

**SECOND AMENDED AND RESTATED BYLAWS OF
MOTIVATIONAL INTERVIEWING NETWORK OF TRAINERS INCORPORATED**

_____, 2014

**ARTICLE 1
NAME**

The name of the corporation is Motivational Interviewing Network of Trainers Incorporated (the “**Corporation**”).

**ARTICLE 2
PURPOSES**

Section 2.1 General Purposes. The Corporation has been formed for charitable, educational and scientific purposes, in order to promote proficiency in the use of motivational interviewing, both within and outside the United States of America, including but not limited to the following: (A) training motivational interviewing trainers and practitioners; (B) enhancing the motivational interviewing training and practice skills of members of the Corporation through meetings, mentoring, training, communications, and shared knowledge and practice opportunities; (C) fostering communication and collaboration among motivational interviewing trainers, practitioners, researchers, students and others who share an interest in the effective application and growth of motivational interviewing; (D) establishing voluntary standards to promote quality in motivational interviewing; (E) encouraging the exchange of ideas across disciplines and cultures through regional, national and international meetings; and (F) producing a high-quality journal to foster the exchange of research, theory and practice of motivational interviewing.

Section 2.2 Incidental Purposes. In addition, the Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the purposes set forth in Section 2.1. The Corporation will not engage in any activities or exercise any powers that are not in furtherance of such purposes, except to an insubstantial degree.

**ARTICLE 3
PRINCIPAL OFFICE**

Section 3.1 Principal Office. The principal office for the transaction of the Corporation’s business is located in the City of Edison, County of Middlesex, State of New Jersey. The Board of Directors of the Corporation (the “**Board**”) may at any time, or from time to time, change the location of the principal office from one location to another.

Section 3.2 Branch Offices. The Board may at any time establish branch offices at any place where the Corporation is qualified to do business.

**ARTICLE 4
RESTRICTED ACTIVITIES**

The Corporation has been formed under the Virginia Nonstock Corporation Act (the “Act”) for the charitable, educational, and scientific purposes described in Article 2 of these Bylaws, and the Corporation is nonprofit. The activities of the Corporation are restricted, and the Corporation has the powers, set forth in Article 3 of the Second Amended and Restated Articles of Incorporation, as they may be further amended (the “Articles”).

**ARTICLE 5
DEDICATION OF ASSETS**

The Corporation’s properties and assets are dedicated irrevocably to charitable, educational and scientific purposes. No part of the Corporation’s net earnings, properties, or assets may inure to the benefit of any private person or individual, as set forth in the Articles. On dissolution of the Corporation, all remaining assets of the Corporation will be distributed as set forth in the Articles.

**ARTICLE 6
MEMBERSHIP**

Section 6.1 Qualifications. The Corporation will have one class of members as follows: persons who subscribe to the purposes and policies of the Corporation and who have completed a “Training for New Trainers” program formally sponsored or endorsed by the Corporation will be eligible for membership on timely payment of such dues and fees as the Board may fix from time to time; provided, however, that the Board may, in its sole discretion, and based on written criteria, waive the requirement of completion of such program in cases where an applicant already possesses extensive knowledge of and competence in motivational interviewing practice and training. The Corporation will not discriminate on the basis of race, national or ethnic origin, religion, gender, sexual orientation, age, political affiliation, or mental or physical disability. No person may hold more than one membership.

Section 6.2 Rights of Membership. Members have the right to vote in the election of directors, the disposition of all or substantially all of the Corporation's assets, any merger of the Corporation, any election to dissolve the Corporation, and, to the extent set forth in the Articles and these Bylaws, on the amendment of the Articles or these Bylaws. In addition, members have all rights afforded members under the Act. This Corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. No member is entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon the Corporation’s dissolution.

Section 6.3 Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Those members who have timely paid the required dues, fees, and assessments and who are not suspended will be members in good standing. The Board may make

exceptions to the requirements set forth in this Section 6.3 in individual or group cases based on financial hardship.

Section 6.4 Termination of Membership. A membership will terminate on occurrence of any of the following events:

- A. Resignation of the member, on reasonable notice to the Corporation;
- B. Expiration of the period of membership, unless the membership is renewed, on the renewal terms fixed by the Board;
- C. Failure of the member to pay dues, fees, or assessments as set by the Board within 30 days following the end of the annual collection period established by the Board; or
- D. Expulsion of the member under Section 6.6 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. Grounds for expulsion include, but are not limited to, violation of the Corporation's policies, including its Code of Ethics, Anti-Discrimination and Anti-Harassment Policy, or Diversity and Equality of Opportunity Policy.

