

BYLAWS
OF
ASSOCIATION FOR SPANISH AND PORTUGUESE HISTORICAL STUDIES

ARTICLE I

CORPORATION, OFFICES, RECORDS

Section 1.1. The Association. The name of the corporation is Association for Spanish and Portuguese Historical Studies (the “Association”), a “nonprofit nonstock corporation” organized under the Delaware General Corporation Law, Title 8, Chapter 1 of the DELAWARE CODE (the “DGCL”). Pursuant to its Certificate of Incorporation, the Association has members as provided in Article III below.

Section 1.2. Principal Office. The principal office and location of the Association shall be located at 444 Regency Parkway Drive, Suite 100, Omaha, Nebraska 68114, or at such other place within or outside the State of Delaware as may be designated from time to time by the board of directors of the Association (the “Board”).

Section 1.3. Registered Office and Registered Agent. The Association shall have and continuously maintain a registered office and registered agent in the State of Delaware. The location of the initial registered office and the name of the Association’s initial registered agent in the State of Delaware are as stated in the Association’s Certificate of Incorporation (the “Certificate”) or as may otherwise be determined from time to time by the Board pursuant to the DGCL.

Section 1.4. Records. Unless otherwise provided in these Bylaws, any records maintained by the Association in the regular course of its business, including its member register, books of account and minute books, may be maintained on any information storage device or method; provided, that the records so kept can be converted into clearly legible paper form within a reasonable time. The Association shall so convert any records so kept upon request of any person entitled to inspect such records under the DGCL, these Bylaws or other applicable law.

Section 1.5. Supersession. The Certificate and these Bylaws shall supersede, amend, restate and replace in their entirety any previous Charter, Constitution, By-Laws, Bylaws or other comparable organizational documents of the Association (regardless of the form of the previous existence of the Association or its members as an unincorporated or incorporated association or other form of entity or association), and any amendments, renewals or restatements of any such documents, existing at any time prior to the adoption of these Bylaws.

ARTICLE II

PURPOSES

Section 2.1. Purpose. The Association is organized under the DGCL as a “nonprofit nonstock corporation”. The purposes of the Association shall be as stated in its Certificate of Incorporation. The Association is organized to possess and exercise all powers conferred on a Delaware nonprofit nonstock corporation which an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect and the regulations promulgated thereunder (collectively, the “Code”), may possess or exercise, and shall expressly include the following purposes: to promote interest in the scholarly study of Spain and Portugal through history and related disciplines. In order to promote such interest, the Association shall:

- (a) sponsor an Annual Conference (which will include the annual business meetings of the membership and the Board, as described in Section 4.1);
- (b) publish a *Bulletin* no less frequently than once a year;
- (c) publish a Newsletter no less frequently than once a year; and
- (d) take such other actions as may be deemed appropriate in order to promote scholarly interest in Spain and Portugal.

Section 2.2. Tax Exempt Entity. The Association shall not engage in any activity which may not be engaged in by a corporation which is exempt from federal income tax under Code section 501(c)(3).

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Association shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Association shall inure to the benefit of any Director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the Association, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to and on behalf of the Association and to make payments in furtherance of the purposes set forth herein and in the Certificate in accordance with applicable Code provisions.

ARTICLE III

MEMBERSHIP

Section 3.1. Classes and Tiers of Membership. The Association shall have members. Initially, there shall be one (1) class of membership (“Regular Membership”) consisting of “Regular Members” unless and until otherwise decided by the Association. Regular

Membership is open to any person interested in the scholarly study of Spain and/or Portugal, and shall initially be divided into the following five tiers:

- (a) Tier 1: Full-time, tenured and tenure-track faculty;
- (b) Tier 2: Emeriti, retirees, non-tenure-track or non-full-time faculty;
- (c) Tier 3: Graduate students;
- (d) Tier 4: Institutional membership; and
- (e) Tier 5: Graduate student, first-time presenter.

The Board may from time to time, by duly adopted resolution or policy, change the foregoing tiers or establish other or additional levels, tiers, categories or classes of membership in the Association, and differentiate privileges, dues and obligations of membership among such levels, tiers, categories or classes.

