BYLAWS

OF

American Council of Learned Societies

ARTICLE I

Name

The name of the corporation shall be The American Council of Learned Societies (hereinafter referred to as "ACLS").

ARTICLE II

Corporate Purpose

The purpose for which ACLS is organized and operated is exclusively charitable, scientific and educational, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and its regulations as they now exist, or as they may hereafter be amended. ACLS supports the creation and circulation of knowledge that advances understanding of humanity and human endeavors in the past, present, and future, with a view toward improving human experience. The objects and purposes of ACLS are the advancement of humanistic studies in all fields of learning and the maintenance and strengthening of relations among the national societies devoted to such studies.

ARTICLE III

Offices

Section 1. Principal Office. ACLS shall have a principal office and such other offices, either within or outside the District of Columbia, as the Board of Directors may determine or as the affairs of ACLS may require from time to time.

Section 2. Registered Office. ACLS will have and continuously maintain a registered office in the District of Columbia, and a registered agent whose office is identical with the registered office. The registered office may be, but not need be, identical with the principal office, and the address of the registered office may be changed as ACLS may require from time to time.

ARTICLE IV

Member Societies

Section 1. Member Societies. Membership in ACLS shall be available to academic societies that have an interest in ACLS and support its purpose and otherwise qualifying for membership under criteria established by the Board of Directors from time to time. Societies shall appoint an individual representative, known as a Delegate, through a system of their own choosing on an annual basis.

Section 2. Application For Membership. All applicants for membership shall complete and submit to ACLS the application form specified and provided by ACLS. Applicants shall be admitted to membership in ACLS upon completion of administrative processing of the required membership application, and acceptance by ACLS's Executive Committee of the Delegates, with final confirmation by the Board of Directors, and upon the payment of required dues as designated by the Board of Directors.

Section 3. Membership Qualification, Dues and Benefits. Membership qualifications, dues and benefits for membership shall be established from time to time by the Board of Directors. The Board of Directors may add, delete, or adjust membership qualifications and benefits as it deems necessary or desirable to further the purpose of ACLS. No addition, deletion, or adjustment of membership qualifications and benefits shall require any adjustment of dues for the membership period in which it occurs.

Section 4. Denial, Suspension and Termination of Membership. Any member may voluntarily terminate membership by written notice to the ACLS. The ACLS may terminate the membership of any member for failure to pay the required dues. ACLS may deny, suspend or terminate the membership of any member who engages in conduct determined by a majority vote of the Board of Directors and the Executive Committee of the Delegates, in their sole discretion, to be unethical or in any way detrimental to the purpose of the ACLS. All suspensions or terminations of membership shall be effective at the convenience of ACLS in accordance with procedures established by a majority vote of the Board of Directors and shall suspend or terminate, as the case may be, the right of the member to all membership benefits of ACLS\\Section 5. Meetings of Membership. Meetings of the Conference of Executive Officers ("CEO"), meetings of the Delegates, and other meetings of the membership will be held regularly, as designated by the Board of Directors. Notice of such meetings shall be delivered, in a manner compliant with the District of Columbia law, to each member of ACLS not less than

ten (10) or more than fifty (50) days before the date of the meeting. Special meetings of the members of ACLS shall be called by the President at any time upon written request by a majority of the members of ACLS Council. Notice of such meetings shall be delivered, in a manner compliant with District of Columbia law, to each member of ACLS not less than ten (10) or more than fifty (50) days before the date of the meeting.

ARTICLE V

Board of Directors

Section 1. Management. The business and the affairs of ACLS shall be directed by the Board of Directors, which is the governing body of ACLS.

Section 2. Duties of the Board of Directors. The Board of Directors shall oversee the property and funds of ACLS and shall have the duty and authority to perform all acts consistent with these Bylaws, the Articles of Incorporation of ACLS, and any amendments thereto, and the laws of the District of Columbia.

Section 3. Number and Term. The Board of Directors shall have no fewer than fifteen (15) and no more than twenty (20) members who are nominated by the ACLS Nominating Committee and elected by the Board of Directors. The majority of Directors will be members of Member Societies. The Board of Directors shall include the four (4) elected Officers of ACLS (Chair, Vice Chair, Secretary and Treasurer). The President will be an ex-officio, non voting member of the Board of Directors. The terms of Directors shall be staggered so that approximately one-third (1/3) of the Directors are elected each year. Directors may serve up to two (2) consecutive four (4) year terms.

