BYLAWS OF
INTERNATIONAL DISTRICT ENERGY ASSOCIATION

ARTICLE I
Name and Principal Office

Section 1 The name of this corporation is International District Energy Association (“the Association” or “IDEA”), a non-profit corporation, incorporated in the State of Massachusetts.

Section 2 The principal office of the Association shall be designated by decision of the Board of Directors (“Board”), and its location printed in the Association’s official publication and website.

ARTICLE II
Mission Statement

Section 1 IDEA fosters the success of its members as leaders in providing reliable, economical, efficient and environmentally sound district energy services.

ARTICLE III
Members Meetings

Section 1 An Annual Meeting of the members shall be held at a time and place selected by the Board and announced to the members prior to the first day of February.

Section 2 Special meetings of the members may be called at any time and place selected by the Board, or upon written application of members representing at least ten percent (10%) of the quorum requirement set forth in Section 6 hereof. Notices shall be sent to all members not less than thirty days prior to the meetings, stating time and place, and business to be transacted.

Section 3 The rules contained in Robert’s Rules of Order Newly Revised shall, so far as applicable, govern all meetings of the members unless inconsistent with the Articles of Incorporation or these Bylaws.

Section 4 The right to vote shall be limited to all full dues-paying members of the Association, in good standing (“Members In Good Standing”). Each such member shall be entitled to one vote which, except as otherwise provided herein, shall be cast in person.

Section 5 At all meetings of the members, the majority of the votes cast shall decide all questions unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 6  At all meetings of the members, a quorum shall consist of ten percent (10%) of all members entitled to vote.

Section 7  At the opening of each meeting of the Association, the Antitrust Statement shall be read.

Section 8  The Board may cancel or postpone the Annual Meeting or any Special Meeting for cause. If the Annual Meeting is postponed, provisions must be made to reschedule it within (30) days from postponement.

ARTICLE IV
Officers and Management

Section 1  The affairs of the Association shall be managed by or under the supervision of a Board elected in the manner provided in these Bylaws. The Board shall consist of no fewer than fifteen (15) members and no more than twenty-two (22) members. All shall be Members in Good Standing. The Officers of the Association shall be Directors and shall be counted as part of the total.

Section 2  The Board may designate certain classes of Board seats to be filled by Members in Good Standing from a particular country or region (referred to as the “Regional Board Seats” with the remaining Board seats hereinafter referred to as the “General Board Seats”). The country or region designated by the Board, and the number of Board seats to be filled by that country or region, shall be listed in Attachment 1 to these Bylaws. Directors holding the Regional Board Seats shall possess the same rights and obligations as Directors holding General Board Seats.

Section 3  Directors shall serve three-year staggered terms. The Officers and Directors shall serve without compensation.

Section 4  The elected Officers of the Association shall serve a term of one year and consist of a Chair, Vice Chair, Second Vice Chair, and Secretary/Treasurer. All such Officers shall be Members In Good Standing.

Section 5  The Vice Chair shall succeed to the office of Chair at the expiration of the term of office of the Chair without further action by the Nominating Committee or the membership. Likewise, the Second Vice Chair shall succeed to the office of the Vice Chair without further action by the Nominating Committee or the membership. The Chair, Vice Chair, and Second Vice Chair shall not be eligible for consecutive reelection to their respective offices, but shall be eligible for reelection to non-consecutive terms. The Secretary/Treasurer may be elected to successive terms.

Section 6  There shall be an Executive Committee within the structure of the Board, and it shall be composed of the Officers of the Association, the Immediate Past Chair, plus one member-at-large appointed from the Board by the Chair, for a one-year term.

Section 7  The President shall be selected by the Executive Committee. That selection shall then be submitted to the Board for approval. The President shall provide the day-to-day
management of the Association at the direction of the Executive Committee and shall be an ex-officio, non-voting member of the Executive Committee and the Board.

Section 8 The Board may designate that the editor of the Association’s magazine may also serve as an ex-officio, non-voting member of the Board.

