Committee

a. Composition. A National Forum Planning Committee, consisting of not less than four (4) or more than eight (8) members, shall be appointed by the Chair of the Commission from the membership of the Commission, including at least two members from the National Forum host state. The Chair of the Commission shall appoint the Chair and Vice Chair of this committee from among the committee members.

b. Duties. The committee shall work in concert with ECS staff to review and approve the overall design and desired outcomes for the ECS annual meeting, and establish an evaluation plan to assess Commissioner satisfaction, meeting effectiveness and provide direction to the President and staff for future meetings.

Section 5. General Provisions for all Standing Committees

- a. Terms.** Each standing committee member shall serve two-year staggered terms as follows: at the first meeting of the committee after approval of these amended and restated bylaws, the chair of the committee shall divide the members into two classes (Class A and Class B) of approximately equal size. Members assigned to Class A shall serve an initial term of one year and members assigned to Class B shall serve an initial term of two years. Thereafter, the positions of all members whose terms of office are expiring shall be filled for a period of two years.
- b. Quorum.** A majority of voting members present in person or by telephone shall constitute a quorum. Unless otherwise required by the Compact or these Bylaws, the affirmative vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of each standing committee.
- c. Vacancies.** Vacancies on any standing committee shall be filled by the chair of the committee for the remainder of the term.
- d. Meetings.** Each committee may meet at such times and upon such notice as the committee chair may designate.

ARTICLE IX: KEY POLICIES AND DOCUMENTS

Section 1. Adoption of Policy Statements

- a. Definition.** Policy Statements are defined as suggested policies and plans for the improvement of education as a whole, or any segment thereof, and recommendations with respect thereto that are to be made available to the appropriate governmental units, agencies and public officials. Such statements shall include policies aimed at assisting state leaders on education policy issues or on federal policy issues of importance to states.
- b. Procedure.** The Steering Committee shall receive proposed statements of policy from Commissioners whenever submitted and may initiate such statements. The Steering Committee also shall submit any recommendations for policy changes or new policy to the Commissioners at least thirty (30) days prior to the Annual Meeting. All policy statements submitted for adoption by the Commission shall contain a specific date on which they shall expire unless extended by affirmative vote of the Commissioners. In no case shall such a policy statement continue in effect for more than four years.
- c. Dissemination of Policies.** As soon as practicable after the Annual Meeting, the Secretary shall send to each member of the Steering Committee for further dissemination by such member to each Commissioner from his or her home state all policy statements in effect after the conclusion of such meeting.

Section 2. Resolutions

- a. Definition.** Resolutions are defined as statements expressing appreciation or commendation on other subjects other than policy statements as defined above.
- b. Procedure.** Any Commissioner may submit resolutions to be considered at the Annual Meeting, provided that such resolutions are submitted in writing to the Chair of the Steering Committee prior to the beginning of the first session of the Annual Meeting. The Steering Committee shall make recommendations to the Commission as to the disposition of the proposed resolutions.

Section 3. ECS Budget

The ECS annual budget shall be developed and approved pursuant to the following procedures:

- a. A draft annual budget shall be prepared by the President and submitted to the Finance Committee for comment.
- b. As soon as possible after receiving the President's budget, the Finance Committee shall forward it with comments to the Executive and Steering Committees for approval.
- c. At the annual meeting, the Executive Committee or the President shall present the budget as part of the President's report to the Commission.

Section 4. ECS Strategic Plan

The ECS Strategic Plan (which shall include the ECS Education Agenda) shall be developed and approved pursuant to the following procedures:

- a. A draft of the ECS Strategic Plan shall be prepared by the President.
- b. The President shall present the Strategic Plan to the Steering Committee for final approval.

Section 5. ECS Annual Report

The ECS Annual Report shall be developed and approved pursuant to the following procedures:

- a. A draft of the ECS Annual Report shall be prepared by the President and presented to the Executive Committee for approval at the Spring Steering Committee Meeting.
- b. The Executive Committee shall forward it with comments to the Steering Committee for final approval.
- c. At the annual meeting, the President shall review the ECS Annual Report as part of the President's report to the Commission.

ARTICLE X: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of ECS shall be January 1 to December 31, or such other period as may be fixed by the Executive Committee.

Section 2. Notice

Whenever under the provisions of these Bylaws notice is required to be given to a Commissioner or committee or subcommittee member, such notice shall be given in writing by: first-class or certified mail, express delivery service, hand delivery, facsimile, telegram or e-mail. Such notice shall be deemed to have been given three days after being deposited in the United States mail, one day after being delivered to a next-day express delivery service, and the same day if delivered by hand delivery, facsimile, telegram or e-mail.

Section 3. Unanimous Written Consent

Action taken by the Executive Committee, Steering Committee or any standing committee without a meeting is nevertheless proper committee action if written consent to the action in question is signed by all of the committee members and filed with the minutes of the proceedings of the committee, whether done before or after the action so taken.

Section 4. Telephone Meeting

Any one or more members may participate in a meeting of the Executive Committee, Steering Committee or any standing committee by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear one another, and such participation in a meeting shall be deemed "presence in person" at such meeting.

Section 5. Parliamentary Authority

Any manner of procedure for the Commission not covered by these bylaws shall be governed by Robert's Rules of Order, Newly Revised. For other committees, the rules for small committees or such other rules of procedure developed by the committee chair shall apply.

Section 6. Conflicts

In the event of a conflict between the Compact and these Bylaws, the provisions of these Bylaws shall prevail and all member states and their Commissioners shall be deemed to have delegated their authority and waived any objection to such conflict upon the approval of these bylaws by the Commission.

Section 7. General Restrictions on Operations

Provisions for the regulation of the internal affairs of ECS, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- a.** No part of the net earnings of ECS shall inure to the benefit of, or be distributable to any private person, except that ECS shall be authorized and empowered to pay reasonable compensation for services rendered to or for ECS and to make payments and distributions in furtherance of the purposes set forth in the Compact and these Bylaws.
- b.** No substantial part of the activities of ECS shall be the carrying on of propaganda or otherwise attempting to influence legislation, and ECS shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of (or in opposition to) any candidate for public office.
- c.** Notwithstanding any other provisions of the Compact or these Bylaws, ECS shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as an entity described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by an entity, contributions to which are deductible under Section 170(c)(2) of the Code.
- d.** In the event of dissolution or final liquidation of ECS, all of the remaining assets and property of ECS shall, after paying or making provision for the payment of all of the liabilities and obligations of ECS and for necessary expenses thereof, be distributed by the Executive Committee for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purposes. In no event shall any of such assets or property be distributed to any private individual.

ARTICLE XI: AMENDMENTS

These bylaws or any portion thereof may be amended at any meeting of the Commission, provided that a majority of the Steering Committee shall have first acted affirmatively upon any such proposal and that notice in writing of the proposed amendment shall have been provided pursuant to Article IV, Section 9 at least 30 days prior to the meeting. Such notice shall contain a copy of the proposed amendment. Any amendment shall be approved upon receiving a two-thirds vote of the Commissioners at a meeting at which a quorum is present. Notwithstanding the foregoing, in the event of an emergency, the Steering Committee may approve by a two-thirds vote of a quorum the temporary repeal or amendment of any bylaws provisions to help resolve the emergency, provided, however, that such temporary repeal or amendments shall expire within the earlier of the period specified by the Steering Committee or ninety (90) days after enactment. Each Steering Committee member shall be responsible for providing written notice of the emergency bylaws changes to the Commissioners from his or her home state as soon as possible after enactment.

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