Section 6.5 Suspension of Membership. A member may be suspended under Section 6.6 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. Grounds for suspension include, but are not limited to, violation of the Corporation's policies, including its Code of Ethics, Anti-Discrimination and Anti-Harassment Policy, or Diversity and Equality of Opportunity Policy. A person whose membership is suspended will not be a member during the period of suspension.

Section 6.6 Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 6.4 or 6.5, then the following procedure will be followed:

- A. The member will be given 15 days' prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension.
- B. The member will be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing will be held, or the written statement considered, by the Board or by a committee or person

authorized by the Board to determine whether the expulsion or suspension should take place.

- C. The Board, committee, or person will decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person will be final.
- D. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within six months after the date of the expulsion, suspension, or termination.

Section 6.7 Transfer of Membership. No membership or right arising from membership may be transferred. All membership rights cease on the member's death or dissolution or termination of membership under Section 6.4.

Section 6.8 Liability for Debts or Obligations. A member of the Corporation is not, as such, personally liable for the Corporation's debts, liabilities, or obligations.

Section 6.9 Place of Meeting. Meetings of the members may be held at any place within or outside the United States designated by the Board and consistent with these Bylaws.

Section 6.10 Regular Meeting. A regular meeting of members will be held once every year in connection with the Corporation's Annual Forum, or at such time and place as may be specified by the Board. The Board will fix the date and time of the meeting and notify members as provided in Section 6.12.

Section 6.11 Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Board, the Chairperson of the Board, or by 10% or more of the members. A special meeting called by any person, other than the Board, entitled to call a meeting will be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairperson of the Board, or the Secretary. The Board will establish the time and place of a special meeting called by any person entitled to call a special meeting other than the Board within three months of receipt of the written request. Nothing in this Section 6.11 will be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6.12 Notice of Meetings.

- A. The Corporation will give members written notice of the date, time, and place of each annual and special members' meeting. The notice will be given, either personally or by mail, no less than 10 nor more than 60 days before the date of the meeting except that notice of a members' meeting to act on an amendment of the Articles, a plan of merger, domestication, a

proposed sale of all, or substantially all, of the Corporation's assets, or the Corporation's dissolution will be given not less than 25 nor more than 60 days before the meeting. Unless otherwise agreed by the Corporation and the recipient, notices will be in the English language.

- B. In lieu of delivering notice as specified in Subsection 6.12(A), the Corporation may give members written notice of the date, time and place of each annual and special members' meeting by a form of electronic transmission consented to by the member to whom the notice is given. A notice given by a form of electronic transmission will be given as far in advance of the meeting as would be required if the notice were delivered as specified in Subsection 6.12(A). Any such consent of a member will be revocable by the member by written notice to the Corporation. Any such consent will be deemed revoked if (1) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent, and (2) such inability becomes known to the Corporation's Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation will not invalidate any meeting or other action.
- D. Unless otherwise provided by the Corporation's Articles or by law, the Corporation is required to give notice only to each member entitled to vote at such meeting.
- E. Unless otherwise provided by the Corporation's Articles or by law, notice of an annual meeting need not state the purpose or purposes for which the meeting is called. Notice of a special meeting will state the purpose or purposes for which the meeting is called.
- F. If an annual or special meeting is adjourned to a different date, time, or place, then notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed by law, however, then the notice of the adjourned meeting will be given under this Section 6.12 to persons who are members as of the new record date.
- G. Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals (1) removing a director; (2) filling vacancies on the Board; (3) amending the Articles; (4) electing to wind up and dissolve the Corporation; (5) approving a plan of merger or consolidation; or (6) disposing of all or substantially all of the Corporation's assets.

Section 6.13 Quorum. Members holding 20% of the votes entitled to be cast represented in person will constitute a quorum for the transaction of business at any meeting of members. Once

a member is present at a meeting he or she is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or will be set for that adjourned meeting.

Section 6.14 Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, then a notice of the adjourned meeting will be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 6.15 Voting.