Section 4. Removal of Elected Directors. A Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors.

Section 5. Vacancies on the Board of Directors. Candidates to fill vacancies on the Board of Directors for unexpired terms will be nominated by the Chair and approved by a majority vote of the Board of Directors. Directors appointed to fill vacancies or to occupy positions resulting from an increase in the number of Directors shall serve until their successors are duly appointed and qualified.

Section 6. Meetings. The Board of Directors shall hold at least two (2) meetings annually. Officers and new Board members will be elected by the Board of Directors at the spring Board of Directors meeting. Notice of time and place of the Board of Director meetings shall be

delivered, in a manner compliant with District of Columbia law, to each member of the Board of Directors at least thirty (30) days prior to the date set for the meeting. Special meetings of the Board of Directors may be called by the President, the Chair, or may be called at the request of not less than one-third (1/3) of the members of the Board of Directors. Notice of time and place of the special meeting shall be delivered, in a manner compliant with District of Columbia law, to each member of the Board of Directors at least ten (10) days prior to the meeting. Meetings of the Board of Directors may be held in person, by teleconference, or by any other manner in which the members of the Board of Directors are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

Section 7. Quorum. A majority of the total number of the voting members of the Board of Directors then serving shall constitute a quorum. The vote of a majority of the members of the Board of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as a larger vote may be required by the laws of the District of Columbia, the Articles of Incorporation, or these Bylaws.

Section 8. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the written consent of such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors.

ARTICLE VI

Officers

Section 1. Composition. The Officers of ACLS shall be the Chair, the Vice-Chair, the Secretary, the Treasurer, and the President. The Board of Directors may create other officer positions as it deems necessary and desirable.

Section 2. Term and Election. The Officers of ACLS shall be nominated by the ACLS Nominating Committee and elected by the Board of Directors. All Officers of the ACLS Board (excluding the President) may be elected to serve up to three (3) three (3) year terms and, including term extensions for their officer roles, may serve for a total of no more than (11) eleven years. In any case where an Officer's term limit is imminent, the Board of Directors may nominate an Officer to serve a partial term.

Section 3. Removal. Any officer may be removed from office with or without cause, at any time by a two-thirds (2/3) vote of the entire Board of Directors.

Section 4. Vacancies. A vacancy in any office, except Chair, shall be filled by a vote of a majority of the Board of Directors. Officers elected to fill a vacancy shall serve for the unexpired term of the previous officer.

Section 5. Duties of the Chair. The Chair shall be the chief elected officer of ACLS and shall preside at meetings of the Board of Directors. The Chair shall have such other powers and duties as may be prescribed by the Board of Directors and by these Bylaws.

Section 6. Duties of the Vice-Chair. During the temporary absence of the Chair, the Vice-Chair shall serve as Chair *pro tempore*. Duties shall be assigned by the Chair to the Vice-Chair that will further the mission and goals of ACLS.

Section 7. Duties of the Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall preserve the full and correct minutes of the proceedings of all such meetings. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon the Secretary's signature may be lawfully required. The Secretary shall also serve all notices required by law, these Bylaws, or by resolution of the Board of Directors. The Secretary shall also perform such other duties as may be delegated by the Board of Directors.

Section 8. Duties of the Treasurer. The Treasurer shall keep or cause to be kept, in books belonging to ACLS, complete and accurate accounts of all receipts and disbursements, resources, and liabilities, and other valuable effects of ACLS. The Treasurer along with the CFO, shall render to the President and to the Board of Directors at its meetings, or whenever otherwise requested, correct statements and reports showing the financial condition of ACLS. The Treasurer and/or CFO may sign corporate documents and instruments as necessary. The Treasurer, along with the CFO, shall arrange for the performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of ACLS, whenever directed to do so by the Board of Directors.

Section 9. The President shall serve as an ex-officio non-voting member of the Board Directors during their full term as President. The President will be a member of a Member Society and will be appointed and reviewed by the Board of Directors. The President will recuse themselves, at the request of the Chair, from any Board meeting where their performance is being reviewed, or salary, or benefits are being discussed for the purposes of contract renewal.