(a) Regular Membership. Each Regular Member shall be entitled to cast one (1) vote on all matters submitted to a vote of the Regular Members of the Association. Regular Membership entitles Regular Members to:

- (i) attend all Association conferences upon payment of such fees as may be established by the Board or committee thereof for such attendance;
- (ii) be elected to an office in the Association for which the member is qualified;
- (iii) receive the *Bulletin* of the Association, and, upon payment of any fees that may be established by the Board or committee thereof, receive any other publications of the Association; and
- (iv) exercise any additional rights, privileges or benefits that may be afforded to Regular Members from time to time by the Association in accordance with applicable law.

Section 3.2. Qualification of Membership.

(a) Membership Application. Any prospective member, regardless of the class or tier of membership sought, must complete an application for initial and any renewal membership in the Association (each, an “Application”). Applications shall be submitted to the Association at the address set forth in the Application for review by the Board or a committee thereof, or via the Association’s website on the “New Member” or “Existing Member” webpages, as appropriate. Each Application (or, as appropriate, the contents of the webpage on which the Application is available) shall include, at a minimum, the following information:

- (i) Whether the Application is a “New Member”/initial or “Existing Member”/renewal Application;

- (ii) The legal name of the applicant and tier of membership sought;
- (iii) The name, title, street address, email address, phone number (and, if a paper application, the signature of the applicant);
- (iv) A brief bio of the applicant and a description of the applicant's institutional affiliation and discipline/expertise;
- (v) Whether the applicant would like the applicant's name displayed in the Association's members-only directory upon acceptance of the Application; and
- (vi) The applicant's desired user name and password to be used by the applicant to access the Association's directory on its website upon acceptance of the Application.

The Board may change the content of the Application or the process for submittal and review of Applications through the adoption of related Board resolutions or Association policies.

(b) Review of Applications. The Membership Secretary/Treasurer shall accept each Application. However, the Membership Secretary/Treasurer shall promptly notify the President of any Application that the Membership Secretary/Treasurer determines is not acceptable due to incompleteness or failure to pay dues. Upon such notification the President may decide whether to accept the applicant's membership in his or her discretion or to submit the subject Application to the Board for approval or rejection. The Membership Secretary/Treasurer shall keep current records of all Applications, memberships and related information concerning Association members.

(c) Membership Dues. The Board or a committee thereof shall determine the membership dues and any other assessments (collectively, "dues") for each class and tier of membership in the Association. The dues and membership tiers to which they correspond may be published on the Association's website or in other Association publications, and may be modified from time to time by the Board through related resolutions or policies adopted by the Board. Members will be deemed to be on notice of any dues or changes thereto that are emailed to members or published on the Association's website or in its Newsletters or *Bulletin*. The Board or appropriate committee thereof may also establish policies and procedures for the establishment, modification and payment of dues. Membership dues shall be due initially with a member's first Application and with each renewal Application thereafter. Each member must renew its membership by filing a renewal Application through the Association's website, or via another process established by the Board and communicated to the members from time to time. Failure to so renew a membership shall render a member inactive and out of good standing with the Association and shall give the Board or appropriate committee thereof grounds to remove the non-paying member from membership in the Association in accordance with Section 3.3 below. Inactive members shall lose all membership privileges of membership (including, in the case of Regular Members, the right to vote) until such time as dues are paid current and the Membership Secretary/Treasurer readmits the inactive member to active status by accepting a

renewal Application in the manner prescribed in Sections 3.2(a) and (b). The Membership Secretary/Treasurer may apply any unpaid dues from an applicant's prior membership at the time it assesses dues in respect of any renewal Application with respect to such applicant.

Section 3.3. Termination of Membership. Any member may voluntarily terminate its membership in the Association for any reason at any time by giving the Membership Secretary/Treasurer of the Association written notice of such termination. The termination of the member's status shall be effective upon receipt of the notice by the Membership Secretary/Treasurer. The Association's acceptance of a member's termination shall not be required to make the termination effective. Members who voluntarily terminate membership in the Association are still liable for unpaid dues or other sums or obligations owing to the Association at the time of such termination. In addition, membership in the Association, regardless of the class or tier of membership, may be terminated for cause by the Board or an appropriate committee thereof upon the affirmative vote of two-thirds (2/3rds) or more of the members of the Board or committee based on one or more of the following grounds, to the extent applicable to the member:

(a) Misrepresentation in an Application, as determined by the Board or appropriate committee thereof;

(b) Actions (or failures to act) that are inconsistent with or contrary to the Certificate, Bylaws or policies or procedures of the Association as the same may hereafter be adopted, amended or restated by the Board or its appropriate committees from time to time, as determined by the Board or appropriate committee thereof;

(c) Failure to pay any Association membership dues when due;

(d) Failing to act in a manner that is consistent with the high ethical and moral standards espoused by the Association, as determined by the Board or appropriate committee thereof; and

(e) Gross misconduct or intentional violation of law while acting as a member of the Association, as determined by the Board or appropriate committee thereof.