- A. Members entitled to vote at any meeting of members will be those members in good standing as of the record date determined under Section 6.19. Each member entitled to vote will be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. If a quorum is present, then the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, will be the act of the members, unless the vote of a greater number or voting by classes is required by law, the Articles, or these Bylaws. In any election of directors, the members will be entitled to vote as set forth in in the Articles. If a seat in any election is reserved as the Non-Anglophone Seat (as defined in the Articles), then each member will have the right to vote for one nominee for the Non-Anglophone Seat. If a seat in any election is reserved as the Country of Organization Seat (as defined in the Articles), then each member will have the right to vote for one nominee for the Country of Organization Seat. In addition, each member will have the right to vote for as many other nominees as there are other positions available on the Board. If there are no reserved seats in any election, then each member will have the right to vote for as many nominees as there are positions available on the Board. Elections of directors may be conducted by mail.
- B. Notwithstanding any provision to the contrary in these Bylaws, with the approval of the Board, the Corporation may conduct any election of directors or any other vote of members by soliciting ballots to be submitted to the Corporation by electronic transmission on or before a specified date and time; provided, however, that: (1) the Corporation must provide members with information sufficient to enable the member to make and informed decision regarding how to vote, (2) the Corporation must provide members with notification in the same manner (*e.g.*, by electronic transmission to consenting members) as the Corporation would

be required to provide if a meeting at a specified location were held, (3) the Corporation must provide members with such notification not less than 10 nor more than 60 days before the date ballots must be submitted to the Corporation (except that notification of a vote regarding an amendment of the Articles, a plan of merger, domestication, a proposed sale of all, or substantially all, of the Corporation's assets, or the Corporation's dissolution must be given not less than 25 nor more than 60 days before the date ballots must be submitted to the Corporation), and (4) a member's ballot submitted by electronic transmission will either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member. No such vote conducted with electronically transmitted ballots will be effective unless the Corporation receives ballots from members representing at least 20% of the votes entitled to be cast. The number of affirmative votes required for the members to elect a director or take other action using electronic ballots will be the same as the number of affirmative votes that would have been required if a vote were taken at a member meeting held at a specified location.

Section 6.16 Waiver of Notice or Consent by Absent Members. A member may waive any required notice at any time (*e.g.*, either before or after a meeting, or before or after a vote by electronic ballot), and such waiver will be the equivalent of the giving of notice. A member's attendance at or participation in a meeting or participation in a vote by electronic ballot waives any required notice of the meeting or the vote to that member, unless the member, at the beginning of a meeting, or promptly upon arrival, objects to the holding of the meeting or transacting of business and does not thereafter vote for or assent to action taken at the meeting, or the member, on or prior to submitting an electronic ballot, objects to the vote or the transacting of business and does not thereafter vote for or assent to the action taken by virtue of the vote. Also, attendance at a meeting or participation in a vote by electronic ballot is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting or the vote but not so included, if that objection is expressly made. The waiver of a member who does not attend or participate in a meeting or a vote by electronic ballot must be in writing, signed by the member, and filed with the minutes or records of the Corporation.

Section 6.17 Remote Participation in Annual and Special Meetings.

- A. Members may participate in any meeting of members by means of remote communication to the extent the Board authorizes such participation for members. Participation by means of remote communication will be subject to such guidelines and procedures the Board adopts, and will be in conformity with Subsection 6.17(B).
- B. Members participating in a members' meeting by means of remote communication will be deemed present and may vote at such a meeting if the Corporation has implemented reasonable measures to:

1. Verify that each person participating remotely is a member; and
2. Provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

Section 6.18 Action by Written Consent. Any action permitted to be taken by the members may be taken without a meeting and without prior notice by written consent in accordance with the Articles.

Section 6.19 Record Date. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the right to submit an electronic ballot to the Corporation in accordance with Subsection 6.15(B), the Board may, in advance, fix a record date. The record date so fixed for notice of a meeting will not be more than 70 or less than 10 days before the date of the meeting. If not otherwise fixed by the Board, the record date will be the day before the effective date on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. For any other action, the record date will not be more than 70 or less than 10 days before that action. (In the case of a vote by transmission of electronic ballots by members, the record date will be not more than 70 or less than 10 days before the deadline by which such electronic ballots must be submitted). If not otherwise fixed by the Board, the record date will be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later. A member at the close of business on the record date will be a member of record.

Section 6.20 Proxy Voting. Members entitled to vote may vote in person or by electronic transmission in accordance with Section 6.15, and may also vote by proxy.

Section 6.21 Election of Directors.

