

# NATIONAL DISABILITY INSTITUTE, INC.

## AMENDED AND RESTATED BY-LAWS

### ARTICLE I

#### PURPOSES

NATIONAL DISABILITY INSTITUTE, INC. (the "Corporation") is organized exclusively for charitable, educational, and scientific purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the regulations promulgated pursuant thereto, or the corresponding provision of any applicable future United States Internal Revenue law or regulations (collectively, the "Code")). The Corporation is dedicated to advancing the financial stability and economic strength of persons with disabilities across the country. The Corporation will operate in such a manner so as to qualify and to be recognized as an organization exempt from federal income tax under Section 501(c)(3) of the Code.

### ARTICLE II

#### POWERS

In furtherance of its corporate purposes set forth in Article I above, except as specifically limited by the Corporation's Articles of Incorporation or these By-Laws, the Corporation shall have all powers which a not for profit corporation may have if organized under the General Not For Profit Corporation Act of Maryland, as amended, and shall have such additional powers as are permitted by any applicable law; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes, or such activities as are prohibited by these By-Laws.

### ARTICLE III

#### OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Maryland a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Maryland, or in the District of Columbia, as the Board of Directors (the "Board") may from time to time determine.

### ARTICLE IV

#### NO MEMBERS

The Corporation shall have no members.

### ARTICLE V

#### BOARD OF DIRECTORS

Section 5.1 General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board. The Board shall have full, exclusive, and complete discretion, power, and authority to manage, control, administer, and operate the business and affairs of the Corporation, and to make all decisions affecting such business and affairs.

Section 5.2    Delegation. The Board may delegate to any officer or employee of the Corporation, the power and authority to act on behalf of the Board with respect to the Corporation. Officers and employees of the Corporation shall conduct the operations of the Corporation and related business activities at the direction of and in a manner consistent with these By-Laws and the policies adopted from time to time by the Board. Notwithstanding the foregoing, the Board may not delegate its authority to make decisions regarding the following matters:

- (a)     Hiring an Executive Director of the Corporation;
- (b)     Approving actions with respect to: the incurrence of indebtedness, the sale or purchase of any material assets, any merger or plan of consolidation of the Corporation, the purchase of insurance, the creation of new banking accounts or the oversight of contracts involving more than \$200,000;
- (c)     Approving the annual operating and capital budgets of the Corporation; and
- (d)     Dissolvent of the Corporation.

Section 5.3    Number and Qualifications. The number of Directors of the Corporation shall be at least nine (9) and not more than fifteen (15). The total number of Directors must be an odd number. Directors need not be residents of Maryland. A majority of the total number of Directors shall be persons who have disabilities, as defined under the Americans with Disabilities Act, or who are family members of persons with disabilities. At any time, no less than three (3) Directors shall be persons who have disabilities, representative of the spectrum and diversity of disability. The Corporation is committed to the diversity of the Board in all respects. The full composition of the Board shall reflect diversity of gender, ethnicity and culture, geography, race, age, and disability. The Directors should also have diverse skills and experience to support the not for profit mission of the organization to advance the financial stability of persons with disabilities.

Section 5.4    Election and Tenure. Directors shall be chosen by vote of the Board at the last regular meeting of the Board of each year, or as soon thereafter as conveniently possible, to serve terms of three (3) years or until their successors have been elected and qualified.<sup>1</sup> No individual may serve more than two (2) consecutive terms as a Director, provided that if an individual replaces another Director, the completion of such replaced Director's term shall not be counted towards the two (2) consecutive terms that an individual may serve. Unless otherwise determined by majority vote of the Executive Committee, after an individual has completed two (2) consecutive terms as a Director, at least one year must elapse before such individual may again serve as a Director.

Section 5.5    Resignation. A Director may resign at any time by written notice delivered to the Board or to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Director need not be accepted in order to be effective.

Section 5.6    Removal of Directors. Any Director may be removed, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of the Directors then in office at a regular meeting of

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<sup>1</sup> The meeting at which the Corporation elects Directors shall be designated the Corporation's annual meeting.

the Board or at a special meeting of the Board held at least three (3) days after written notice of the proposed removal is given to all Directors.

Section 5.7 Vacancies. Any vacancy occurring in the Board and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the full Board.

Section 5.8 Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director may be entitled to receive from the Corporation reimbursement of the expenses incurred by him or her in attending any regular or special meeting of the Board, and, by duly authorized resolution of the Board, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board, and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. No Director shall serve the Corporation as an officer or in any other capacity and receive compensation therefore.