Section 3.4 Reapplying for Membership. Former members who have voluntarily terminated their membership in the Association or who have been terminated from membership for cause pursuant to one of the grounds set forth in Section 3.3 above may reapply for membership by filing an initial Application in accordance with Section 3.2(a) above.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.1. Annual Meeting/Conference. The Association shall hold annual meetings of its members to consider and take action on any business that may come before such meeting. Annual meetings will include an annual conference and business meetings of the Board and the membership (collectively, the "Annual Conference"). Annual Conferences shall be open to all classes of membership and shall be held at least once each year at a date, time and place,

within or outside the State of Delaware, as determined by the Board. Only Regular Members shall be entitled to vote on, consent to, or otherwise take any action on any matters submitted to the vote or consent of the members at any special, annual or regular meeting of the Association's members. At any meeting of members, the Regular Members may authorize and direct the Board to cancel any upcoming member meetings or conferences.

Section 4.2. Record of Attendance. The President shall appoint a Recording Secretary to record attendance at and take minutes of all meetings of the Board and to take the minutes of meetings of the membership. The attendance records and minutes shall be printed and kept in the Association's records.

Section 4.3. Regular Member Quorum and Voting. At least twenty (20) votes of the Regular Member votes entitled to be cast on a matter by Regular Members appearing in person (or by proxy, to the extent permitted by the Board) shall constitute a quorum at any meeting of Regular Members. If a quorum is present at a duly convened meeting, the affirmative vote of a majority of the Regular Member votes entitled to be cast on a matter shall be the act of the Regular Members unless a greater vote is required by these Bylaws, the DGCL or non-waivable provisions of other applicable law. After a quorum has been established at a meeting of Regular Members, the subsequent withdrawal of Regular Members so as to reduce the number of Regular Members that would otherwise have been required to maintain the quorum shall not affect any action taken at such meeting for any purposes. If a quorum is not present when a meeting starts, then a majority of the Regular Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 4.4. Proxies. Every Regular Member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for it by proxy only if, and to the extent permitted by, the Board. If the Board should permit such proxies, every proxy shall be in writing and shall be signed by the Regular Member or his or her otherwise duly authorized attorney-in-fact. A permitted proxy shall be effective when received by the President of the Association. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Regular Member executing it, except as otherwise provided by non-waivable provisions of applicable law.

Section 4.5. Other Meetings. The Association does not anticipate that the members will conduct any special meetings or any regular meetings other than the Annual Conference. However, nothing in these Bylaws limits the rights of the Association's members to defer to any available rights of the DGCL with respect to the calling, noticing, convening and holding of any such additional meetings or the taking of any member action at any such meetings so long as such rights are not inconsistent with these Bylaws, which will prevail and control if not in conflict with non-waivable provisions of the DGCL.

ARTICLE V

DIRECTORS AND OFFICERS

Section 5.1. Board of Directors and Officers. The size of the Board shall be composed of the following persons and officers:

- (a) President;
- (b) Membership Secretary/Treasurer;
- (c) *Bulletin* Editor;
- (d) Newsletter Editor;
- (e) Website Editor;
- (f) One (1) member interested primarily in Portuguese Studies;
- (g) Four (4) members elected at large; and
- (h) One (1) member who is a national of Spain or Portugal and whose principal residence is in either country.
- (i) Immediate Past President

The offices identified in (a) – (f) above shall constitute ex officio, voting Director seats on the Board. All Directors, whether or not ex officio Board members, shall have one (1) vote on all matters submitted to a vote of the Board. The Immediate Past President shall have voice but no vote.

