

BYLAWS  
of  
ROCKEFELLER BROTHERS FUND, INC.

洛克菲勒兄弟基金，INC公司  
公司内部规章

ARTICLE I  
第一条

Board of Trustees  
基金会董事会

A Board of Trustees (the "Board") shall exercise oversight of the affairs of the corporation.  
基金会董事会（「董事会」）行使基金会公司所有事务的监督权。

(a) The trustees shall set the mission and elect the officers of the corporation; establish clear goals and objectives for the philanthropic activity of the corporation; approve grants other than those delegated to the president for approval; determine major policies governing management of the finances and operations of the corporation; undertake periodic evaluation of the performance of the corporation; and ensure that the corporation has a well qualified and committed Board.

（a）本董事会董事将设定基金会的使命，选举基金会管理官员；建立基金会慈善活动明确目标和目的；审批批准除专门委托给基金会会长审批的基金外的基金发放；确定基金会财政与业务管理运作的重大政策方针；进行对基金会业绩的定期评价；并确保该基金会拥有一个完全合格并且忠于职守的董事会。

(b) The Board shall consist of not less than seven nor more than eighteen trustees, provided that no decrease shall shorten the term of any incumbent trustee. The entire Board shall consist of the number of trustees most recently elected.

（b）本基金会董事会董事数目不得少于七人也不得超过十八人，前提是任何成员数目的减少不得缩短任何现任董事的任期。整个董事会由最近当选的董事构成。

(c) The trustees shall be at all times divided into three classes, equal numerically as nearly as may be, and they shall be so arranged that the membership of the respective classes shall expire in succeeding years.

（c）本董事会董事在任何时候都分为三个组别，每组成员人数等于或尽量接近一致，按规定安排每组成员在相继的年份任职到期。

(d) Subject to paragraphs (c) and (e), each trustee shall be elected at an annual meeting of the Board, or at any adjournment thereof, for the term of three years and until the election and qualification of the trustee's successor.

（d）按照本规章第（c）条和第（e）条的规定，每个董事应当在董事会年度会议上或在其休会期间选举产生，董事任期期限三年，直至继任董事者选举产生并合格继任。

(e) Any vacancy in the Board may be filled by the vote of a majority of the entire board, at any meeting of the Board. Any trustee elected at a special meeting shall hold office until the next annual meeting of the Board and until the election and qualification of the trustee's successor.

(e) 本基金会董事会出现任何空缺时，可由整个董事会过半数董事在董事会的任何会议投票表决来填补。任何在特别会议上如此当选的董事任期至董事会下一次年会同时直至此董事的继任者选举产生并合格继任。

(f) Any trustee may resign by submitting a notice in writing to the president or to the secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

(f) 任何董事可以通过向基金会会长或董事会秘书长提交书面通知而辞职。对该项辞职通知的接受，除非有具体条款要求，则无须作出而辞职同样有效。

(g) Any trustee may be removed at any time for cause by the vote of the trustees, provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken.

(g) 任何董事可随时因故由董事会成员投票解职，前提是进行这种投票行为的会议参会董事人数达到不少于董事会多数的法定人数。

(h) Trustees shall not be eligible for re-election after serving three consecutive full three-year terms of office without an interruption of at least one year, provided that the president shall be re-elected as a trustee as long as the president continues in office, and provided further that the president's service as a trustee shall end upon termination of service in such office.

(h) 董事会董事连续任满三个任期三年的此职后不得重新选举继任，除非期间有至少一年的中断。但是，董事会会长只要继续连任会长一职，即可以连任董事职位；同时，一旦董事会会长离任，其董事任期同时终止。

(i) Founding trustees who shall have retired shall automatically become life trustees. The Board may elect any former trustee an advisory trustee. Advisory trustees shall be elected for a term of three years. Advisory trustees shall not be eligible for re-election after serving three consecutive full three-year terms without an interruption of at least one year. Advisory and life trustees shall receive all notices and other information sent to trustees and may participate in all meetings of the Board without vote, but shall not be counted in determining a quorum at any meeting of the Board. Advisory and life trustees may be called upon by the Board for consultation and advice but shall have no legal responsibilities for the conduct of affairs of the corporation except when acting as voting members of any committee.

(i) 本基金会创始董事退休时将自动成为终身董事。董事会可推选任何前董事成为顾问董事。顾问董事当选任期为三年。顾问董事连续任满三个任期三年的此职后不得重新选举继任，除非期间有至少一年的中断。顾问董事与终身董事将收到发送给现任董事的所有通知和其他信息，可以参加理事会的所有会议但无投票权，并且不得列入在董事会的任何会议确定法定人数的计算。本基金会董事会可以征求顾问董事与终身董事的咨询和建议，但是顾问董事与终身董事除非在做为任何委员会投票成员行事时不需要为基金会的运作事务负任何法律责任。

(j) A majority of the entire Board, present in person, shall constitute a quorum for the transaction of business. Except as otherwise required by these bylaws or by applicable law, the act of a majority of trustees present at any meeting of the Board at which a quorum exists shall be the act of the Board.