- A. The Board will appoint a committee to select qualified candidates for election to the Board by the members at least 90 days before the date of any election of directors. This nominating committee will recommend candidates to the Board at least 60 days before the date of the election, or at such other time as the Board may set, and the secretary will forward to each member, with the notice required by these Bylaws, a list of all candidates nominated by committee and approved by the Board under this Section 6.21. In nominating candidates, the committee will seek to achieve the following goals regarding the nominees: diversity of backgrounds to reflect the diversity of membership of the Corporation, commitment to the Corporation's goals and willingness voluntarily to contribute energy and time, the possession of talent and skills relevant to the needs of the Corporation, and such other goals as the Board may from

time to time by resolution establish. In addition, if a seat in any election is reserved as the Non-Anglophone Seat, or as the Country of Organization Seat, then the committee will attempt to nominate at least one candidate who satisfies the qualifications to fill the seat.

- B. The Board will formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

ARTICLE 7 BOARD OF DIRECTORS

Section 7.1 Powers. Subject to the provisions and limitations of the Act and any other applicable laws, and subject to any limitations in the Articles or these Bylaws regarding actions requiring approval of the members, the Corporation's business and affairs will be managed, and all corporate powers will be exercised, by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the Corporation's business to a management company, committee, or other person; provided that the Corporation's activities and affairs will be managed and all corporate powers will be exercised under the ultimate direction of the Board.

Section 7.2 Number of Directors. This Corporation will be governed by a member Board, who will receive no compensation for their services as such. As set forth in the Articles, the number of members of the Board will be odd, and will consist of no less than five and no more than nine members. The Board by resolution may fix the exact number of directors from time to time within the limits specified in this Section 7.2.

Section 7.3 Election and Term of Office.

- A. The directors are classified into three groups, Class I, Class II, and Class III, for the purpose of providing, as nearly as numerically possible, for the election of one-third of the members of the Board in each year.
- B. The term of office of each director of the Corporation is three years and until his or her successor has been duly elected and qualified. Class I directors will be elected in calendar year 2014 and every third calendar year thereafter, Class II directors will be elected in calendar year 2015 and every third calendar year thereafter, and Class III directors will be elected in calendar year 2016 and every third calendar year thereafter.
- C. A director may not serve for more than two, full consecutive terms, and the affirmative vote of a majority of the directors then in office is required before a director may run for a second, full consecutive term. A director who serves for less than a full term because the director filled a vacancy may serve for two, full consecutive terms following expiration of the term

in which the director filled a vacancy (assuming the director receives the requisite vote of the directors then in office before the director runs for a second, full consecutive term.)

Section 7.4 Vacancies.

- A. A vacancy on the Board will exist on the occurrence of any of the following: (1) a director's death or resignation; (2) the declaration by resolution of the Board of a vacancy in the office of a director who has missed four consecutive meetings of the Board or a total of eight meetings of the Board during any one calendar year; (3) the vote of the members to remove a director; (4) an increase in the authorized number of directors; or (5) the failure of the members to elect the number of directors required to be elected in any election.
- B. Except as provided in this paragraph, any director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. No director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.
- C. Vacancies on the Board will be filled as set forth in the Articles. Prior to the removal of any director, the director to be removed must have been notified in writing in the manner set forth in Section 6.12 that such action would be considered at the meeting at which removal is considered.
- D. No reduction of the authorized number of directors will have the effect of removing any director before that director's term of office expires.

Section 7.5 Meetings.

- A. From time to time, the Board will fix a schedule for regular meetings of the Board, including a meeting held after each election of directors by members for purposes of the appointment of officers and transaction of other business. Such regular meetings may be held without notice.
- B. Special meetings of the Board may be called by resolution of the Board at any time for any purpose. Notice of the meeting will be delivered personally to each director or communicated to each director by telephone at least seven days before the date of the meeting, or communicated by express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the Corporation, deposited in the mails or express mail company or other carrier at least seven days before the date of the meeting. The notice need not specify the purpose of the meeting unless required by law, the Articles or these Bylaws. Notice

of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meeting. Unless otherwise agreed between the Corporation and a director, notices will be in the English language.

- C. Meetings will be held at any time and place designated by resolution of the Board. Any meeting may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors will be deemed to be present in person at such meeting.
- D. Despite any provision of these Bylaws to the contrary, a notice of the date, time, place or purpose of a meeting of the Board may be given by a form of electronic transmission consented to by the director to whom the notice is given. Any such consent of a director will be revocable by the director by written notice to the Corporation. Any such consent will be deemed revoked if (1) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (2) such inability becomes known to the Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation will not invalidate any meeting or other action.