Section 5.9 Regular Meetings. A regular meeting of the Board shall be held with such notice that these By-Laws or the Board may provide by resolution. The Board may provide by resolution the time and place, either within or without the State of Maryland, for the holding of additional regular meetings of the Board.

Section 5.10 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors, and such person or persons may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board so called.

Section 5.11 Notice of Meetings. Notice of any regular meeting of the Board shall be given in accordance with these By-Laws no less than fourteen (14) and no more than ninety (90) days in advance thereof by written notice (which may include notice by e-mail) to each Director at the address shown for such Director on the records of the Corporation. Notice of any special meeting of the Board shall be given in accordance with these By-Laws no less than three (3) and no more than ninety (90) days in advance thereof by written notice (which may include notice by e-mail) to each Director at the address shown for such Director on the records of the Corporation. For any meeting involving the proposed removal of a Director, advance notice of such proposal shall be given as set forth in Section 5.6 above. Notice of any regular or special meeting of the Board may be waived by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For all special meetings, the business to be transacted at, and the purpose of, such special meeting of the Board must be specified in the notice or waiver of notice of such meeting.

Section 5.12 Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by a two-thirds (2/3) majority of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall be evidenced in writing and signed by the Directors approving the action to be taken. The written consent shall be delivered to the Secretary to be filed in the records of the Corporation. Any such consent shall have the same force and effect as a vote of the Directors.

Section 5.13 Attendance by Telephone. Directors or non-director committee members may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting

can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Notwithstanding the foregoing, the Executive Committee may determine from time to time by majority vote that attendance by telephone is not available for one or more meetings of the Board. In such event, the notice for any such meeting shall state that attendance by telephone is not permitted.

Section 5.14 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than a majority of the Directors are present, a majority of the Directors then present may adjourn the meeting to another time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.15 Chairperson of the Board. The Board shall elect a single Director to serve as Chairperson of the Board. The Chairperson of the Board shall be elected annually by the Board at the first regular meeting of the Board of each year, or as soon thereafter as conveniently possible. The Chairperson of the Board shall preside at all meetings of the Board unless the Board shall by a majority vote of a quorum thereof elect a chairperson other than the Chairperson of the Board to preside at meetings of the Board. If the Chairperson is unable to preside at a meeting of the Board, the Vice-Chairperson of the Board shall preside over such meeting. The Chairperson of the Board may sign and execute all authorized contracts or other obligations in the name of the Corporation; and the Chairperson of the Board shall be ex-officio a member of all standing committees. The President of the Corporation shall not be eligible to serve as the Chairperson of the Board.

Section 5.16 Vice-Chairperson of the Board. The Board shall elect a single Director to serve as Vice-Chairperson of the Board. The Vice-Chairperson of the Board shall be elected annually by the Board at the first regular meeting of the Board of each year, or as soon thereafter as conveniently possible. The Vice-Chairperson shall preside at meetings of the Board as necessary, pursuant to Section 5.15, and shall perform such other duties as from time to time may be assigned to the Vice-Chairperson by the Board.

Section 5.17 Action at a Meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws.

Section 5.18 Commitment. Any Director who does not comply with the requirements set forth below shall be subject to removal:

- (a) To be absent from no more than one regular meeting of the Board per year;
- (b) To contribute a donation to the Corporation at least once per year;
- (c) To carry out such Director's responsibilities on any committee of the Board to which such Director is appointed; and
- (d) To use such Director's best efforts to identify and connect the Corporation with mutually beneficial partnerships or individuals.

Section 5.19 Proxy Prohibited, Presumption of Assent. No Director may grant a proxy or act by proxy on any matter. A Director who is present at a meeting at which action on any corporate matter

is taken by the Board, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such Director's dissent is entered in the minutes of the meeting or unless such Director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action.

*ARTICLE VI*  
*COMMITTEES*

Section 6.1     Committees of the Board. A majority of the Board, by resolution, may create one or more committees of the Board and appoint Directors or such other persons as the Board shall designate to serve on the committee or committees. Each committee may exercise such authority and discretion as may be delegated to it by the Board. Each such committee shall have two or more Directors as members, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. No person may serve as the chair of more than one committee. The President of the Corporation shall be an ex-officio member of each committee.