Section 9 The Board may, from time to time, upon recommendation by the Executive Committee, appoint a current Board member whose second term is expiring or a former Board member to the position of Board Member Emeritus (Emeritus). Emeritus candidates shall be selected from among those Board members who have served on the Board with distinction and excellence, desire to continue serving the Association, and whose outstanding service is considered deserving of special recognition. An Emeritus shall serve three (3) year renewable terms for as long as they remain active in the work of the Association, and may end their Emeritus status at any time. An Emeritus shall serve without compensation or remuneration of expenses.

An Emeritus shall be entitled to receive all written notices and information which are provided to the Board, to attend all Board meetings, to participate in meetings of any committees on which they serve, and will be encouraged to attend all other events conducted by the Association. An Emeritus shall not be subject to any Association attendance policy, shall not be counted in determining if a quorum is present to conduct business at a meeting, and shall not be entitled to hold further office in the Association. An Emeritus shall be an ex-officio, non-voting member of the Board.

In order to be considered for designation as an Emeritus, a person must be a current Board member whose second term is expiring or a former Board member who has:

(a) Served the Board with distinction;

(b) Held an important leadership role, and made or continues to make significant contributions to the Association or the industry;

(c) Engaged in major volunteer or advocacy activities in his or her service on the Board;

(d) Completed the term(s) for which he or she was appointed; and

(e) Actively participated in one (1) or more Association activities (e.g., events, volunteerism, fund-raising, government relations, networking) and seeks to continue to contribute to the goals and objectives of the Association.

Annually, upon the recommendation(s) of the Executive Committee, the Nominating Committee may consider potential qualifying candidates and recommend to the Board one (1) or more individuals for an Emeritus position on the Board. The Nominating Committee shall accompany any such nomination(s) with supporting statements to the Board to assist in its consideration. A majority of the Directors at a Board meeting at which a quorum is present is sufficient to approve an Emeritus appointment.
ARTICLE V
Meetings and Powers of Board of Directors

Section 1  The Board shall have full authority to supervise the conduct of all business, manage all property of the Association, and supervise the collecting, expending or investing of all funds of the Association, subject to the limitations imposed by statute or by the Articles of Incorporation or by these Bylaws. The Board shall have primary responsibility for ensuring the Mission and adherence to the strategic plan of the Association, and engaging in long-range planning for the Association. The Board may choose to delegate this authority to the President.

Section 2  The Board shall hold at least two meetings each year; one between the adjournment of the Annual Meeting of the Association and December 31, and another in the spring preceding the next Annual Meeting. At the latter meeting, the Board shall receive the report of the Secretary/Treasurer. The Chair shall fix the time and place of such meetings, and notice thereof shall be given each Director by the President at least ten (10) days in advance of the meeting. Other meetings may be held at any time or place upon call of the Chair, Vice Chair, Second Vice Chair, Secretary, or any two (2) Directors. A written notice of all special meetings of the Board specifying the place, day and hour shall be given to each Director at least three (3) business days prior to the day named for the meeting, either personally or by sending a copy thereof by mail, E-mail or facsimile, to those addresses appearing on the books of the Association or supplied by the President to the Association for the purpose of notice.

Section 3  A majority of the Board as then constituted shall be a quorum of the Board for the transaction of business. If a quorum is not present at any meeting, a majority of the Directors present may adjourn to any time and place they may decide, where a quorum shall be present. When a meeting of Directors is adjourned, it shall not be necessary to give any notice of the adjournment meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 4  At all meetings of the Board, a quorum being present, a majority of the votes cast shall decide all questions except as otherwise provided by the Articles of Incorporation or these Bylaws.

