

**BYLAWS
Of
ASSOCIATION OF
LITERARY SCHOLARS, CRITICS, AND WRITERS**

(a California Nonprofit Public Benefit Corporation)

As Amended By the Council of
The Association of Literary Scholars, Critics and Writers on _____, 2009
And Approved By the Members of
The Association of Literary Scholars, Critics and Writers as of _____, 2009

Article I: Name

This Association shall be known as Association of Literary Scholars, Critics and Writers (the “Association”). The Association is a nonprofit public benefit corporation organized as such under the California Nonprofit Public Benefit Corporation Law (the “Law”).

Article II: Purposes

The objectives and purposes of the Association shall be as are set forth in the Association’s Articles of Incorporation. In the conduct of the Association’s affairs, the Council and officers of the Association shall at all times be mindful of these objectives and purposes.

Article III: Membership

The Council may establish different categories of membership for the purpose of dues payments, but all members shall have the same voting rights and privileges. The term “member” is as defined in section 5056 of the Law and no member may transfer his or her membership or any rights arising therefrom.

Each member shall be entitled to one vote in all actions of the members. Accordingly, each individual member in a joint-domestic membership established by the Council shall be entitled to one vote.

The Council may from time to time define and establish auxiliaries, friends and other support groups for the Association, but none of these auxiliaries, friends or groups, or the constituents thereof, shall be or have the rights and privileges of “members” within the meaning of section 5056 of the Law.

Article IV: Council

1. **Powers and Responsibilities.** Subject to the limitations of the Articles of Incorporation, these Bylaws and of applicable law, the activities and affairs of the Association shall be conducted, its property shall be controlled and all corporate powers shall be exercised by or under authority of the Council, which shall function as the board of directors provided for in the Law. The primary function of the Council shall be to establish corporate policies for the direction and guidance of the committees, officers and management of the Association and to formulate the basic rules and regulations governing the operation and management of the Association.
2. **Number and Election; Terms.** The number of Council members shall be not less than twelve nor more than fourteen, comprising: (a) nine members serving staggered three-year terms and elected as set forth in Article VII of these Bylaws, and (b) the President, the Vice President, the Secretary, the Treasurer and the immediate past President of the Association, each serving one year terms and elected as set forth Article V and VII of these Bylaws. As used in the preceding sentence, “year” means from the period of one annual meeting of the Council to the close of the next annual meeting of the Council and until his or her successor is elected and qualified, or if a Council member is elected at a special meeting or by special mail ballot the period from such special meeting or special mail ballot until the close of the next annual election of Council members and until his or her successor is elected and qualified.
3. **Removals.** A Council member may be removed for cause at any meeting of the Council. The individual in question shall be given notice of the meeting, including the reason for removal, and shall be given an opportunity to be heard at the meeting. A vote for removal shall be taken with a two-thirds vote of the Council members then in office. Any vacancy caused by removal shall be filled by an election or elections to be conducted in the manner specified in these Bylaws.
4. **Qualifications.** Persons who wish to serve on the Council shall have experience and interest in the activities of the Association and must be members of the Association in good standing as defined in Section 4 of Article VII. No member shall be elected to serve on the Council if such member is employed by or affiliated with an organization as to which another sitting Council member or then pending nominee for Council is an employee or executive officer. If a Council member becomes employed by or affiliated with an organization as to which another Council member is employed by or affiliated with, such member whose employment or affiliation has changed shall offer to the Council his or her resignation from the Council, which the Council can choose to accept or decline in its sole discretion. For purposes of the preceding sentences, “affiliated with” an organization means service as an officer, director, managing member or trustee (or equivalent position) or being the holder of more than 10% of the voting power of such other organization.
5. **Vacancies.** All vacancies on the Council shall be filled by the Council. Each Council member so elected to fill a vacancy shall hold office for the remainder of the

predecessor's unexpired term and until the election of a successor by the members. If a Council member resigns by giving notice specifying that such resignation shall be effective at a future time, the Council shall have power to elect a successor to take office when the resignation shall become effective.

6. **Meetings.** All meetings of the Council shall be held at the principal office of the Association in the State of California or at such other place as may be designated for that purpose from time to time by the Council. The annual meeting of the Council shall be held each year at the principal office of the Association or at such other place and time as the Council may determine, for the appointment of officers not elected by the members and the transaction of such other business as may properly be brought before the meeting. Regular meetings of the Council shall be held at such times, dates and places as the Council shall specify. Special meetings of the Council may be called by the President, the Secretary, or by any two Council members. The person or persons calling such special meeting shall determine the date, time and place thereof. Regular and special meetings of the Council shall be held upon seven days' notice by first-class mail, postage prepaid, or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each Council member at his or her address appearing on the books of the Association or at such other address, telephone number, facsimile number, electronic mail address, or other location as may be supplied by said Council member for the purpose of notice. The transaction of business at any meeting of the Council, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the Council members entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Council member who attends the meeting without protesting the lack of notice to such Council member prior to, or at the commencement of the meeting.
7. **Chair and Vice Chair.** The President serves as the chair of the Council, calls meetings of the Council, and presides at meetings of the members. The Vice President shall serve as the vice chair of the Council.
8. **Quorum; Action.** At all meetings of the Council, a majority of the number of Council members then serving as such shall constitute a quorum for the transaction of business except to adjourn a meeting as provided in Section 10 of this Article IV. The act of a majority of the Council members present at any time at which there is a quorum shall be the act of the Council, unless a greater number is required by the Law, the Articles of Incorporation or these Bylaws. Notwithstanding the previous provisions of this Section 7, a meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of Council members, if any action taken is approved by at least a majority of the required quorum for such