The President, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business affairs of ACLS, shall have the general powers and duties of management usually vested in the office of President, and shall have such other powers and duties as may be prescribed by the Board of Directors and by these Bylaws. The President is the Chief Executive Officer in charge of the operational and financial affairs of ACLS. Members of the staff serve under the direction of the President and the cost of the staff will be laid out in the annual budget to be approved by the Board of Directors.

Section 10. Duties of Other Officers. Any other officers elected by the members shall hold office for such term and have such duties as the Board of Directors prescribes from time to time.

ARTICLE VII

Committees of the Board and Membership

Section 1. Standing Committees. ACLS shall have the following standing committees Executive Committee of the Board, Executive Committee of the Conference of Executive Officers ("EC of the CEO"), Executive Committee of the Delegates ("EC of the Delegates"), Nominating Committee, and Finance Committee.

Section 2. Executive Committees.

a. The Executive Committee of the Board shall consist of the Officers and the Chair of the Nominating Committee. The Board Chair will chair the Executive Committee and has discretion to add other members to the Executive Committee as needed. The Executive Committee shall, subject to the general advice of the Board of Directors, have the powers and duties to oversee the affairs of ACLS. The Executive Committee shall provide a report of its activities since the last meeting of the Board of Directors at each meeting of the Board of Directors.

b. There will be an Executive Committee of the Conference of Executive Officers ("EC of the CEO") and an Executive Committee of the Delegates ("EC of the Delegates"). The EC of the CEO is voted on by the Executive Directors of the Member Societies annually and shall be composed of select Executive Directors currently active in the CEO. Nominations for service in the EC of Delegates will be solicited from the Delegates, the Board of Directors, and the Executive Committee of the CEO. The representatives on

the EC of Delegates will be appointed by the Executive Committee of the Board.

Section 3. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as the Chair of the Finance Committee, and two (2) or more other members as appointed by the Board of Directors.

Section 4. Nominating Committee. The Nominating Committee shall consist of (a) the Chair of the Nominating Committee who shall be appointed by the Executive Committee of the Board, (b) the Vice Chair of the Board, (c) one (1) member appointed by the EC of the CEO, (d) one (1) member appointed by the EC of the Delegates, (e) and one (1) board member appointed by the Board Chair. The Nominating Committee will nominate Board members and Board Officers (Chair, Vice Chair, Secretary, and Treasurer). Each member will serve a term of no more than three (3) years. Information on the make-up of the Nominating Committee will be available in the prior year. Any member of the Nominating Committee, including the Chair, who is a candidate for an Officer position must recuse themselves from the Nominating Committee during the deliberations and the vote.

Section 5. Other Committees. The Board of Directors shall have the power, by resolution adopted by a majority of the Board of Directors, to designate one or more other committees, either standing or ad hoc. Committees shall consist of at least three (3) members of the Board of Directors. All committee appointments shall be made by the Board of Directors. The Chair(s) of the other Committees(s) shall be appointed by the Executive Committee.

Section 6. Removal. Any appointed member of a committee may be removed at any time with or without cause by a majority vote of the Board of Directors.

Section 7. Vacancies. Vacancies in the appointed membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 9. Conference Call. Committee meetings may be held in person, by

teleconference, or by any other manner in which all committee members are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of ACLS, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ACLS, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ACLS shall be signed by the CFO or Treasurer.

Section 3. Deposits. All funds of ACLS shall be deposited from time to time to the credit of ACLS in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors, guided by the ACLS Gift Acceptance Policy, may accept on behalf of ACLS any contribution, gift, bequest, or devise for the general purpose or for any special purpose of ACLS.

ARTICLE IX

Fiscal Year

The fiscal year of ACLS shall begin on the first day of July and end on the last day of June each year.

ARTICLE X

Indemnity

ACLS shall indemnify members of the Board of Directors and Officers against damages awarded against them, and expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such a member of the Board of Directors or Officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of their duty. Such rights of indemnification and reimbursement shall not be deemed exclusive or any other rights to which such member of the Board of

Directors or Officer may be entitled under any Bylaw, agreement, or otherwise.

ARTICLE XI

Amendment to the Bylaws

These Bylaws may be amended, altered, restated, or otherwise revised by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, provided that the amendment or proposal shall first be mailed to each member of the Board of Directors at least ten (10) days prior to the meeting at which it is proposed.

Adopted this 25 day of April 2025.