Section 5  Vacancies on the Board and newly created directorships resulting from any increase in the authorized number of Directors shall be filled through election by a majority of the remaining Directors of the Board, though less than a quorum, and nominations may be received from the Executive Committee for such purpose. Each person elected to fill a Board vacancy shall serve the entire unexpired term of the Director who created the vacancy by resignation or otherwise. Directors elected by the Board as the result of an increase in the authorized number of Directors shall stand for re-election by the members of the Association at the next Annual Meeting for the appropriate period of time as determined by the Nominating Committee.

Section 6  Meetings of the Board may be held at such places as a majority of the Directors may from time to time direct.
Section 7  It is the responsibility of each Director to discharge his or her duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent and ethical person in a like position would exercise under similar circumstances.

Section 8  A Director who is temporarily unable to fulfill the duties set forth in these Bylaws may propose for Board approval an Alternate Director to act in his or her stead, provided that the Director shall provide the remaining Directors with adequate notice of (a) the identity of the Alternate Director and (b) the duties that the Alternate Director shall assume. In no case shall the Director and an Alternate Director each cast a separate vote on the same matter brought before the Board.

ARTICLE VI
Meetings and General Powers of Executive Committee, Standing Committees and Forums

Section 1  The Executive Committee, Standing Committees, and Forums shall meet when required, and shall perform those duties that are deemed expedient or appropriate; provided, however, that such Standing Committees or Forums shall have no power or authority to make financial commitments for the Association, to elect Directors to the Board and to fill vacancies in the Board, to change the minimum or maximum number of Directors, to remove Officers or Directors from office, to authorize any merger, to change the principal office of the Association, to adopt, amend, or repeal Bylaws, to amend or repeal any resolution of the Board or to act on matters committed by the Bylaws or resolution of the Board to another Standing Committee of the Board. Such Standing Committees and Forums shall report all actions to, and request the approval of, the Board.

Section 2  Each year the Chair, with input from the President and the concurrence of the Board, shall develop the organizational structure, define the Standing Committees and Forums, and appoint the appropriate chairs for the year. This shall be accomplished not later than the first Board meeting following the annual conference.

Section 3  Each Standing Committee or Forum shall be under the supervision of one or more of the Directors of the Association and be comprised of such non-Directors as the Board, Committee Chair or Forum Chair shall appoint. The Board may designate one or more Directors as alternate members of any Standing Committee or Forum, who may replace any absent or disqualified member at any meeting of such Standing Committee or Forum. In the absence or disqualification of any member of such Standing Committee(s) or Forum(s), the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.
ARTICLE VII

Election of Officers and Directors

Section 1 The Chair shall, prior to January 1 of each year, appoint a Nominating Committee of at least three Directors. The immediate Past Chair shall serve as Chair of the Nominating Committee.

Section 2 The Nominating Committee shall:

(a) propose a Member In Good Standing as a candidate for each of the elected offices with a term expiring;

(b) propose and prioritize at least three Members in Good Standing as candidates for Directors filling General Board Seats whose terms are expiring; and

(c) propose candidates for Directors filling Regional Board Seats pursuant to the procedures adopted by the Board applicable to the particular region or country.

Section 3 At the 1st Quarter Board Meeting, the Nominating Committee shall submit a prioritized list of potential candidates for the Board to recognize as qualified and acceptable candidates.

Section 4 The Nominating Committee shall contact the list of qualified candidates recognized by the Board in order of priority to determine if the candidate will serve if elected by the membership.

Section 5 At the 2nd Quarter Board meeting, the Nominating Committee shall submit for Board approval the final list of candidates that will comprise the Slate of Candidates to be presented to the membership for election (the “Slate”).

Section 6 Following approval of the Slate by the Board, the President shall notify all Members In Good Standing of the Slate at least thirty (30) days prior to the Annual Meeting. Additional nominations for Second Vice Chair or Directors may also be made from the floor at the Annual Meeting by any Member In Good Standing, provided notice of intention to make a nomination from the floor is first filed with the President not later than ten days prior to the Annual Meeting. In the case of Directors, such notice must designate whether the seat sought to be filled is a General Board Seat or a Regional Board Seat. Any such candidate nominated from the floor must be a Member In Good Standing, and if nominated for a Regional Board Seat must be from the country or region applicable to that Board seat.