(j) 整个董事会有过半数的董事亲自出席会议，即构成基金会事务运作所需的法定人

数。除本规章或适用法律另有要求，达到法定人数出席的董事会会议上超过半数董事认可的决定即为董事会的决定。

(k) Trustees, except for the president, shall not receive compensation from the corporation. Trustees shall be reimbursed for reasonable expenses incurred with respect to their duties.

(k) 除会长之外的董事将不会收到来自本基金会的任何报酬。董事可以报销他们因行使董事职责所产生的合理费用。

(l) The Board shall meet from time to time without management of the corporation to review performance of management, set compensation for the president of the corporation, and discuss other matters as the Board deems appropriate.

(l) 本基金会董事会须时常在没有基金会管理层参加的情况下评审管理层的绩效，为基金会会长确定报酬待遇，并讨论董事会认为适宜的其他事项。

(m) The corporation shall have no members.

(m) 本基金会没有会员。

## ARTICLE II

### 第二条

#### Officers

#### 管理层官员

At the annual meeting of the Board, or at an adjournment thereof, or at any meeting duly called for the purpose, the Board shall elect the following officers, viz: a chair, one or more vice chairs, and a president, all of whom shall be or become by their election trustees, and a corporate secretary. The Board may, at any meeting, elect one or more vice presidents, a chief investment officer, a comptroller, one or more assistant corporate secretaries, one or more assistant comptrollers, and such other officers as it may from time to time determine. The Board may, by resolution not inconsistent with these bylaws, define the duties of any such officers. Officers are authorized to sign agreements and formal instruments on behalf of the corporation according to policies approved by the president. The same person may be elected to more than one office, except that the same person shall not hold the offices of both president and corporate secretary or any two or more of the offices of chair, vice chair, or president. A vacancy in any office may be filled by the Board at any meeting. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and shall have qualified. They shall receive such salaries or other compensation as may be authorized by the vote of a majority of the entire Board. The chair and vice chair shall not receive a salary or compensation, except for the reimbursement of reasonable expenses.

在董事会的年度会议上，或者在休会期，或者在任何按正当程序召开的以选举管理层官员为目的的董事会会议上，董事会应选出以下管理层官员，即：一位主席，一位或多位副主席，一位会长—以上诸位当选各自职位之时同时即任董事会董事—与董事会秘书长。董事会可以在任何会议上选出一位或多位副会长，一位首席投资官，一位审计长，一位或多位助理董事会秘书长，一位或多位助理审计长，以及其他董事会随时认定必需的高级管理人员。董事会可以在不违背本规章的条款情况下，通过决议明确任何高层管理人员的职责。管理官员可以根据会长批准的政策有权为基金会签订协议与正式文书。同一个人可以当选担任多个职位，但是同一人不得同时担任会长兼董事会秘书长，或主席，副主席或会长等职位中任何两个或两个以上的职位。任何职位出现空缺，可以由董事会在任何会议上填补。所

有管理层官员应当在董事会对其绩效满意的前提下履职或至其各自的继任者被选出,并被认可有资格任职为止。管理层官员应得到由过半数董事会表决决定同意的工资或其他报酬。主席和副主席不得领取工资或报酬, 只可以报销合理开支。

Any officer may resign at any time by submitting a notice in writing to the president or to the corporate secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any officer may be removed at any time for or without cause by the Board.

任何管理层官员可随时通过书面形式向会长或到董事会秘书长提交通知辞职。对该项辞职通知的接受,除非有具体条款要求,则无须做出而辞职同样有效。任何管理层官员可随时由董事会有理由或无理由撤职。

### ARTICLE III

#### 第三条

#### Chair and Vice Chair

##### 主席与副主席

The chair shall lead the Board in overseeing the affairs of the corporation and its several officers, subject to the control of the Board. The chair and vice chair shall not be employees of the corporation. The chair shall preside at all meetings of the Board at which the chair shall be present; be a member *ex officio* of all committees; and perform such other duties as the Board may from time to time determine. The chair shall be entitled to have notice of committee meetings and to attend and vote at such meetings, provided that, with the exception of the executive committee, the chair shall be under no obligation to attend and shall not be counted to determine the number necessary to make a quorum or to determine whether a quorum is present.

本董事会主席的职责是在董事会管制机制下总督基金会的事务运作和董事会的数位管理层官员。主席和副主席不得是基金会雇佣的员工。本董事会主席必须出席并主持董事会的所有会议;是当然的基金会各个委员会成员;并执行由董事会根据需要厘定的其他职责。本董事会主席有权得到所有委员会会议的通知,出席及在这些会议上投票,前提是除了董事会执行委员会的会议之外,主席没有任何义务参加其他委员会的会议,而且不得在确定会议参会人数是否达到法定人数及计算法定人数时参与计数。

Any vice chair shall discharge such functions as may be assigned by the chair or by resolution duly adopted at any meeting of the Board. A vice chair shall, in the absence of the chair, preside at meetings, and during the absence or disability of the chair shall perform the duties of the chair.