The Nominating Committee will be responsible for preparing a slate of Board candidates (other than the Board positions identified in subparagraphs (c) through (f) of this Section 5.1, which positions shall be appointed by the Board) to be voted upon by the membership by ballot in advance of the Association’s next Annual Conference pursuant to Section 6.2 below. The Board shall direct the policies and govern the operations of the Association. The Board shall retain all powers, privileges and rights of the Association unless otherwise properly delegated to the officers, executive officers or other personnel of the Association herein or through other appropriate Board action. Such authority shall include, without limitation:

- (j) the supervision of officer elections;
- (k) the program of the Annual Conference;
- (l) the publishing of the *Bulletin* and Association newsletters; and
- (m) and the power to establish and collect dues and other assessments from

Members in accordance with these Bylaws and any policies or resolutions established or amended by the Board or appropriate committee thereof from time to time.

Section 5.2. Annual Meetings. The Board shall hold an annual business meeting at the Annual Conference of the Association’s members for the purpose of considering and taking action on any business that may come before such meeting. The Board’s business meeting will occur prior to the business meeting of the membership at the Annual Conference.

Section 5.3. Regular Meetings. In addition to the annual meeting, the Board may hold regular meetings at such time and place as may be determined from time to time by resolution or policy of the Board. Any business may be transacted at a regular meeting.

Section 5.4. Special Meetings. Special meetings of the Board may be called by the President, by at least a majority of the Regular Members, or by at least a majority of the Directors, to be held at any date and time and for any purpose or purposes. Special meetings may be held at any location without or outside the state of Delaware or electronically-facilitated. Any business may be transacted at a special meeting of the Board.

Section 5.5. Election of Board; Nominating Committee. The following Directors, in addition to the *ex officio* Directors identified in Section 5.1(a) and (b) above, shall be elected to two (2) year terms by the membership pursuant to the Nominating Committee process described in Section 6.2:

- (a) One member interested primarily in Portuguese Studies, to be elected in even-numbered years;
- (b) Four (4) members at large, two to be elected each year; and
- (c) One (1) member who is a national of Spain or Portugal and whose principal residence is in either country, to be elected in even-numbered years.

Section 5.6. Resignation, Removal and Replacement of Directors. Any Director may be removed from office by the other Directors at any meeting of the Board duly called in whole or in part for such purpose and at which a quorum is present, or by written consent of the other Directors in lieu of such a meeting. Such removal may occur whenever, in the judgment of more than two-thirds (2/3rds) of the Directors not including the Director subject to potential removal, the best interests of the Association would be served thereby. In addition, any Director may resign at any time and for any reason. Such resignation shall be made in writing to the President. The acceptance of the resignation by the President or the Board shall not be necessary to make it effective. Subject to Section 6.4, upon such removal, resignation or any other vacancy occurring on the Board, the Board shall appoint, by a majority vote, a person to replace the removed Director for the unexpired term.

Section 5.7. Meetings and Notice. The Board may designate any place, either within or outside the State of Delaware, as the place for any meeting of the Directors. No notice of an annual or regular meeting of the Board shall be required to be submitted to Directors. Written or printed notice stating the date, time and place of a special Board meeting shall be delivered to each Director not less than ten (10) days, nor more than sixty (60) days, before the date of the meeting by the person or persons permitted to call the meeting. If emailed, such notices shall be deemed delivered when emailed to the Director's last known email address as listed on the records of the Association or, if mailed, when deposited in the United States mail addressed to the Director at the Director's last-known address as listed on the records of the Association. Any Director may waive notice of any meeting in writing. The written waiver may be executed as a compilation of counterparts, and such counterparts may be sent and collected via email or facsimile transmission to the extent reasonably legible, and when so sent or

collected shall constitute written waiver(s) within the meaning of this Section 5.7. Signatures on such counterparts may be evidenced and effective by means of electronic signatures or as copies of original signatures. The attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by these Bylaws, the Certificate, or the DGCL.

Section 5.8. Quorum and Vote at Meetings. At any meeting of the Board, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the occurrence of a greater proportion is required for such action by the DGCL, these Bylaws and/or non-waivable provisions of other applicable law. After a quorum has been established at a Board meeting, the subsequent withdrawal of Directors so as to reduce the number of Directors that would otherwise have been required to maintain the quorum shall not affect any action taken at such meeting for any purposes. If a quorum is not present when a meeting starts, then a majority of the Directors at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 5.9. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Membership Secretary/Treasurer before the adjournment thereof or shall forward such dissent by certified mail or email to the Membership Secretary/Treasurer immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.10. Action Without a Meeting. Any action required to be taken at a meeting of the Board, or of any Board committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or committee members. Such consent shall have the same force and effect as a unanimous vote of the Directors. The signature page of the written consent may be executed as a compilation of counterparts, and such counterparts may be sent and collected via email or facsimile transmissions to the extent reasonably legible, and when so sent or collected shall constitute written consent within the meaning of this section. Signatures on such counterparts may be evidenced and effective by means of electronic signatures or as copies of original signatures.