Section 6.2     Action of Committees of the Board. A majority of a committee of the Board, but not less than two committee members, shall constitute a quorum. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these By-Laws for written consents and for meetings of the Board. No member of such committee of the Board may grant a proxy or act by proxy. Subject to these By-Laws and to action by the Board, a majority of the members of a committee of the Board shall determine the time and place of meetings and the notice required for meetings.

Section 6.3     Executive Committee. A majority of the Board may designate by resolution an Executive Committee consisting of not fewer than three members and not more than five. The Chairperson shall serve as the Executive Committee Chair. Additional members of the Executive Committee shall consist of the Officers (Vice-Chair, Secretary, Treasurer) and one Director at large. Individuals with a conflict of interest (funder providing more than \$25,000 to the organization, internal relationships that can reasonably lend to undue influence, and/or a financial interest in any vendor of goods or services to, or recipient of goods or services from, the organization) are not eligible to be members of the Executive Committee. A majority of the members of the Executive Committee then in office shall constitute a quorum thereof for the transaction of business. Each member of the Executive Committee shall have one vote. The Executive Director shall attend the Executive Committee meetings but may be excluded from any particular meeting or portion thereof at the discretion of the Executive Committee Chair, but shall not have a vote. The Executive Committee shall take action by majority vote of its members present at a meeting if a quorum is present and acting throughout. The Executive Committee shall have and may exercise all the powers and authority of the Board in the oversight of the business and affairs of the Corporation, may authorize the seal of the Corporation to be affixed to all documents which may require it, and is authorized to act on behalf of the Board during interim periods between each meeting of the Board, except as may be otherwise provided by resolution of a majority of the Board. Notwithstanding the foregoing, the Executive Committee shall not have the power or authority to (i) make decisions that would change the Corporation's budget or financial standing, (ii) amend the Certificate of Incorporation, (iii) adopt an agreement of merger or consolidation, (iv) authorize

the sale, lease or exchange of all or substantially all of the Corporation's property and assets, (v) authorize the dissolution of the Corporation or a revocation of a dissolution, or (vi) amend these By-Laws, without prior approval by the Board. Meetings of the Executive Committee shall be called by the Executive Committee Chair, either upon the Chair's determination or upon the request of any two members of the Executive Committee, and notice of any meetings of the Executive Committee shall be provided in the same manner as a regular meeting of the Board, unless such notice is waived by all members of the Executive Committee.

Section 6.4 Standing Audit Committee. The Corporation shall have a standing Audit Committee. The Audit Committee shall ensure that accurate and timely financial information is available for the Board and other stakeholders within the Corporation. Its duties shall include:

- (a) Meeting with the Corporation's auditors on an annual basis in connection with the audit of the Corporation and at such other regular times as may be determined by the Audit Committee;
- (b) Reviewing financial results on an ongoing basis, preparing variances to annual budget and summarizing findings for full Board approval;
- (c) Reviewing annual budgets for Board approval;
- (d) Providing such other auditing functions for the Corporation as the Board may determine.

Section 6.5 Advisory Committees. The Board may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Directors. One such advisory body is a Board Task Force, brought together to provide input to an emerging goal, as identified by the Executive Committee. The Task Force will meet for a time limited period (three months) to meet a specific goal and disband once their goal has been met and/or when board engagement on the topic is no longer needed. Advisory committees or bodies may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board or to the officers.

## *ARTICLE VII*

### OFFICERS

Section 7.1 Enumeration. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other Vice Presidents, officers or assistant officers as may be elected or appointed by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties as prescribed from time to time by the Board. No person may hold more than one office concurrently. Officers need not be, but may be, Directors. No officers of the Corporation may take any of the actions required to be taken by the Board pursuant to these By-laws. Unless otherwise determined by the Board, the Executive Director of the Corporation shall be elected as President.

Section 7.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the first regular meeting of the Board of each year, or as soon thereafter as conveniently possible. The Executive Committee may decide to hold elections at the last board meeting of the year, if more convenient. The elected Board Members will join the Board beginning with the first regular meeting of the new year. Each officer shall hold office until a successor is elected and qualified or

until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 7.3     Resignation and Removal. Any officer may resign at any time by giving notice to the Board, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective. The Board may remove any officer, either with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 7.4     Vacancies. A vacancy in any office, however caused, may be filled by the Board for the unexpired portion of the term.

Section 7.5     Compensation. The Executive Committee, by affirmative vote of a majority of Directors then in office and irrespective of any personal interest of any Director, shall have authority to establish reasonable compensation of the Executive Director of the Corporation. The total sum of compensation of all other employees of the Corporation shall be reflected in the annual budget that is approved by the Board. Members of the Board of Directors may not solicit contracts/compensation from the Corporation as this creates a direct conflict of interest.