任何一位副主席应履行主席或者董事会任何会议上正式通过的决议指派的各种职责。副主席可以在主席缺席或因病不能出席时主持会议同时履行主席的职责。

In the absence or disability of the chair or a vice chair, another member of the Board may be appointed by resolution duly adopted at any meeting of the Board to discharge the chair's functions or any of them specified in the resolution.

在主席或副主席都缺席或因病不能履职时,董事会可以根据董事会的任何会议正式通过的决议任命董事会的另一名成员履行主席的职能或决议所明确指明的任何职责。

## ARTICLE IV

### 第四条

#### President

#### 会长

The president shall be the chief executive officer of the corporation and shall manage the business of the corporation and have supervision over its several officers, subject, however, to the control of the chair and the Board. The president shall prepare and present the business to be acted upon at meetings. Except as otherwise hereinafter provided by these bylaws, or by resolution duly adopted at any meeting, the president shall be a member *ex officio* of all committees except the audit and compensation committees; the president shall be entitled to have notice of committee meetings and to attend and vote at meetings of committees of which the president is a member, but the president shall be under no obligation to attend and shall not be counted to determine the number necessary to make a quorum or to determine whether a quorum is present.

会长是基金会的首席执行官，职责是在基金会主席和董事会领导下管理基金会的业务运作，并兼管董事会其他管理层官员。会长须为董事会会议准备并呈给会议董事会需要做出决定的基金会业务报告材料。除非本规章另有规定，或者董事会在任何会议上另有正式通过的决议，会长应是除审计委员会和薪酬委员会的各委员会的当然成员；会长有权得到所有其做为成员的委员会举行会议的通知，出席并在这些会议上投票，前提是会长没有任何义务参加这些委员会的会议，而且不得在确定会议参会人数是否达到法定人数及计算法定人数时参与计数。

## ARTICLE V

### 第五条

#### Vice President(s)

#### 副会长

The vice president(s), if any, shall discharge such functions as may be assigned by the president or by resolution duly adopted at any meeting of the Board.

副会长（可以是超过一位），如果有的话，应按会长或董事会在任何会议上正式通过的决议指派履行被指派的职责。

One vice president, as designated by the Board or the president, subject to the provision of these bylaws and to such regulations as may from time to time be prescribed by the Board, the president, or the investment committee shall:

副会长由董事会或会长指任，在本规章各项条款规定之下或者在董事会，会长或者投资委员会随时制定的规则制度下，行使下列职责：

- 1) have custody of the funds and securities of the corporation and shall arrange for the deposit and custody of the funds and securities of the corporation in such banks, trust companies, or other institutions as may from time to time be designated by the Board, the president, or the investment committee.
- 1) 保管基金会的资金和证券，并为基金会具体安排其资金和证券在由董事会，会长或者投资委员会在适当的时候指定的银行，信托公司，或其他机构的托管储存。
- 2) oversee the maintenance of the financial books of the corporation, the preparation of the annual financial statements, and annual audit of the corporation's books and records, and perform such other duties as may be assigned by the president

or by resolution duly adopted at any meeting of the Board or the audit committee.

2) 监管维护基金会的财务账簿，准备年度财务报表和基金会的账簿和记录的年度审计，并执行其他由会长或在董事会的任何会议正式通过的决议或审计委员会指派的各项职责。

During the absence or disability of the president, the vice president, or if there be more than one, such of them as the chair may designate, shall perform the duties of the president.

在会长缺席或因病不能履职时，副会长，或有一位以上的副会长们，可以由本基金会主席指定履行会长的各项职责。

## ARTICLE VI

### 第六条

#### Corporate Secretary and Assistant Corporate Secretary(ies)

#### 基金会秘书长及助理秘书长（们）

The corporate secretary ("secretary") shall take and keep true minutes of all meetings of the Board and of committees, shall have custody of the corporate seal and shall have the authority to affix the same to any instrument requiring it, and when so affixed, to attest it. The secretary shall notify trustees of their election and of any meetings as required by these bylaws, and shall in general perform all duties incident to the office of secretary, and shall perform such other duties as may be assigned by the president or by resolution duly adopted at any meeting of the Board.

基金会秘书长（“秘书长”）应记录并保管董事会和各委员会的所有会议的纪要记录，须负责保管基金会的印章，并有权在需要有印章的任何文书上加盖印章，而且在加盖印章时证明其真实无误。秘书长应通知各董事其当选事宜并根据本规章要求的任何会议，并且执行所有秘书处需要办理的事务，并应当履行可能由会长或董事会任何会议上正式通过的决议里指派的其他各项职责。

Any assistant secretary shall discharge such functions as may be assigned by the secretary or by resolution duly adopted at any meeting of the Board. In the absence or disability of the secretary, an assistant secretary shall perform the duties of the secretary.

任何助理秘书长须履行由秘书长或董事会任何会议上正式通过的决议里指定的职责。在秘书长缺席或因病不能履职时，助理秘书长应履行秘书长的职责。

## ARTICLE VII

### 第七条

#### Meetings

#### 会议

The annual meeting of the Board shall be held on such date as may be prescribed by the president or the Board. The chair, any vice chair, or president, or any two trustees, may at any time call a special meeting. Written notice of each meeting shall be given, personally or by mail, electronic means, or fax to each person entitled to vote thereat, and to advisory and life trustees, not less than ten nor more than fifty days prior to the day named for the meeting. Such notice shall specify the place, date, and hour of the meeting and, in the case of a special meeting, shall also state the purpose or purposes of the meeting and indicate that the notice is being issued by or at the discretion of the

person or persons calling the meeting.