Section 5.11. Electronic Participation. Members of the board, or of any committee appointed by the Board, may participate in a meeting of such Board or committee by means of a conference telephone, Internet-based applications, or similar communications device by which all persons participating in the meeting can hear each other at the same time without unreasonable expense or difficulty. Participation by such means shall constitute presence in person at the meeting.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The officers of the Association shall consist of a President, Membership Secretary/Treasurer, *Bulletin* Editor, Newsletter Editor and Website Editor. With the exception of the editors, which shall be appointed by the Board, such officers shall be elected by the Regular Members from the ballots prepared and submitted to such members by the Nominating Committee in accordance with Section 6.2. The Board may appoint such subordinate officers as it may deem necessary from time to time, which officers shall have the duties given to them by the Board. Each officer of the Association shall be elected (or appointed, as the case may be) for a term of two (2) years, and shall serve until his or her successor is duly elected and qualified, provided that the Membership Secretary/Treasurer shall serve a term of only one (1) year and shall thereafter take office the following year as President. Each officer will take office on the respective dates and times specified in Section 6.2(b).

Section 6.2. Election of Officers by Regular Members; Nominating Committee.

(a) Nominating Committee and Elections of Board and Officers. The Association shall have a Nominating Committee responsible for facilitating the election of all elected offices and Directors of the Association. The Nominating Committee shall be composed of three Association members who are not also Board members. The three Nominating Committee members shall be elected at-large by the Regular Members at its Annual Conference for staggered terms of three years each. Accordingly, one such member of the Association shall be elected to the Nominating Committee each year to replace the committee member whose term is expiring. The Nominating Committee is charged with securing, through a self-nomination process open to all members of the Association and through its own initiative, at least two candidates (wherever possible) for each elective office and Directorship in the Association that is up for general election. The Nominating Committee is also charged with conducting such elections through a ballot process that identifies the slate of candidates the Nominating Committee has so secured. The Nominating Committee shall send ballots out to members no later than January 31st of each year identifying such candidates.

(b) Beginning of Officer and Board Terms. The voting results of the ballots must be determined by the Nominating Committee by the next Annual Conference of the Association. The results of the balloting shall be announced to the membership at or prior to the next Annual Conference either in person at such meeting, or through the Association's website or other publications or communications. The candidates so elected shall take such positions during such Annual Conference at the conclusion of either the membership's business meeting or the conference banquet, whichever is later. Notwithstanding the above, the *Bulletin* Editor and the Newsletter Editor (each of which will be appointed by the Board and not elected by the membership) will take office on July 1st of odd-numbered years, and in the event that the Annual Conference is cancelled in accordance with these Bylaws, all officers other than the *Bulletin* Editor and the Newsletter Editor shall take office on April 15th of the year for which the Annual Conference was cancelled. The Nominating Committee may adopt, implement and follow any charter or policy document to govern its actions so long as such documents are consistent with these Bylaws.

Section 6.3. Removal. Any officer may be removed from office at any time in the manner provided in Section 5.6.

Section 6.4. Vacancies. In the event of a vacancy in the office of President, the Board shall select a replacement, preferably from among the Directors, who shall assume office immediately and shall serve for the remainder of the unexpired term. In the event of a vacancy or vacancies among any other Directors, the Board shall select a replacement or replacements that shall assume office immediately and serve for the remainder of the unexpired term. In such cases, the majority of the remaining members of the Board, notwithstanding the lack of a normal quorum, may act to fill the vacancy or vacancies. In the event of any vacancy in any subordinate office created by the Board under Section 6.1 other than those enumerated in Section 6.1, the President shall appoint a replacement who shall assume office immediately to serve the remainder of the unexpired term.

Section 6.5. Delegation of Duties. In the absence or disability of any officer of the Association or for any other reason deemed sufficient by the Board, the Board may delegate its powers or duties to any other officer to the extent permitted by the DGCL or non-waivable provisions of other applicable law.