Section 7.6 Action at a Meeting. Presence of a majority of the directors then in office at a meeting of the Board constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present will be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles, these Bylaws, or by law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business in spite of the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles, these Bylaws or by law. Adoption or revocation of a plan of merger, consolidation, voluntary dissolution, bankruptcy or reorganization, or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of a majority of the authorized number of the Corporation's directors.

Section 7.7 Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, then notice of any adjournment to another time or place will

be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 7.5.

Section 7.8 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as the unanimous vote of such directors.

Section 7.9 Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as may be fixed or determined by resolution of the Board.

Section 7.10 Officers. The officers of the Corporation will consist of a Chairperson, Vice Chairperson, Secretary and Treasurer, and such other officers as the Board may designate by resolution. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson of the Board, and the Chairperson may not also serve as Vice Chairperson. In addition to the duties specified in this Section 7.10, officers will perform all other duties customarily incident to their offices and such other duties as may be required by law, by the Articles, or by these Bylaws, subject to control of the Board, and will perform such additional duties as the Board may assign from time to time.

Chairperson. The Chairperson of the Board, when present, will preside at all meetings of the Board. The Chairperson is authorized to execute in the Corporation's name all documents, including contracts, specifically or generally authorized by the Board to be executed by the Corporation. The Chairperson of the Board will be a member of the Board.

Vice Chairperson. The Vice Chairperson, in the absence of the Chairperson, or in the event of his or her inability or refusal to act, will perform the duties of the Chairperson, and when so acting will have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson of the Board will be a member of the Board.

Secretary. The Secretary, or his or her designee, will act as secretary of all the meetings of the Board and the members, and will keep the minutes of all such meetings in books proposed for that purpose, and will attend to the giving and serving of all notices of the Corporation.

Treasurer. The Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer will deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer will disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board, and will render to the Chairperson and directors, whenever they request

it, an account of all of the Treasurer's transactions as Treasurer and of the Corporation's financial condition.

If required by the Board, the Treasurer will give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office. The Corporation will pay the cost of the bond.

The Board will appoint the Corporation's officers at the Board's first meeting following the annual election of directors, and the officers will serve at the Board's pleasure. The Board may remove any officer with or without cause. Any officer may resign at any time by giving written notice to the Board, the Chairperson or the Secretary of the Corporation. Any resignation will take effect on the date of the receipt of such notice or at any later time specified in the resignation, and, unless otherwise specified in the resignation, the acceptance of the resignation will not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause will be filled by appointment of the Board. The Board will fix or determine the officers' compensation, if any, by resolution.

ARTICLE 8 STANDARD OF CARE

Section 8.1 General Standards of Conduct for Directors.

- A. A director will discharge his or her duties as a director, including his or her duties as a member of a committee, in accordance with his or her good faith judgment of the best interests of the Corporation.

- B. Unless a director has knowledge or information concerning the matter in question that makes reliance unwarranted, he or she is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - 1. One or more officers or employees of the Corporation whom the director believes, in good faith, to be reliable and competent in the matters presented;

 - 2. Legal counsel, public accountants, or other persons as to matters the director believes, in good faith, are within the person's professional or expert competence; or

 - 3. A committee of the Board of which the director is not a member if he or she believes, in good faith, that the committee merits confidence.

- C. A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section 8.1.
- D. A person alleging a violation of this Section 8.1 has the burden of proving the violation.

Section 8.2 Loans. This Corporation will not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of the officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 8.3 Director Conflicts of Interests.

- A. A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect personal interest. A conflict of interest transaction is not voidable by the Corporation solely because of the director's interest in the transaction if any one of the following is true:
 - 1. The material facts of the transaction and the director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction; or
 - 2. The material facts of the transaction and the director's interest were disclosed to the members entitled to vote and they authorized, approved or ratified the transaction; or
 - 3. The transaction was fair to the Corporation.
- B. For purposes of Subdivision 1 of Subsection 8.3(A), a conflict of interests transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board, or on the committee, who have no direct or indirect personal interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section 8.3 by a single director. If a majority of the directors who have no direct or indirect personal interest in the transaction vote to authorize, approve or ratify the transaction, then a quorum is present for the purpose of taking action under this Section 8.3. The presence of, or a vote cast by, a director with a direct or indirect personal interest in the transaction does not affect the validity of any action taken under Subdivision 1 of Subsection 8.3(A)

if the transaction is otherwise authorized, approved or ratified as provided in Subsection 8.3(A).