本基金会董事会的年度会议应在由会长或董事会选定的日期举行。主席，副主席，或会长，或任何两位董事也可以随时要求举行一次特别会议。每次会议的书面通知须在会议举行前不少于十日不多于五十日的日期送达或通过邮寄，传真或电子手段发送给每个有权投票表决的董事本人，以及顾问董事与终身董事。该书面通知应明确说明会议举行的具体地点，日期与时间。如果是在召开特别会议的情况下，该书面通知需说明会议的目的或目标并说明是由何人使用其自由裁量权发起的该次会议并发出的该通知。

All meetings shall be held at such place in the City of New York or elsewhere as the Board may from time to time direct. In the absence of such direction, meetings shall be held at the office of the corporation in the City of New York.

所有的会议应于纽约市或据董事会可能在不同时间指定的其他地点举行。如果没有具体的指定，会议应在基金会位于纽约市的办公室举行。

Any action required or permitted to be taken by the Board or any committee may be taken without a meeting, if all members of the Board or the committee consent in writing or electronically to the adoption of a resolution authorizing the action. If written, the consent must be executed by the trustee or committee member by signing the consent or causing his or her signature to be affixed to the consent by any reasonable means, including but not limited to facsimile signature. If sent electronically, the consent must set forth or be submitted with information from which it can reasonably be determined that the transmission of the consent was authorized by the trustee or committee member. The resolution and the consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

如果董事会全体成员或某个委员会全体成员能够以书面或电子方式通过一项决议并授权采取行动，由董事会或任何委员会要求或允许采取的某项措施并不必须经由举行会议通过才可以得以执行。如果是书面方式的同意书，必须由董事会董事或委员会成员本人签名同意，或确保其本人签名以任何合理的方式---包括但不限于传真---出现在书面同意书上。如果是电子方式的同意书，同意书里必须说明或者提交可以令收件人合理地确定本同意书的传递是由董事或委员会成员本人授权发送的信息。由董事会董事或某委员会成员用这种方式通过的决议应由董事会或该委员会的会议纪要备案。

Any one or more members of the Board or of a committee may participate in a meeting of the Board or the committee by means of a conference telephone, videoconference, or similar communications equipment as long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

董事会或某个委员会的任何一位或多位成员可以通过电话会议，视频会议或类似通讯设备的方式参加董事会或委员会会议，前提是参加会议的所有人员可以同步听到对方的话语。通过这些通讯方式参加会议的成员等于本人亲身与会。

Pursuant to the provisions of the New York Not-for-Profit Corporation Law, a report shall be presented at the annual meeting of the Board, showing in appropriate detail the following:

根据纽约非盈利公司法相关条款规定，在董事会年度会议上须要提出一份年度报告，报告需要详细表明如下事项：

- (1) the assets and liabilities, including any trust funds, of the corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;
  - (1) 本基金会于距本次年会不超过6个月之前结束的期为十二个月的财政年度年底的资产与负债，包括任何信托基金；
- (2) the principal changes in assets and liabilities, including any trust funds, during said fiscal period;

- (2) 在该财政年度期间资产与负债，包括所有信托基金，的主要变化，；
- (3) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (3) 在该财政年度期间基金会的财政收入或契据，包括不受任何特定用途限制的综合财政部分和仅限于特定用途的财政部分；和
- (4) the expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.
- (4) 在该财政年度期间基金会的费用或支出，包括不受任何特定用途限制的综合财政部分和仅限于特定用途的财政部分。

This annual report shall be filed with the records of the corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting.

这份年度报告须要入档基金会的档案，其副本或提要须要包括在年度会议的纪要当中。

## ARTICLE VIII

### 第八条

#### Committees

##### 委员会

(a) There shall be an executive committee of the Board consisting of the chair and up to seven but no less than six other trustees elected by the vote of a majority of the entire Board at the annual meeting each year. The chair of the executive committee shall be the chair of the Board. A vacancy in the committee may be filled by the Board at any meeting. A meeting of the committee may be called at any time when the Board is not in session by any member of the committee. A majority of members of the committee shall constitute a quorum for the transaction of business, and the committee may act upon the vote of a majority of all members present. The committee shall serve at the pleasure of the Board and shall have all powers of the Board when the Board is not in session, except that it shall have no authority as to the following matters:

(a) 本基金会应设立由主席和可以多达七位不少于六位董事组成的董事会执行委员会，这些董事由董事会全体董事通过多数投票在每年年会上选举产生。执行委员会主席应是董事会的主席。执行委员会出现的任何空缺可以由董事会在任何会议上填补。董事会休会期间，该委员会的任何成员可随时提出召开委员会会议。委员会过半数成员可以构成基金会业务运作要求的足够法定人数，而且只要出席会议的委员会成员过半数投票同意某项措施，执行委员会即可执行。该委员会应在董事会满意其绩效的前提下履职，并在董事会休会期间应具备董事会的一切权力，除了下列事项（在这些事项上执行委员会没有委员会的权力）：