Section 6.6. Duties of Initial Officers. The initial officers of the Association shall have the following duties, unless otherwise curtailed or enlarged by resolution or policy of the Board:

(a) President: The President shall assume office in even-numbered years in accordance with these Bylaws after serving as Membership Secretary/Treasurer. In the event the Membership Secretary/Treasurer is unable to assume office, a President shall be elected by the membership either through the ballot process facilitated by the Nominating Committee under Section 6.2, if practicable, or otherwise by special ballot or at a special meeting or Annual Conference of the membership. The President shall chair the Board. In addition, he or she shall be charged, in general, with the executive responsibility for conducting the business of the Association, within the bounds set by the Board and the membership. The President shall be an *ex officio*, voting member of the Board and of all committees, except the Nominating Committee.

(b) Membership Secretary/Treasurer. The Membership Secretary/Treasurer shall be responsible for receiving dues payments, maintaining membership records of the Association and carrying out whatever other activities may be appropriate to the office or assigned by the Board or by the President. He or she will have signing authority on all bank accounts and may write checks or authorize transfers for the withdrawal or transfer of Association monies unless otherwise directed by the President or Board. The Membership

Secretary/Treasurer shall assist the President in preparing the annual financial statement and any documents related to the Association's federal income tax exemption, and shall supervise all endowment funds for prizes of the Association. He or she will assume office in the next even-numbered year following his or her election.

(c) Bulletin Editor. The *Bulletin* Editor shall be appointed by the Board in odd-numbered years, preferably prior to the Annual Conference. He or she shall be charged, in general, with the executive responsibility for publishing the *Bulletin*, within bounds set by the Board and the membership. The *Bulletin* Editor shall be an *ex officio*, voting member of the Board.

(d) Newsletter Editor. The Newsletter Editor shall be appointed by the Board and shall be an *ex officio*, voting member of the Board. The Newsletter Editor shall be charged, in general, with the executive responsibility of publishing the Association newsletters, within the bounds set by the Board and the membership.

(e) Website Editor. The Website Editor shall be appointed by the Board and shall be an *ex officio*, voting member of the Board. The Website Editor shall be charged, in general, with the executive responsibility of maintaining the Association's website, within the bounds set by the Board and the membership.

ARTICLE VII

COMMITTEES

Section 7.1. Committees. Activities of the Association shall be carried on by the Board and certain Board committees devoted to various constituencies within the Association's membership and to areas of interest within the Association's purposes. Each committee shall be composed of such number and organized in such a manner as the Board may determine consistent with the DGCL. All committees must be comprised of at least one (1) Director. No committee shall take any action prohibited by DGCL § 141(c)(1). Committees shall exercise their powers subject to the direction and control of the Board.

Section 7.2. Standing Committees. There shall be the following standing committees, which shall serve at the pleasure of the Board:

(a) Program Committee – The Program Committee shall be appointed to plan the programs for each Annual Conference. The President who is scheduled to be in office for the Annual Conference in question shall be charged with appointing the committee no later than May 1st of the preceding year.

(b) Ad-Hoc Committee – The President shall have the power to appoint *ad hoc* committees which may be deemed necessary. The Board may instruct the President to appoint such committees to exercise any powers delegated by the Board.

(c) Nominating Committee – The Association shall have a Nominating Committee which shall elect the elective offices and Directorships of the Association in accordance with Section 6.2 hereof.

Section 7.3. Consent, Waiver and Notice of Committee Meetings. In conducting their meetings, and subject to any policies or charters adopted by the Board with respect to the organization and operation of such committees, all committees contemplated or established by this Article VII shall observe and abide by the above quorum, consent, waiver, meeting, voting and notice requirements applicable to the Board under these Bylaws as if such requirements applied to the committees and their members in the same manner as they apply to the Board and its members. In the event there is a conflict between this section and the committee's charter or applicable Board resolution, if any, such committee charter or such resolution shall control to the extent permitted under applicable law and other provisions of these Bylaws. Committee meetings shall be closed meetings unless otherwise permitted by the Board.

ARTICLE VIII

FISCAL YEAR, REPORTING AND DISSOLUTION

Section 8.1. Fiscal Year. The fiscal year of the Association shall be coextensive with the calendar year unless and until otherwise decided by the Board.