- C. For purposes of Subdivision 2 of Subsection 8.3(A), a conflict of interests transaction is authorized, approved, or ratified if it receives the vote of a majority of the votes entitled to be counted under this Subsection 8.3(C). The vote of a director who has a direct or indirect personal interest in the transaction may not be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interests transaction under Subdivision 2 of Subsection 8.3(A). Such director's vote, however, may be counted in determining whether the transaction is approved under other provisions of these Bylaws or the Act. A majority of the members, whether or not present, who are entitled to be counted in a vote on the transaction under this Subsection 8.3(C) constitutes a quorum for the purpose of taking action under this Section 8.3.
- D. Directors will adhere to the Corporation's Conflict of Interest Policy.

Section 8.4 Indemnification. The Corporation will indemnify its directors, officers, employees, volunteers, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, as set forth in the Articles.

ARTICLE 9 CHAPTERS

Section 9.1 Chapter Recognition. The Corporation formally may recognize regional or language-based chapters of the Corporation (each, a "**Chapter**"), both in the United States and in other countries. Chapters will share the Corporation's mission of promoting proficiency in the use of motivational interviewing. Chapters will be organized as separate legal entities that operate under an agreement with the Corporation. The Corporation will maintain a current list of all of the Corporation's Chapters.

Section 9.2 Purpose of Chapter Recognition. The purpose of the Corporation's formal recognition of Chapters is to promote the quality, integrity, spirit, and values of motivational interviewing throughout the world. Chapters may further this purpose, among other things, by (A) fostering increased contact among the Corporation's members who live in a particular region or who share a common language, and (B) sponsoring training sessions, presentations, and other events, for individuals who are not members of the Corporation, but who are interested in becoming motivational interviewing practitioners, researchers, or trainers; in each case, while adhering to the Corporation's mission, policies, and guidelines.

Section 9.3. Requirements for Establishing and Maintaining a Chapter.

- A. Chapters located in the United States will be organized as a non-profit, limited liability, organizations, and are encouraged, but not required, to be

exempt from income and other forms of taxation. Chapters located elsewhere, insofar as possible, will be organized under equivalent regimes under the laws of the jurisdiction of organization.

- B. Each Chapter must utilize “Motivational Interviewing Network of Trainers” or “MINT” in its name.
- C. A Chapter’s organizational documents, rules and regulations must be substantially consistent with the Corporation’s mission, policies, and guidelines, and must set forth (1) the Chapter’s relationship with the Corporation, (2) the Chapter’s leadership structure, and (3) the rights and responsibilities of the Chapter’s members. Each Chapter must adopt the Corporation’s mission, policies, and guidelines in substantially the same form as the Corporation; however, each Chapter generally will have the autonomy to organize and conduct meetings and programs substantially consistent with the Corporation’s mission, policies, and guidelines. Chapters may charge fees to Chapter members, but are not required to do so.
- D. Each Chapter will execute such agreements with the Corporation concerning the Chapter’s (1) relationship with the Corporation, (2) legal structure, (3) governance, (4) membership, (5) rights and obligations with respect to the Corporation’s intellectual property, and (6) other rights and obligations, as the Board may prescribe.
- E. A Chapter promptly must provide the Corporation with the documentation and information concerning the Chapter prescribed by the Corporation’s policies and guidelines regarding Chapter affiliation.
- F. Only members of the Corporation in good standing may be voting members of a Chapter; however, a Chapter may establish non-voting classes of membership for individuals who are not members in good standing of the Corporation that enable such individuals to participate in Chapter activities.
- G. Each Chapter will elect or appoint a Chairperson, president, or other leader, who will serve on the Corporation’s Committee of Chapters (the “COC”), described in Section 10.7.
- H. The Board, in its sole discretion, may establish additional requirements for becoming a Chapter or for maintaining Chapter status. The Board, in its sole discretion, may waive requirements for becoming a Chapter or maintaining Chapter status, if the requirements conflict with the laws of the jurisdiction in which a Chapter is organized. The Board may waive other requirements for becoming a Chapter or maintaining Chapter status only if the Board first obtains the approval of the members.