- (1) the filling of vacancies in the Board or in any committee thereof;
- (1) 董事会或其任何委员会空缺的填补；
- (2) the fixing of compensation for the president of the corporation;
- (2) 基金会会长薪酬的确定；
- (3) the amendment or repeal of the bylaws or the adoption of new bylaws; and



- (3) 修改或废除基金会规章制度或采用新的规章制度; 与
- (4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (4) 如果董事会的任何决议中有条款规定该决议不可修正或废除, 即不可修改或废除该决议。

The committee shall keep regular minutes of its proceedings and shall report all actions to the Board at the next meeting of the Board following such action.  
执行委员会应保管其行使职责的纪录, 而且应在董事会下一次会议上向董事会报告其所有用这样方式采取的措施与行动。

(b) There shall be a compensation committee consisting of not less than three nor more than five trustees elected by the Board at the annual meeting each year. Members of the committee shall serve at the pleasure of the Board. The chair of the committee shall be elected by the Board. A vacancy in the committee may be filled by the Board at any meeting.

(b) 须设立一个薪酬委员会, 由不少于三位不多于五位由董事会在每年年度会议选举产生的董事组成。该薪酬委员会的成员应在董事会满意其绩效的前提下履职。该委员会主席由董事会选举产生。该委员会的任何一个空缺可以由董事会在任何会议上填补。

The committee shall recommend to the Board the compensation for the president of the corporation. The president shall not be present at or otherwise participate in any committee or board deliberation or vote concerning his or her compensation. The committee shall review management's recommendations regarding the overall compensation budget for all employees and other matters of compensation policy.

该委员会将向董事会建议会长的薪酬数额。会长不得出席或以其他方式参与该委员会或董事会关于会长的薪酬的审议或表决程序。该委员会将审查基金会管理层为基金会所有员工建议的薪酬预算与有关酬报政策等事项。

(c) There shall be an investment committee consisting of not less than four nor more than nine persons, at least two of whom shall be trustees. Members of the committee shall be elected by the Board at the annual meeting each year and shall serve at the pleasure of the Board. The chair of the committee, who shall be a trustee, shall be elected by the Board. A vacancy in the committee may be filled by the Board at any meeting.

(c) 须设立一个投资委员会, 由不少于四人不超过九人组成, 其中至少有两人应是董事。投资委员会的成员由董事会每年的年会上选举产生, 并应在董事会满意其绩效的前提下履职。该委员会的主席必须是董事, 由董事会选举产生。该委员会的任何一个空缺由董事会在任何会议上填补。

The committee shall formulate and propose investment policy to the Board and shall implement such policy as is approved by the Board. Pursuant to such policy, the committee shall establish investment guidelines and shall have the authority to exercise those powers relating to the investment management of the corporation's assets which are conferred upon the corporation by law and by its certificate of incorporation. In addition, the committee shall oversee the investment assets of the Fund, and monitor the management of the Fund's assets for compliance with investment policies and guidelines and for meeting performance objectives over time. Between meetings of the committee, the chair of the committee and the president of the corporation, acting together, shall have the authority to exercise all such powers, subject to the investment policy set by the Board and investment guidelines established by the committee.

投资委员会应制定并向董事会提出投资政策, 并在经董事会批准之后具体实施这些政策。根据这些政策, 该委员会应当确立投资指南, 并有行使由法律和注册证书授予基金会的有关本基金资产的投资管理的权力。此外, 该委员会应当监督本基金的投资资产, 并监督基金资产的管理是否符合投资政

策和指南，并兼管投资能够达到阶段性目标。该委员会会议期间，该委员会主席和基金会会长拥有共同行动行使董事会制定的投资政策和委员会制定的投资指南的一切必要权力。

The committee shall keep regular minutes of its proceedings and shall report all actions to the Board at the next meeting of the Board following such action.

投资委员会应保管其行使职责的纪录，而且应在董事会下一次会议上向董事会报告其所有用这种方式采取的措施。

(d) There shall be an audit committee consisting of not less than three, nor more than five "independent" trustees as defined by the New York Not-for-Profit Corporation Law<sup>1</sup>. Members of the committee shall be elected by the Board at the annual meeting each year and shall serve at the pleasure of the Board. The chair of the committee shall be elected by the Board. A vacancy in the committee may be filled by the Board at any meeting.