Section 8.2. Reports. The Board shall issue annually a complete financial report of the Association at its annual business meeting during the Annual Conference. The report shall also be published in its entirety in the Newsletter. In the event of cancellation of the Annual Conference, the annual report shall be published in the first issue of the Newsletter after April 1st of that year. The Board shall make such other reports and recommendations to the Association as it may deem appropriate. The financial reports need not include any audited financial information or customary forms of financial statements unless otherwise decided by the Board or required by non-waivable provisions of applicable law. It is sufficient for the financial reports to include a simple statement of the assets and liabilities of the Association for the previous fiscal year.

Section 8.3. Dissolution. The Association shall be dissolved by the affirmative vote (including any ballot vote) or written consent of more than fifty percent (50%) of the Regular Members. Upon the dissolution of the Association in accordance with the DGCL, the Board shall distribute its assets in accordance with Article VII of its Certificate of Incorporation. The President or his or her designee shall be responsible for winding up and liquidating or setting reserves of the Association's assets, and making all necessary filings to thereafter dissolve the Association, in accordance with the DGCL, before any such distributions are made.

ARTICLE IX

NONPROFIT OPERATION

Section 9.1. Nonprofit Operation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt from federal income tax under Code section 501(c)(3).

ARTICLE X

AMENDMENTS TO CERTIFICATE AND BYLAWS

The Association's Certificate and these Bylaws may only be amended as follows:

(a) Proposal of Amendments. Amendments to the Association's Certificate or these Bylaws must be proposed by one of the following:

- (i) the Board, upon a majority vote to propose such amendment,
- (ii) a majority of the Regular Members at a duly convened business meeting of the Regular Members, or
- (iii) a petition signed by ten percent (10%) or more of the Regular Members and delivered to the Board for proposal to the membership.

The Board or Regular Members acting under subparagraph (a)(i) or (a)(ii) above must propose the amendment by adopting a Board or member resolution (as appropriate) setting forth the amendment and declaring its advisability. The text of any amendment so proposed shall be published in the Newsletter at least three (3) months prior to the annual business meeting at which the amendment is considered and voted upon by the Regular Members.

(b) Adoption of Amendments. Adoption of a proposed amendment to the Association's Certificate or these Bylaws shall require both:

- (i) approval of at least two-thirds (2/3rds) of the Regular Members present and voting at a business meeting of the Regular Members, and
- (ii) approval of at least a majority of the votes cast in a mail ballot by the Regular Members of the Association that includes a copy of the proposed amendment. A Regular Member who has already cast its vote on the proposed amendment at a business meeting or by mail ballot shall not be entitled to a second vote on the proposed amendment and any such second vote shall not be counted. The Board shall be responsible for facilitating the ballot and tabulation of votes in accordance with these Bylaws.

ARTICLE XI

NO PERSONAL LIABILITY, INDEMNIFICATION

Section 11.1. Absence of Personal Liability. Neither the members of this Association nor the Directors or officers of the Association, as such, are personally liable for the acts, debts, liabilities or obligations of the Association. To the greatest extent permitted by the DGCL, no Director, officer or employee of the Association, nor any of their respective agents or representatives, shall be liable to the Association or to any of its members, Director, officers or employees, for any action taken or omitted to be taken by such person in such capacity in furtherance of the Association's business, so long as such person believed such action or failure

to act was in the best interests of the Association, and such person was not finally determined by a court of competent jurisdiction to be guilty of, or did not confess judgment or admit in any proceeding in such court, any gross negligence, recklessness, willful or wanton misconduct or intentional violation of law.

Section 11.2. Indemnification of Directors, Officers and Employees. The Association shall indemnify each person who is or was a Director or officer of the Association, and shall pay or reimburse in advance his or her reasonable expenses (including attorney fees), to the fullest extent permissible under the DGCL. The Association shall also indemnify each person who is or was an employee of the Association, and shall pay or reimburse in advance his or her reasonable expenses, to the same extent as a Director or officer of the Association. The Association in its discretion may purchase and maintain insurance insuring its obligations hereunder or otherwise protecting persons intended to be protected by this Section 11.2. The Association shall have the right, but not the obligation, to indemnify any agent of the Association not otherwise covered by this Section 11.2 to the fullest extent permissible under the DGCL.

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