Section 9.4 Application for Recognition as Chapter. In order to be recognized formally by the Corporation as a Chapter, an organization must submit an application to the Corporation in the form prescribed by the Board. The Corporation’s International Advisory Committee (the “IAC”), described in Section 10.6, will perform an initial review and assessment of all applications to determine whether an organization meets the requirements to become a Chapter. Following such initial review and assessment, the IAC will make a recommendation to the Board regarding approval of the organization as a Chapter. The Board, in its sole discretion, will make a determination whether to approve the application and recognize the organization as a Chapter. The Board’s determination will be final.

Section 9.5 Use of Corporation’s Intellectual Property by Chapters. Each Chapter recognized by the Corporation will be granted a non-exclusive license to use the Corporation’s service marks, in accordance with the terms of an agreement between the Corporation and the Chapter in the form prescribed by the Board, so long as the Chapter maintains its status as a Chapter.

Section 9.6 Termination of Chapter Status by Chapter. If a Chapter determines that it will terminate its status as a Chapter, then the Chapter will submit a report to the Corporation (A) specifying the reasons for terminating Chapter status, (B) summarizing the activities of the Chapter, and (C) listing Chapter leaders and members.

Section 9.7 Termination of Chapter Status by Corporation. The Board may terminate a organization’s status as a Chapter at any time. Among other things, the Board may terminate an organization’s status as a Chapter if the Board, in its sole discretion, determines that the organization (A) functions as a for-profit organization, (B) establishes rules or practices that contradict the Corporation’s mission, policies, or guidelines, (C) fails to maintain a relationship with the Corporation, or (D) fails promptly to submit documentation or information requested or required by the Board.

ARTICLE 10 COMMITTEES

Section 10.1 Audit Committee. There will be a standing Audit Committee, consisting of the Treasurer and at least two other persons designated by the Board, which will serve as an advisory committee to the Board. The Audit Committee will be charged with overseeing the budgeting process and the financial accounting and reporting procedures of the Corporation and the Treasurer’s preparation and delivery of financial reports to the Board on a quarterly basis or such other periodic basis as may be designated by the Board.

Section 10.2 Nominating Committee. There will be a standing Nominating Committee, consisting of at least three persons designated by the Board, which will serve as an advisory committee to the Board. The Nominating Committee will identify potential board members and make recommendations to the Board regarding qualified candidates for election to the Board in accordance with Section 6.21.

Section 10.3 Motivational Interviewing Founders Committee. There will be a standing Motivational Interviewing Founders Committee, which will serve as an advisory committee to the Board (the “**MI Founders Committee**”). Membership on the MI Founders Committee is honorary and is limited to the two founders of motivational interviewing, William R. Miller and Stephen Rollnick. Members of the MI Founders Committee will serve on the MI Founders Committee until resignation, incapacity or death.

Section 10.4 Director Emeritus Committee. There will be a standing Director Emeritus Committee, which will serve as an advisory committee of the Board (the “**Director Emeritus Committee**”). Membership on the Director Emeritus Committee is automatically conferred upon each Board member upon completion of his or her term for a period of three years following completion of his or her term, or his or her earlier resignation, removal by the Board, incapacity or death, without action by the Board. Board members who do not complete their terms as directors as the result of resignation or removal or otherwise will not serve on the Director Emeritus Committee.

Section 10.5 MI Founders and Director Emeritus Committees. Members of the Founders Committee and the Director Emeritus Committee will be invited to attend Board and committee meetings at the discretion of the Board and will be given the opportunity to provide the Board with input regarding important policy matters affecting the Corporation. In addition, the Board may seek the assistance of the Founders Committee and the Director Emeritus Committee with respect to any other matters affecting the Corporation, including the advisability of establishing additional advisory committees.

Section 10.6 International Advisory Committee. There will be a standing IAC, which will serve as an advisory committee to the Board. The IAC is charged with advising the Board regarding the establishment, recognition, maintenance, and termination of Chapters. In addition, the IAC will (A) assist organizations in preparing applications to become Chapters, (B) perform the initial review and assessment of such applications, (C) and make recommendations regarding such applications to the Board.

Section 10.7 Committee of Chapters. There will be a standing COC, which will serve as an advisory committee to the Board. The COC will be comprised of one Chairperson, president, or other leader elected or appointed by each Chapter. The COC will choose a member of the COC to serve as the COC’s Chairperson. The COC will serve as a liaison between the Board and each Chapter.