(d) 应设立一个审计委员会，由不少于三人不多于五人的独立董事组成——“独立董事”的定义要符合纽约州非盈利公司法的定义。委员会的成员由董事会在年度大会每年选举产生，并应在董事会对其绩效满意的前提下履职。该委员会主席由董事会选举产生。该委员会的任何一个空缺可以由董事会在任何会议上填补。

The committee shall be responsible for making an annual selection of an independent auditor and communicating this selection to the Board, for reviewing with the independent auditor the scope and planning of the audit prior to commencement, for reviewing and discussing with the auditor any material risks and weaknesses in internal controls, management's restrictions on the scope of access, and adequacies of processes, for overseeing the accounting and financial reporting processes, supervising the audit, reviewing with the auditor the results of the audit, including the management letter, for considering annually the auditor's performance and independence, for overseeing the adoption, implementation, and compliance with the conflict of interest and whistleblower policies adopted by the Board, and for presenting the annual audited financial statements of the corporation, with appropriate comments thereon, and reporting on the committee's activities to the Board at the annual meeting of the corporation each year. The auditor shall serve at the pleasure of the committee. The committee shall also be responsible for conducting a periodic review of the compliance of the corporation with the provisions of the Internal Revenue Code of 1986, as amended. The committee shall report any findings of noncompliance to the executive committee

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<sup>1</sup> The New York Non-Profit Revitalization Act of 2013 defines "independent trustee" as a trustee who (i) is not, and has not been within the last three years, an employee of the non-profit corporation or an affiliate thereof, and does not have a relative who is, or who has been within the last three years, a key employee of the non-profit corporation or an affiliate thereof; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the non-profit corporation or an affiliate thereof (other than reimbursement for expenses reasonably incurred as a trustee or reasonable compensation for service as a trustee); and (iii) is not a current employee or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments (other than charitable contributions) to, or received payments (other than charitable contributions) from the non-profit corporation or an affiliate thereof, for property or services in an amount that exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenue in any of the last three fiscal years.

<sup>1</sup>纽约州2013年非盈利复兴法案”对“独立董事”的定义如下：作为董事（i）现在不是，在过去三年之内从来也不是其任董事的非盈利机构或其附属机构的员工，并且也没有一位亲属现在是或者在过去三年内是该非盈利机构或其附属机构的关键员工；（ii）在最近三个财政年度任何一年自己与自己的亲属未曾接受来自其任董事的非盈利机构或其附属机构的数额超过\$ 10,000的直接酬报，（除报销作为董事所需的合理费用等或者作为董事履职的合理补偿；及（iii）不是任何一个在最近三个财政年度任何一年因为不动产或提供服务而向该非盈利机构或其附属机构支付（不包括慈善捐助）或收取过（不包括慈善捐助）超过\$ 25,000或者其合并总收入的2%两者相较之间更小的数额的经济实体的现任雇员或者在这个经济实体里有重大的经济利益，同时也没有一位亲属在这一经济实体里任管理官员或有重大的经济利益。

without delay. The committee may hire one or more outside advisors and utilize additional resources as needed to fulfill its responsibilities.

该委员会负责每年度选定独立审计师并告知董事会其选择决定；并负责与独立审计师在审计开始之前确定审计的范围和规划，负责审查和与独立审计师讨论内部管控的任何重大风险与薄弱环节，管理层知情的范围限制，流程的适当与否，监督会计和财务报告程序，监督审计，与审计师全面审查审计结果，包括给管理层的信，负责每年审视审计师的绩效和独立性，负责监督董事会批准接受的有关利益冲突和内部举报等各项政策的采纳，实施与合规，并负责提交给基金会的年度财务审计报告并附上适当的评论；并且在董事会每年的年度会议上报告委员会的活动。审计师须在委员会对其绩效满意的前提下提供服务。该委员会还需要负责定期审查本基金会的活动是否符合1986年修订版的美国国内税收法的规定。该委员会一旦发现任何违规，应立即向执行委员会报告。该委员会可聘请一个或多个外部顾问并可以在必要的时候利用外部资源以资其履行其职责。

(e) There shall be a nominating committee of the Board consisting of not less than three, nor more than six trustees. The members of the committee shall be elected by the Board at the annual meeting each year and shall serve at the pleasure of the Board. The chair of the committee shall be elected by the Board. A vacancy in the committee may be filled by the Board at any meeting. No elected member of the committee shall be eligible for re-election thereto after serving on the committee for five consecutive years without an interruption of at least one year.

(e) 应设立一个董事会提名委员会，由不少于三位不多于六位董事组成。该委员会的成员应由董事会在每年年度会议选举产生，并应在董事会对其绩效满意的前提下履职。该委员会主席由董事会选举产生。委员会的任何一个空缺可以由董事会在任何会议上填补。该委员会的任何当选成员在连续五年担任该委员会成员之后不得再次选举连任成为该委员会成员，除非中间有至少一年的中断。

The committee shall submit to the Board at the annual meeting each year, and at other meetings as requested by the chair of the Board, the names of persons recommended by the committee for election as trustees, officers, members of committees and chairs of committees, after having circulated to the trustees, fifteen days in advance of the applicable meeting, written notification of the committee's intent to make the nomination, along with such information about the nominee as may be relevant.