Section 7 The election of Officers and Directors shall be held during the Annual Meeting.

(a) Each Member In Good Standing is entitled to cast a single up or down vote for the Slate, provided there are no nominations from the floor. If the Slate receives a majority vote of the members, each member of the Slate shall be declared elected to their respective position.
(b) In the event that the Slate does not receive a majority vote, the President shall schedule a new election within 45 days. In the interim, the outgoing Board members, including those holding Regional Board Seats, shall continue to serve.

(c) In the event there are one or more nominations from the floor, which are compliant with Section 6 of this Article, the class of Board seats being challenged (either General or Regional) shall be removed from the Slate and subject to open elections. The remainder of the Slate shall be considered pursuant to Section 7(a).

(d) In an open election for a challenged Board seat, each Member In Good Standing is entitled to cast a single vote for each open position contested. The candidate for each contested position receiving the highest number of votes shall be declared elected to such position for the ensuing term as provided herein.

Section 8 Officers and Directors shall be installed in their offices and shall assume their respective duties immediately following the end of the Annual Meeting at which they are elected. They shall serve until their successors are elected and qualified. Directors who are not Officers may be elected for and serve two successive terms.

Section 9 Any Officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The Board shall have power to fill any vacancies in any office occurring in any manner.

ARTICLE VIII
The Chair

Section 1 The Chair shall preside at all meetings of the Association, Executive Committee meetings and meetings of the Board at which the Chair is present; and the Chair shall perform such other duties as usually pertain to the office or as may be required by the Board.

Section 2 At the Annual Meeting of the Association, the Chair shall present a clear and concise report of the affairs of the Association on behalf of the Board.

Section 3 The Chair shall have authority to co-sign all checks of the Association which are greater than the dollar amount determined from time to time in consultation with the President and approved by the Board.

ARTICLE IX
Vice Chair

Section 1 In case of the absence or incapacitation of the Chair, the Vice Chair shall have the powers and perform the duties of the Chair.

Section 2 In addition to duties assigned in Section 1 hereof, the Vice Chair shall have responsibility for strategic planning. Prior to each Annual Meeting, the Vice Chair shall review the organizational structure of the Association, including Forums and Standing Committee; the
Articles of Incorporation and the Bylaws, and make appropriate recommendations to the Board for proper revisions.

Section 3 In addition to duties assigned in Section 1 and 2 hereof, the Vice Chair shall oversee the activities of one or more Standing Committees or Forums as designated by the Board.

ARTICLE X
Second Vice Chair

Section 1 In case of the absence or incapacitation of the Chair and the Vice Chair, the Second Vice Chair shall have the powers and perform the duties of the Chair.

Section 2 In addition to duties assigned in Section 1 and 2 hereof, the Second Vice Chair shall oversee the activities of one or more Standing Committees or Forums as designated by the Board.

ARTICLE XI
Secretary/Treasurer

Section 1 The Secretary/Treasurer, under the supervision and direction of the Chair and the Board, shall oversee the collection and custody of all funds of the Association, which shall be deposited in the name and to the credit of the Association in such depository as the Board shall designate; shall ensure that Officers, Directors and Members In Good Standing are notified of meetings and other matters as required by the Articles of Incorporation and these Bylaws; shall ensure that the minutes of the meetings of the Association and of the Board are recorded in books suitable for that purpose; shall co-sign all checks of the Association which are greater than the dollar amount determined from time to time in consultation with the President and approved by the Board; shall oversee review of all receipts and disbursements of the Association; and shall make such reports and perform such other duties as may be required by the Chair or Board.

Section 2 In case of the absence of the Secretary/Treasurer from any meeting of the Association or of the Board, a Secretary/Treasurer Pro Tem shall be appointed by the Chair or other presiding officer.