Section 10.8 Additional Advisory Committees. The Board may appoint one or more additional advisory Committees consisting members of the Corporation, and other individuals familiar with the needs of the Corporation, whether or not they are members of the Board. Advisory Committees may be utilized by the Board, among other things, to enable members of the Corporation to (A) promote development of specified policies of the Corporation, (B) analyze professional issues relating to motivational interviewing training, (C) analyze issues related to trainer development and certification, (D) further the Corporation’s international affiliations and presence, (E) identify matters on which the Corporation could productively devote its resources, and (F) survey members of the Corporation and provide guidance and input to the Board on these

and any other matters affecting the Corporation. Advisory Committees other than the Audit Committee, the Nominating Committee, the Founders Committee, the Director Emeritus Committee, the IAC, and the COC need not be standing committees, but may be formed on an ad hoc basis or for a limited time to complete a specified task.

Section 10.9 Board Committees. The Board, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, may designate one or more committees, with each committee consisting of one or more directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee who are members of the Board, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.

- A. Any committee whose members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board, may have all or a portion of the authority of the Board, except that no committee, regardless of Board resolution, may do any of the following:
 - 1. Approve or recommend to members action that the Act requires to be approved by members;
 - 2. Fill vacancies on the Board or on any of its committees;
 - 3. Amend the Articles;
 - 4. Adopt, amend, or repeal these Bylaws; or
 - 5. Approve a plan of merger not requiring member approval.
- B. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 8.1.
- C. No committee may bind the Corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board.

Section 10.10 Meetings and Actions of Committees. Meetings and actions of committees will be governed by, and held and taken in accordance with, the provisions of Article 7, concerning meetings and actions of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees also may be called by resolution of the Board. Minutes will be kept of each meeting of each committee and will be filed with the corporate records within two weeks of the date of the meeting.

ARTICLE 11

EXECUTION OF CORPORATE INSTRUMENTS

The Board, in its discretion, may determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature will be binding upon the Corporation. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the Corporation, will be executed, signed, or endorsed by the Chairperson, or the Vice Chairperson and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer. All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, will be signed by such person or persons as the Board will authorize to do so.

ARTICLE 12 RECORDS

Section 12.1 Corporate Records.

- A. The Corporation will keep as permanent records minutes of all meetings of its members and Board, a record of all actions taken by the members or Board without a meeting, and a record of all actions taken by a committee of the Board in place of the Board on behalf of the Corporation.
- B. The Corporation will maintain appropriate accounting records.
- C. The Corporation or its agent will maintain a record of the Corporation's members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.
- D. The Corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- E. The Corporation will keep a copy of the following records:
 - 1. Its Articles or restated Articles and all amendments to them currently in effect;
 - 2. Its Bylaws or restated Bylaws and all amendments to them currently in effect;
 - 3. A cumulative record of policies adopted or repealed by the Board;
 - 4. The minutes of all members' meetings, and records of all action taken by members without a meeting;

5. All written communications to members generally within the past three years;
6. A list of the names and business addresses of the Corporation's current directors and officers; and
7. The Corporation's most recent annual report delivered to the State Corporation Commission.

ARTICLE 13 FISCAL YEAR

The Corporation's fiscal year ends on December 31st of each year.

ARTICLE 14 AMENDMENTS AND REVISIONS

Section 14.1 Amendment of Bylaws by Board or Members. The Board or the Members may amend or repeal these Bylaws, however, the Board may not amend the Bylaws to the extent that:

- A. The Articles, these Bylaws, or applicable law reserves this power exclusively to the members; or
- B. The members in adopting or amending particular Bylaws provide expressly that the Board may not amend or repeal that Bylaw.

Section 14.2 Certain Amendments to Bylaws by Board Require Approval by Members.

Notwithstanding the provisions of Section 14.1, if the Board amends any of the provisions of Articles 1, 2, 6, 7, 9 or 10, or any of the provisions of this Article 14, then it will be a condition subsequent to such amendment that the Board obtain the approval of the members of the Corporation prior to, or in connection with, the next vote of the members (or by consent in lieu of a vote) taken with respect to the election of directors. If the Board fails so to obtain the approval of the members regarding the amendment, then these Bylaws will, as of the date the Board fails to obtain such approval, continue in operation, but without the amendment, and the Secretary of the Corporation will prepare a version of the Bylaws without the amendment dated as of the date the Board fails to obtain such approval, and will file such Bylaws with the minutes and other records of the Corporation. Notwithstanding the Board's failure to obtain the members' approval of an amendment to the Bylaws in accordance with this Section 14.2, any action taken by the Board in reliance on the amendment prior to the members' failure to approve the amendment will be the act of the Corporation and will not be reversed.