该委员会应在每年年度会议及在应董事会主席要求举行的其他会议上向董事会提交可以参选董事，管理层官员，委员会成员与委员会主席的人士的姓名。这份名单应该事先已经发送给各董事。而且需要在相关会议举行之前十五日提交。该委员会的书面通知意图还需要给出提名的意向，并包括被提名人的相关资料。

(f) There shall be a Pocantico committee consisting of not less than three nor more than eight members, a majority of whom shall be trustees or former trustees, and a majority of whom shall not be “disqualified persons”<sup>2</sup> with respect to the Fund as defined by section 4946(a) of the Internal Revenue Code of 1986, as amended, other than by reason of being a trustee of the Fund. The members of the committee shall be elected by the Board at the annual meeting each year and shall serve at the pleasure of the Board. The chair of the committee shall be a trustee elected by the Board. A vacancy in the committee may be filled by the Board at any meeting.

(f) 应当有一个波坎蒂克委员会。委员会由不少于三名不多于八名成员组成，成员的大多数应是董事或前董事，而且其中大部分不得属于按照1986年（包括后续修订）版美国国内税收法典第4946

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<sup>2</sup> A “disqualified person” with respect to the Fund includes all substantial contributors to the Fund, all officers, directors, or trustees of the Fund, the spouse and all ancestors and descendants of any of the above individuals, and certain family-related entities as well as public officials, as defined by section 4946(a) of the Internal Revenue Code of 1986, as amended.

“资格不符人士：”根据1986年（包括后续修订）版美国国内税收法典第4946（a）条的定义在这里包括本（洛克菲勒兄弟）基金所有的大额基金捐助人，所有的管理官员，董事理事，或董事，与上述任何人的所有祖先和后代，以及某些家庭相关的实体以及公职人员。

(a) 条的定义中的“资格不符人士；”除非资格不符的原因是由于成为该基金的董事。该委员会的成员应由董事会在每年年度会议选举产生，并应在董事会对其绩效满意的前提下履职。该委员会的主席应由董事会选出的一名董事。委员会的任何一个空缺可以由董事会在任何会议上填补。

The committee shall be responsible for making recommendations to the Board regarding policy governing management of the corporation's responsibilities for all the National Trust properties in the Pocantico area that have been leased to the Fund and that may in the future be leased to the Fund, including but not limited to the Pocantico Center of the corporation.

该委员会负责制定有关如何管理所有已租借给该基金的以及未来有可能租借给该基金的波坎蒂克地区的国家信托性质不动产---包括但不限于基金会的波坎蒂克中心---的政策，并向董事会推荐。

(g) Unless otherwise specified in these bylaws, a majority of the members of each committee shall constitute a quorum for the transaction of business and an act of the majority of members present at the meeting shall be an act of the committee.

(g) 除本规章另有规定外，各委员会超过半数成员即构成业务运作所需的法定人数，多数成员出席会议制定的行为即为委员整体行为。

(h) Members of committees who are not trustees or who are former trustees who have served for nine consecutive full one-year terms as committee members shall not be eligible for re-election without an interruption of at least one year, except that any former trustee who was a committee chair at the conclusion of the former trustee's term as trustee shall be eligible for re-election to the committee for two additional one-year terms beyond this limit.

(h) 各委员会的非董事成员或前董事成员如果已经连续九年任职每届满一年的任期，即失去竞选连任的资格，除非期间有至少一年的中断。但是如果有任何前董事 成员是在董事任期结束时担任委员会主席，可以不受此规定限制而有资格竞选连任另外两年各为一年的任期。

(i) The Board may by resolution provide for additional committees, and may delegate to such committees such powers as it may deem desirable.

(i) 董事会可用决议的方式设立另外的委员会，并可以赋予这些委员会其认为适宜的的权力。

## ARTICLE IX

### 第九条

#### General Fiscal Provisions

#### 一般财政规定

Any two of the following persons, viz: chair, vice chair, president, any vice president, corporate secretary and any assistant corporate secretary, and counsel, or any two persons designated by the Board shall have authority to execute under seal such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks, bonds, or other securities standing in the name of or belonging to the corporation. A corporation or person transferring any such stocks, bonds, or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and shall be under no duty to inquire whether or not the Board has taken action in respect thereof.

下列人士中任何两位---即：董事会主席，副主席，会长，任何一位副会长，董事会秘书长与任何一位副秘书长，律师，以及由董事会指定的任何两个人，---都有权在基金会封印授权下根据惯例或需要执行基金会名下或属于基金会的股票，债券或其他证券的转让。基金会与任何两位个人根据此种转让许可形式执行任何这样的股票，债券或其他证券的运作应当得到充分的保护，应没有义务询问董事会是否已采取行动允许他们这样做。

If required to do so by the Board, the president, or the investment committee, any financial officer shall give a bond for the faithful discharge of the officer's duties in such sum, and with such sureties, as the Board, the president, or the investment committee shall require.

如果董事会，会长，或投资委员会如此要求，任何财务官员需要为保证自己忠诚履行自己的职责出具保证金与担保，担保与保证金数目应按董事会，会长或投资委员会的要求而定。

The fiscal year of the corporation shall begin on the first day of January in each year, and end on the following 31st day of December.

本基金会的财政年度自每年的一月一日开始，并于该年的十二月三十一日结束。

The Board shall establish the procedures and guidelines under which the grant appropriations of the corporation are made. These procedures and guidelines may include provisions under which grant appropriations may be authorized when neither the Board nor the executive committee is in session.