Section 3 The Secretary/Treasurer and all other Officers and staff responsible for handling of funds shall give a surety bond to the Board, the premium thereon to be paid by the Association.

ARTICLE XII
President and Chief Executive Officer

Section 1 Subject to Board oversight, the President shall be the Chief Executive Officer of the Association (“CEO”), and shall have charge of and be responsible for the general and active management of the business of IDEA; including but not limited to the authority to hire Staff, to sign all ordinary contracts of the Association, and such other papers as the President shall be instructed to sign by the Board, to review all receipts and disbursements of the Association, and to issue checks on behalf of the Association subject to cosignatory provisions of these Bylaws.
The President shall be compensated on terms established by the Executive Committee. The President shall have his performance formally reviewed by the Chair, following consultation with the Executive Committee, on an annual basis.

ARTICLE XIII
Membership Classifications

Section 1 The Association shall have eight (8) major categories of full dues-paying member entities. Those categories are (i) Utility; (ii) Physical Plant/Campus Energy System; (iii) Manufacturer/Supplier; (iv) District Energy Associations and Systems Outside North America; (v) Service Providers to the Industry; (vi) CHP/Waste Energy/Industrial Energy; (vii) Non-Profit Organization/Government; and (viii) Full-Time Students.

(a) The “Utility” category of full dues-paying membership includes entities that own, operate or are planning to own or operate a district energy system. Member entities in this category may include public or private district energy systems, co-operative associations, limited partnerships, partnerships, sole proprietorships, institutions (including, but not limited to units of Federal, State and Local Government), or any other business entity regardless of whether it is organized for profit or not. For purposes of qualification for this category, a Utility shall be defined and assessed dues at the operating unit level, not at the corporate level. As used herein, an “operating unit” means a district energy system located within a single city or community and composed of one or more central plants that provide service to multiple customers that are not affiliated with the Utility and that purchase and receive service through commercial agreements. A Utility, as defined in this subsection, with three or more operating units under corporate governance may opt to be treated as a holding company with the amount of its dues capped at a level determined by the Board from time to time.

(b) The “Manufacturer/Supplier” category of full dues-paying membership includes business entities that physically produce or sell equipment, material or supplies for the district energy industry.

(c) The “Physical Plant/Campus Energy System” category of full dues-paying membership includes business entities that own or manage one or more central district energy plants at a college, university, institution, research facility, hospital, airport, or other campus energy system, and where the central district energy plant(s) and a majority of customer buildings served by such plant(s) are under common ownership.

(d) The “District Energy Associations and Systems Outside North America” category of full-dues paying membership includes industry participants located outside the United States or Canada.

(e) The “Service Providers to the Industry” category of full dues-paying membership includes consultants, consulting engineering firms, attorneys, law firms, investment banks, financial institutions, energy service companies, and other service providers to the district energy industry.
(f) The “CHP/Waste Energy/Industrial Energy” Category of full dues-paying membership includes business entities that develop, own or operate combined heat and power (“CHP”) facilities, waste energy recovery facilities, or waste-to-energy facilities.

(g) The “Non-Profit Organization/Government” category of full dues-paying membership includes 1) non-profits that are non-government organizations, trade or industry associations engaged in advocacy or education; and 2) government agencies only involved in evaluation, planning and/or policy related to district energy/CHP. This category of membership does not include governmental entities directly involved in the ownership, operation or maintenance of district energy facilities.

Section 2  The Board may further modify the membership categories of the Association from time to time, and such modifications shall be set forth in these Bylaws.

Section 3  Each full dues-paying member entity shall appoint a Primary member who shall be the principal contact for (a) receipt and processing of dues invoices for that member entity; (b) confirming the name and contact information for that member entity’s listed member representatives; and (c) confirming that each listed member representative meets the qualifications of a membership category as defined in Article XIII hereof.

Section 4

(a) Listed representatives of full dues-paying member entities shall each have one (1) vote in the affairs of the Association.

(b) Upon request to the Nominating Committee Chair, an individual fulfilling the criteria established by the Board may receive a lifetime personal membership in the Association.

