

BY-LAWS
OF
THE CHARITIES FOUNDATION OF THE
ASSOCIATION OF FORMER INTERNATIONAL CIVIL SERVANTS, INC.
(Under Section 402 of the Not-for-Profit Corporation Law of the State of New York)

ARTICLE I Name/Officers/Corporation

The name of this corporation is the Charities Foundation of the Association of Former International Civil Servants, Inc. The principal office of the corporation shall be One, United Nations Plaza, New York, New York. The corporation may also have offices at such other places within or without the State of New York as the board of directors may from time to time determine or the business of the corporation may require. The corporation shall be comprised of its directors and officers.

ARTICLE II Directors

Section 1. The control and management of the affairs of the corporation and the distribution of its funds shall be vested in a board of directors of not less than three (3) nor more than fifteen (15) members of the Association of Former International Civil Servants (New York), hereinafter AFICS(NY).

Section 2. The initial board of directors shall consist of the persons named by the sole incorporator. At the first and all subsequent annual meetings of the corporation, the members shall elect the directors from among nominees chosen by the President of AFICS(NY). The board of directors shall have the right to increase or decrease within the limits above set forth the number of directors by a vote of the majority of the directors present at a properly called meeting of the board of directors. If the number of directors is increased, the then existing board of directors shall elect the additional directors by a vote of the majority of the directors at a properly called meeting of the board of directors and such additional directors shall serve until the next

annual meeting or until their successors are elected and assume their duties. No reduction of the number of directors shall reduce the length of term of any director.

Section 3. The term of each director shall be two years. Half of the directors shall be elected each year. Any director elected to fill a vacancy shall serve the remainder of the term vacated.

Section 4. Any vacancy occurring on the board of directors shall be filled by a vote of the majority of directors present at a properly called meeting of the board, and the director elected to fill such a vacancy shall serve until the next annual meeting or until his successor is elected and assumes his duties.

Section 5. At each annual meeting of the corporation directors shall be elected to fill the vacancies caused by terms which are expiring. In such elections a majority of the votes cast shall be necessary to elect.

Section 6. The board of directors shall meet at least semiannually, upon a date, at a time and in a place to be fixed by it.

Section 7. Special meetings of the board of directors shall be held in the City of New York, or at such other places within or without the State of New York, whenever called by the president, the vice president or by a majority of the board. Notice of all calls and meetings of the board of directors shall be as provided in Article V of these by-laws.

Section 8. A quorum for the transaction of business at any meetings of the board of directors shall consist of a majority of the board then in office. All actions of the board of directors shall be taken by a majority vote thereof. Majority shall mean a majority of the directors present after a quorum is declared.

Section 9. The board of directors shall submit to the Governing Board of AFICS(NY), at or prior to each annual Assembly of AFICS(NY), a general report of the affairs of the corporation. The board of directors shall report at other times if required by a vote of the Governing Board of AFICS(NY).

ARTICLE III Officers

Section 1. The board of directors shall elect or appoint the officers of the corporation. Such election or appointment shall regularly take place at the annual meeting of the corporation, provided, however, that elections of officers of the corporation may be held at any other meeting of the board of directors. The officers of the corporation shall consist of a president, one or more vice-presidents, a treasurer and a secretary, who need not be members of the board of directors. In addition, the board of directors may appoint one or more assistant treasurers and assistant secretaries to serve at the pleasure of the board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

Section 2. The board of directors may appoint such other officers, in addition to the officers expressly named in this Article III, as it shall deem necessary, who shall have authority to perform such duties as may be prescribed from time to time by the board of directors or by the president.

Section 3. All officers and agents shall be subject to removal at any time by the affirmative vote of the majority of the members of the board of directors.

Section 4. The officers of the corporation shall perform the following functions:

(a) President. The president shall be the chief executive of the corporation. He or she shall preside at all meetings of the directors; shall be ex officio a member of all standing or

special committees; shall have general charge of the activities of the corporation and shall ensure that all resolutions of the board are carried into effect.

(b) Vice-presidents. The vice-presidents in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as the board of directors may prescribe.

(c) Secretary. The secretary shall attend all sessions of the board and all meetings of the corporation, and shall record the minutes of all proceedings in proper form. He or she shall give or cause to be given notice of all meetings of the board of directors and shall take care of all correspondence under the supervision of the president, and shall perform such other duties as may be prescribed by the board of directors or the president. An assistant secretary, if appointed, shall perform the duties and functions of the secretary in the event of the secretary's absence or inability to act.

(d) Treasurer. The treasurer shall have the custody of the corporation's funds and shall keep full and accurate accounts of receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board, demanding proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, or whenever they may require, an account of all his transactions as treasurer and of the financial condition of the corporation. The treasurer may be required to furnish a surety bond in an amount determined by the board, the premium of which shall be paid by the corporation. An assistant treasurer, if appointed, shall perform the duties and function of the treasurer in the event of the treasurer's absence or inability to act.