董事会应制定在本基金会发放基金拨款应遵循的程序和准则。这些程序和准则需要包括在董事会与执行委员会都休会期间时发放基金拨款如何运作的条款。

## ARTICLE X

### 第十条

#### Indemnification of Trustees and Officers

##### 董事及高级管理人员的赔偿

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, by reason of the fact that such person, or such person's testator or intestate, is or was a trustee, advisory or life trustee, officer or committee member of the corporation or is or was serving at the request of the corporation as a director, trustee, advisory or life trustee, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by the New York Not-for-Profit Corporation Law, upon such determination having been made as to such person's good faith and conduct as is required by said Not-for-Profit Corporation Law. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of said Not-for-Profit Corporation Law, upon receipt of an undertaking by or on behalf of the trustee, advisory or life trustee, officer or committee member to repay such amount unless it shall ultimately be determined that such trustee, advisory or life trustee, officer or committee member is entitled to be indemnified by the corporation as authorized by these bylaws.

本基金会应在下列情形下给予下列人士赔偿：现任或曾任本基金会的董事，顾问董事或终身董事，管理官员或委员会成员，或是应本基金会的请求而担任另外公司，合伙人机构，合资企业，信托机构或其他机构的主管，董事，顾问董事或终身董事，管理官员，委员会成员，雇员或者代理人的任何人，或者该人的遗嘱人或遗嘱接收者，如果完全是因为担任这些职务而成为被诉讼的一方，或者有他人威胁将对其起诉，无论诉讼或类似程序是否已完成，正在进行或者即将发生，无论此诉讼或类似程序是民事或刑事，本基金会将根据纽约州非盈利公司法所许可的最大限度赔偿其在这类诉讼，起诉或类似程序中所必须实际与合理支付的诉讼费用（包括律师费），法庭判决应付的数目，罚款或者和解支付

的数目，前提是（本基金会）已经根据纽约州非盈利公司法的相关要求对该人的诚信与行为做出了肯定的评估。在此类民事或刑事诉讼，起诉或类似程序进行辩护所引发的费用，本基金会会在该诉讼，起诉或类似程序最终判决结果出来之前与在收到该董事，顾问董事或终身董事，管理官员，委员会成员或其代理人给出的收据或要求支付款项的文件时支付费用——支付额度由董事会根据上文提到的纽约州非盈利公司法相关条款，如果有的话，批准；除非是能够最终确定该董事，顾问董事或终身董事，管理官员，委员会成员在本章程授权许可之下即可有权得到本基金会赔付其费用。

## ARTICLE XI

### 第十一条

#### Waiver of Notice

##### 通知豁免

Whenever any notice of any meeting is required to be given to a trustee or committee member under the provisions of the laws of the State of New York or under the provisions of the Certificate of Incorporation or these bylaws, such notice need not be given if such trustee or committee member submits a written or electronic waiver of notice, whether before or after the meeting, or attends such a meeting without protesting at its commencement the lack of notice to such person. If the waiver is written, such trustee or committee member must execute the waiver by signing the waiver or causing his or her signature to be affixed to the waiver by an reasonable means, including but not limited to facsimile signature. If the waiver is sent by electronically, the waiver must set forth or be submitted with information from which it can reasonably be determined that the electronic transmission was authorized by the trustee or committee member.

每当根据纽约州相关法律条款或者根据本基金会注册证书或本章程的相关规定必须向一位董事或委员会成员发出会议的任何通知时，如果这位董事或委员会成员，无论在会议之前或之后提交了书面的或者电子的放弃通知的豁免要求，或者在没有得到会议通知时出席了会议而且没有在会议一开始时提出对没有收到通知的抗议，那么该通知即可视为已豁免。如果董事或委员会成员的放弃通知要求的豁免是书面的，那么该董事或委员会成员必须亲笔签署其姓名，或者用其他合理的方式使得其亲笔签名，包括但不限于传真的方式，贴附到其书面通知豁免上。如果董事或委员会成员的放弃通知要求的豁免是电子的，那么该董事或委员会成员必须在电子豁免通知中表明或者提交信息使得收件人从中可以合理地确定此豁免通知是该董事或委员会成员授权发送的。

## ARTICLE XII

### 第十二条

#### Amendments

##### 修订

These bylaws may be amended or repealed at any meeting of the Board, provided that written notice of the proposed amendment or repeal has been given to each trustee personally or by mail, fax, or electronic means not less than ten days in advance of the date set for the meeting. Any amendment of these bylaws which adds, changes or strikes out a trustees' quorum or voting requirement greater than the applicable statutory requirement shall be adopted by the affirmative vote of two-thirds of the Board.

董事会可以对本规章在董事会的任何会议上进行修改或废除，前提是在会议举行前不少于十日的日期将所提出的修订或废除用书面通知或通过邮寄，传真或电子手段送达每个董事本人。修改本规章有关增加，变更或废除比适用的法定要求更大的法定人数或投票要求的条款的任何修正案都必须由董事会三分之二的赞成票才可以通过。