(c) Persons who demonstrate outstanding ability in the industry may receive an honorary personal membership in the Association for such term as the Board may prescribe.

Section 5  The Board may, from time to time, by resolution appoint non-voting or sustaining members. Such non-voting members shall not vote as a member in the affairs of the Association, and the named delegate of such member may not stand for election to the Board or any office of the Association.

ARTICLE XIV
Establishment and Payment of Dues

Section 1  At any meeting of the Board, a quorum being present, two-thirds (2/3) of the votes cast shall decide all questions regarding dues to be assessed to the several categories of membership, as they may exist from time to time.

Section 2  Dues of members shall be due and payable on January 1 of each year, or 30 days after invoice, whichever is later.
ARTICLE XV
Finances

Section 1 Any dues, contributions, grants, bequests or gifts made to the Association shall be accepted or collected only as authorized by the Board.

Section 2 All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Board.

Section 3 All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Association shall be as provided by the Board.

Section 4 Title to all property shall be held in the name of the Association.

Section 5 The annual budget of estimated operating income, expenses, and capital expense shall be approved by the Board.

Section 6 The fiscal year of the Association shall be January 1 to December 31.

ARTICLE XVI
Resignations, Suspensions and Removal of Members

Section 1 Any member may resign from membership by giving written notice to the President.

Section 2 Any member whose dues for the current fiscal year of the Association remain unpaid as of April 1 shall be notified by mail that failure to pay said dues within sixty (60) days shall result in being suspended from membership in the Association. Suspended members may be reinstated only by payment in full of all dues in arrears.

Section 3 A member of any membership category may, after notice and opportunity for hearing, be removed from membership in the Association for cause by two-thirds (2/3) vote of the Board.

ARTICLE XVII
Publications and Other Communications

Section 1 The Association shall issue at regular intervals a membership newsletter and industry magazine; and a report of proceedings of each Annual Meeting. Other publications and communications necessary to record and report the progress made in the industry, and to furnish the members with useful information, may be issued from time to time, including the posting of such information on the Association’s authorized web site. All such publications and communications shall be subject to the approval of the Board as to scope, policy and cost.

Section 2 The annual subscription price of the Association magazine, District Energy shall be set by the Board, and shall be included in the annual dues.
Section 3    The Association magazine shall also be made available for purchase by nonmembers at the set subscription prices.

ARTICLE XVIII
Waiver of Notice, Action Without Meeting and Meetings by Conference Telephone

Section 1    Whenever any written notice is required to be given pursuant to law or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice or transmitted by electronic mail, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a Special Meeting of members, neither the business to be transacted at nor the time and location of the meeting need to be specified in the waiver of notice of such meeting.

Section 2    The attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3    Any action required or permitted to be taken at a meeting of the members (including any Forum or Standing Committee) or of the Directors may be taken by written actions signed by the number of members required to take the same action at a meeting of the Board at which all Directors were present, or at a meeting of the members at which all were present, and filed with the Secretary/Treasurer of the Association. The written action is effective when signed by the required number of Directors or members, unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors or members, all Directors or members shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 4    One or more Directors or members may participate in a meeting of the members, the Board, Forum, or a Standing Committee authorized by these Bylaws by means of conference telephone, electronic mail or website conference or similar communications equipment, provided that all persons participating in the meeting can hear or communicate with each other.

ARTICLE XIX
Amendments

Section 1    These Bylaws may be altered or amended by a two-thirds (2/3) vote of the entire Board at any regular or special meeting duly convened after notice of that purpose, subject to the powers of the members to change such action.

ARTICLE XX
Antitrust Compliance Policy

Section 1    It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal and state antitrust laws. Any activities of the Association or Association-related actions of its staff, Officers, Directors, or members that violate these regulations and laws
are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

ARTICLE XXI
Audit Committee

Section 1  The Board of Directors shall appoint an Audit Committee consisting of three members: a past Chair of the Association that is not the immediate Past Chair, either a past Treasurer of the Association who did not serve as Treasurer during the fiscal year that is subject to Audit or Financial Review, or another financial expert, and a current Board member that is independent of the Association’s day-to-day operations.