Section 5. The board of directors may engage the services of such other agents or employees as may from time to time be deemed necessary or advisable for the objects and purposes of the corporation.

ARTICLE IV Committees

The president shall, with the approval of the board of directors, appoint such standing or special committees of such size as the president or board of directors may deem necessary to carry on properly the activities and effect the objects and purposes of the corporation. Such committees shall perform such duties as the president or the board of directors may direct.

ARTICLE V Calls and Notices of Meetings

Section 1. Notice of special meetings of the board of directors shall be given to each director, orally or in writing, at least 24 hours before the time fixed for the meeting, and such notice shall advise each director as to the time, place, and general purpose of the meeting, and shall be delivered personally, or by telephone, messenger or telegram, or mailed, postage prepaid, or by e-mail to each director at his last postal or e-mail address as it appears on the books of the corporation. No notice need be given of regular meetings of the directors.

Section 2. Whenever all of the directors meet, such meetings shall be valid for all purposes without call or notice or waiver of call and notice. No call or notice of any meeting of directors shall be necessary if waiver of call and notice be signed by all of the directors, whichever the case may be.

ARTICLE VI Meetings of the Corporation

Section 1. Place of meeting. Any or all meetings of the corporation and of the board of directors may be held within or without the State of New York, provided that no meeting shall be held at a place other than within the City of New York except pursuant to by-law or resolution adopted by the board of directors.

Section 2. After the year 1997, an annual meeting of the corporation shall be held each year on the first Thursday in December at three o'clock p.m., one of the purposes of which shall be the election of directors.

Section 3. At least 10 days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of the corporation, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member of the corporation.

Section 4. If for any reason the annual meeting of the corporation shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting, namely, not less than a 10-day notice.

Section 5. The order of business at the annual meeting of the corporation shall be as follows:

- (a) Roll call;
- (b) Reading of notice and evidence of mailing;
- (c) Approval of minutes of last preceding meeting;
- (d) Report of president;
- (e) Report of secretary;
- (f) Report of treasurer;
- (g) Election of directors;
- (h) Transaction of other business mentioned in the notice;
- (i) Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

Section 6. A special meeting of the corporation may be called at any time by the president or by a majority of the board of directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and purposes of such proposed special meeting, signed by the president or by a majority of the board of directors, the secretary or an assistant secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed also by stamped, typewritten or printed signature of the secretary or of an assistant secretary.

Section 7. At least three (3) days prior to the date fixed for the holding of any special meeting of the corporation, written notice of the time, place and purposes of such meeting shall be mailed, e-mailed or otherwise personally delivered to each member entitled to vote at such meeting, No business not mentioned in the notice shall be transacted at such meeting.

Section 8. At the place of holding the annual meeting of the corporation and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

Section 9. Presence in person or by proxy of members of the corporation representing a majority of the voting rights of this corporation shall constitute a quorum at any meeting of the corporation.

ARTICLE VII Execution of Instruments

Section 1. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the board of directors shall

from time to time designate for that purpose.

Section 2. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or any vice-president, and the secretary or assistant secretary, may execute the same in the name and behalf of this corporation. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

ARTICLE VIII (Deleted)

ARTICLE IX Purpose

The purpose or purposes for which this corporation is formed are:

(a) to function as a corporate entity, an auxiliary of AFICS(NY), a corporation also formed under the Not-for-Profit Corporation Law of the State of New York, to collect, raise, receive by bequest or otherwise voluntarily, maintain and distribute funds:

(i) to members of AFICS(NY) and other qualified former international civil servants who face critical, unusual or emergency personal hardships of a temporary financial nature which are not met from other available resources;

(ii) to providers of educational or training programs for the benefit of members of AFICS(NY) who may wish to acquire or update skills for post-retirement vocations or hobbies;

(iii) to humanitarian causes or crises in furtherance of objectives consistent with the Charter of the United Nations;

(b) to do everything necessary and proper to accomplish the purposes herein.

This corporation is not formed for the pecuniary profit or financial gain of members of the corporation or its directors or officers.

ARTICLE X Amendments

Section 1. The board of directors shall have the power to make, amend and repeal the by-laws of the corporation by vote of a majority of all the directors present at any regular or special meeting of the board, provided that written notice of intention to make, amend or repeal the by-laws in whole or in part shall have been given at the last preceding meeting or in the notice of the meeting, or, without any such notice, by vote of two-thirds of all the directors so present.

Section 2. In respect to all questions of construction of these by-laws, the decision of the board of directors shall be final and binding.

ARTICLE XI Fiscal Year

The fiscal year of the corporation shall begin on the first day of January.

At its first meeting held on October 21, 1997, the Board of Directors, consisting of George F. Saddler, William Goodkind and Robert L. Smith, unanimously approved and adopted the foregoing by-laws to be immediately effective.

At its meeting of 4 December 2000 the Board amended Article II, section 1, of the by-laws to allow for up to eleven members.

At its meeting of 16 March 2004 the Board revised the by-laws as above.