Section 7.6     President. The President shall be the chief executive officer of the Corporation and shall in general supervise and control the business and affairs of the Corporation, subject to the direction of the Board. The President may sign, alone or with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The President shall perform such other duties regarding the Corporation as the Board may assign to him or her from time to time.

Section 7.7     Vice Presidents. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

Section 7.8     Secretary. The Secretary shall provide guidance to the staff member responsible for: (a) keeping the minutes of meetings of the Board and committees of the Board in one or more books provided for that purpose; (b) seeing that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) being custodian of the corporate records of the Corporation; (d) keeping a register of the post office address of each Director or committee member, which shall be furnished to the Secretary by such Director or committee member; and (e) in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

Section 7.9     Treasurer. The Treasurer shall provide guidance to the staff member responsible for: (a) monitoring all funds and securities of the Corporation; (b) reviewing receipts for moneys due and payable to the Corporation from any source whatsoever, deposits in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; (c) reviewing disbursement of funds of the Corporation as ordered by the Board or as otherwise required in the conduct of the business of the Corporation and d) rendering to the President or the Board, upon request, an account of the financial condition of the Corporation. In case of such Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, and other property of

whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Corporation, must be returned within five (5) business days.

*ARTICLE VIII*

*CONFLICTS OF INTEREST*

A Director, officer, committee member or employee of the Corporation who is directly or indirectly a party to a transaction with the Corporation (an "interested party") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board and to any committee of the Board considering such transaction prior to any action by the Board or such committee to authorize, approve or ratify such transaction. A Director, officer, committee member or employee of the Corporation is "indirectly" a party to a transaction if the entity which is a party is an entity in which the Director or officer has a material financial interest or of which the Director is an officer, Director or general partner. The presence of the interested party or of a Director who is otherwise not disinterested may be counted in determining whether a quorum of the Board or a committee of the Board is present but may not be counted when action is taken on the transaction. An interested party with respect to a transaction may be asked to leave any meeting of the Board or any committee while it is considering such transaction. All actions and decisions with respect to transactions or contractual arrangements with interested parties shall be made in compliance with the then-current conflict of interest policy that is established and maintained by the Board. The Directors and officers of the Corporation shall not use any confidential or proprietary information obtained as a result of their position with the Corporation for any purpose other than in connection with their service as a Director or officer of the Corporation, as applicable.

*ARTICLE IX*

*BOOKS AND RECORDS*

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board. All books and records of the Corporation may be inspected by any Director or any Director's agent or attorney, for any proper purpose at any reasonable time.

*ARTICLE X*

*BANK ACCOUNTS; LOANS*

Section 10.1 Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Corporation, with the approval of the Board, shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Corporation, with the approval of the Board, and such officers or agents as from time to time shall be authorized by the Corporation, with the approval of the Board may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board until written notice of the revocation of the authority of such officers or agents by the Corporation, with the approval of the Board shall have been



received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same.

Section 10.2 Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Corporation, with the approval of the Board, shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Corporation, with the approval of the Board, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Corporation, with the approval of the Board, of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

*ARTICLE XI*  
*FISCAL YEAR*

The fiscal year of the Corporation shall end on the last day of December.

*ARTICLE XII*  
*NOTICES*

Section 12.1 Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any Director or member of any committee designated by the Board, it shall not be construed to require personal delivery. Such notice may be given in writing, either by e-mail or by depositing it in a sealed envelope in the United States mails or overnight courier, postage prepaid and addressed to such Director or committee member at his or her address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when it is received; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 12.2 Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*ARTICLE XIII*

*INDEMNIFICATION AND INSURANCE*

Each person who at any time is or shall have been a member of the Board, a committee member of the Board, or an Officer, employee or agent of the Corporation shall be indemnified by the Corporation in accordance with and to the full, extent permitted by the General Not For Profit Corporation Act of Maryland as in effect at the time of adoption of this amendment, or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested members of the Board, or otherwise. If authorized by the Board, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Maryland as in effect at the time of the adoption of this amendment or as amended from time to time, and by an subsequent Maryland not for profit corporation law.

*ARTICLE XIV*

*AMENDMENT*

A majority of the Board at a meeting at which a quorum is present may alter, amend, or repeal the By-Laws or adopt new By-Laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.