Section 2  The Audit Committee shall conduct an audit of the Association’s financial statements every two years with a financial review of the Association’s financial statements to be performed in the alternate years. The Audit Committee shall follow the procedures set forth in the IDEA Audit Committee Policy, attached to these Bylaws as “Attachment 2”, which procedures may be modified from time-to-time by the Audit Committee with the approval of the Board of Directors.

Section 3  The Audit Committee shall keep regular minutes of its meetings and report the same to the Executive Committee, when required.
## ATTACHMENT 1
### Regional Board Seats

<table>
<thead>
<tr>
<th>Region or Country</th>
<th>Number of Board Seats</th>
</tr>
</thead>
<tbody>
<tr>
<td>Canada</td>
<td>2 (one beginning June, 2012, the other beginning June, 2013)</td>
</tr>
</tbody>
</table>
ATTACHMENT 2

IDEA Audit Committee Policy (Hereinafter “Audit Policy”)

Section 1: Composition

(a) The Audit Committee will be comprised of three members: a past Chair of the Association that is not the immediate Past Chair, either a past Treasurer of the Association who did not serve as Treasurer during the fiscal year that is subject to Audit, or another financial expert, and a current Board member that is independent of the Association’s day-to-day operations.

(b) The members of the Audit Committee shall elect a Chair from among their number.

Section 2: Duties

The Audit Committee shall perform all of the duties assigned to it pursuant to the Association’s Bylaws, or a decision of the Association’s Executive Committee made pursuant to this Audit Policy. In particular, the Audit Committee shall oversee:

(a) the Association’s accounting process;

(b) the effectiveness of the Association’s internal control system, the risk management system and the internal audit system; and

(c) the independent audit of financial statements, in particular the independence and qualifications of the independent auditors as well as the independent auditors’ services.

Section 3: Annual Audit of Financial Statements

(a) Every year (commencing in 2016 for FY2015), the Audit Committee shall conduct an audit of the financial statements of the Association for the prior fiscal year. It shall review the audit report of the independent auditors and discuss the results of the audit with the independent auditors and the Executive Committee.

(b) Following the review of the audit report, the Audit Committee shall either approve or reject the audit report.

(c) Based on its review of the report of the independent auditors, the Audit Committee shall prepare a written recommendation to the Executive Committee whether to accept the audit of the prior year’s financial statements.

(d) Such report shall discuss any material changes to the Association’s auditing and accounting methods.
Section 4: Other Duties

(a) Following each annual audit, the Audit Committee shall review the Association’s risk monitoring system and discuss the principles of risk assessment and management with the Executive Committee and President/CEO.

(b) Following each annual audit, the Audit Committee shall discuss the appropriateness and effectiveness of the Association’s internal control system, in particular as it relates to financial reporting, with the Executive Committee and President/CEO and make any recommendations it deems appropriate.

Section 5: Independent Auditors

(a) The Audit Committee shall prepare a recommendation to the Executive Committee on the selection of the independent auditors to conduct the Audit outlined in Section 3, above.

(b) The Audit Committee shall award the audit contract to the independent auditors selected by the Executive Committee. The Audit Committee shall determine the focal points of the audit and the fees paid to the independent auditors.

(c) The Audit Committee shall monitor the independence, qualifications, rotation and efficiency of the independent auditors. For this purpose, it shall—before making a recommendation pursuant to Section 5, paragraph 1 above—obtain a declaration from the designated independent auditors regarding the existence and nature of any business, financial, personal or other relationships between the auditor’s company, its governing bodies or the heads of the independent auditors, on the one hand, and the Association, the members of its Board and Senior Staff, on the other, which could call into question the independence of the auditors. The declaration shall state the extent to which the auditor’s company has provided the Association with other services in the fiscal year just completed or has a contractual obligation to provide such services in the forthcoming fiscal year. The declaration shall include a statement of the independent auditors’ fees pursuant to the relevant laws and regulations governing the disclosure of such fees by the Association for the fiscal year just completed. An agreement shall be made with the independent auditors whereby the Chair of the Audit Committee shall immediately be informed of any grounds for disqualification or any bias that may arise during the course of the audit.

(d) Contracts awarded to the independent auditors or to companies which are connected with them on a legal, business or personal basis shall require the prior approval of the Audit Committee. The Audit Committee may establish guidelines to govern the details of the procedure to be followed in this matter.

(e) The Audit Committee shall, as appropriate, establish guidelines for the employment by the Association of current or previous employees of the independent auditors.
Section 6: Cooperation with the Independent Auditors

The Audit Committee shall arrange for the independent auditors to provide it with information regarding:

(a) all findings made and issues arising in the course of the audit that are relevant to the duties of the Board and Senior Staff.

(b) facts ascertained in the course of the audit which indicate an inaccuracy in the books and records of the Association;

(c) all critical accounting items and alternative methods of accounting for transactions which have been discussed with the Executive Committee, and significant written communications between the independent auditors and the Executive Committee;

(d) controversies which have arisen between the independent auditors and the Executive Committee in the course of the audit and review; and

(e) material deficiencies and weaknesses of the internal control system and risk management system, in particular relating to the accounting process.

Section 7: Complaints

(a) The Audit Committee shall be responsible for reporting and processing complaints by Association employees regarding accounting procedures, internal controls, the audit and other accounting-related matters. Complaints may be submitted anonymously. Employees submitting complaints shall suffer no negative consequences as a result of their action.

(b) The Audit Committee shall develop a complaint filing procedure.

Section 8: Meetings and Voting Procedures

(a) The Audit Committee shall meet at least two times each fiscal year at the invitation of its Chair. Meetings of the Audit Committee shall be convened, with at least two weeks’ notice or sooner if there is unanimous agreement by the Audit Committee members to meet with less notice, by the Chair or, if he or she is unable to do so, by a representative, whom the Chair, where possible, has designated sufficiently in advance.

(b) The provisions of the Bylaws of the Association regarding the convening, form and recording of meetings and decisions and regarding quorums and voting procedures shall apply to the proceedings of the Audit Committee. A majority of the Audit Committee members must vote on a resolution in order for it to be adopted.
(c) The Chair may invite other individuals to attend meetings of the Audit Committee.

Section 9: Internal Procedures

(a) Each member of the Audit Committee is entitled to examine all business-related documents and books, all business information stored on data carriers and all assets and liabilities of the Association.

(b) The Audit Committee is entitled to obtain all information relevant to its activities from the independent auditors, from members of the Executive Committee, and from the Senior Staff of the Association.

(c) To perform its duties, the Audit Committee may call in auditors, legal specialists and other internal and external consultants. The Chair of the Audit Committee may permit these and other respondents to attend Committee meetings. The costs shall be borne by the Association.

(d) The Audit Committee shall regularly review this Audit Policy and, when necessary, recommend appropriate changes to the Executive Committee.

Section 10: Reporting and Declarations

(a) The Chair of the Audit Committee shall provide the Executive Committee with regular reports regarding the activities of the Audit Committee.

(b) The issuance and receipt of any declarations required to implement the decisions of the Audit Committee shall be handled by the Chair of the Audit Committee.

Section 11: Confidentiality

The members of the Audit Committee and all other individuals who have taken part in meetings of the Audit Committee may not disclose the information contained in the reports they receive, the contents of discussions or confidential information regarding the Association—in particular, business secrets—which have become known to them through their activities in connection with the Audit Committee. The members of the Audit Committee shall ensure that any employees appointed to support them likewise comply with this confidentiality obligation.

[End of Audit Committee Policy]