meeting.

9. **Unanimous Written Consent.** Any action which may be taken at a meeting of the Council may be taken without a meeting if all Council members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Council members. Such written consent or consents shall be filed with the minutes of the proceedings of the Council.
10. **Participation in Meetings By Electronic Communications Equipment.** Council members may participate in a meeting through use of conference telephone or other communications equipment, as long as all Council members participating in such meeting can communicate with all of the other Council members concurrently, each Council member is provided the means of participating in all matters before the Council, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Association, and the Association verifies that a person communicating by telephone, electronic video screen, or other communications equipment is a Council member entitled to participate in the Council meeting, and that all statements, questions, actions or votes were made by that Council member and not by another person not permitted to participate as a Council member.
11. **Adjournment.** A majority of the Council members present, whether or not a quorum is present, may adjourn any Council meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Council members if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Council members who were not present at the time of the adjournment.

Article V: Officers

1. **Designation; Election and Terms.** The officers of the Association shall include a President, a Vice President, a Secretary and a Treasurer. The Vice President shall be elected annually by the members of the Association as set forth in Article VII and shall automatically become the President at the end of his or her term of office as Vice President. The Council shall appoint the Secretary and the Treasurer at the meeting of the Council that takes place prior to the annual meeting of the Council. The Secretary and the Treasurer shall serve at the pleasure of the Council, and may be removed by the Council as such, and therefore also as a Council member, with or without cause. The Council may appoint the same person to the office of Secretary and Treasurer. Neither the President nor the Vice President may simultaneously hold another office and no member shall be elected or appointed as President, Vice President, Secretary or Treasurer or Council member if that would result in such person simultaneously serving as such an officer and in a staggered three -year term

on the Council as described in Section 2(a) of Article IV of these Bylaws. The officers will conduct their first meeting of the year at the annual conference.

2. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Council.
3. **President.** The President shall preside at all meetings of the Council, and shall, subject to the control of the Council, have general supervision, direction and control of the activities of the Association. The President shall formulate the basic rules and policy governing the operation and management of the Association, and have and such other authority and duties as from time to time may be prescribed by the Council and these Bylaws.
4. **Vice President.** The Vice President shall, in the absence or disability of the President, perform all the duties of the President and when so acting shall have all of the powers and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as the Council may require.
5. **Secretary.** The Secretary shall supervise the maintenance and management of the Association's records, such as the notice and the minutes of meetings. The Secretary shall formulate the basic rules and policy relating to conducting and certifying the Bylaws and the results of ballots and elections.
6. **Treasurer.** The Treasurer shall oversee the maintenance of the Association's accounts, deposits and disbursement of funds, and shall formulate the basic rules and policy relating the financial reports as requested by the Council or as required by the Law.

Article VI: Committees

1. **General.** The Council may establish one or more committees. Committees are of two kinds, those having legal authority to act for the Association, known as committees of the Council, and those that do not have that authority, known as advisory committees. In addition, committees may be either standing or special. Except as otherwise provided in these Bylaws, the Council shall appoint the members of all committees and a chair of each committee after consultation with the Governance Committee. Members of all committees shall serve at the pleasure of the Council and therefore can be removed as a committee member with or without cause by the Council. Each committee of the Council shall consist of two or more Council members.
2. **Procedures; Meetings.** The Council shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Council or such committee shall provide otherwise, the regular and special meetings and other actions of any such

committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Council. Minutes shall be kept of all committee meetings.

3. **Executive Committee.** There shall be a standing committee of the Council known as the Executive Committee (the “Executive Committee”), consisting of the President, Vice-President, Treasurer, Secretary, and Immediate Past President, and such additional members, selected from the Council, as the Council may choose. Except as provided below or by law, the Executive Committee shall exercise all the powers of Council between meetings of Council and shall hold meetings with such frequency as its chair (who shall be the President) shall determine. The Executive Committee may not fill vacancies on the Council or on any committee; amend or repeal these Bylaws or adopt new bylaws; amend or repeal any resolution of the Council which by its express terms is not so amendable or repealable; appoint other committees of the Council or the members thereof; approve any self-dealing transaction, as such transactions are defined in section 5233(a) of the Law; hire or terminate an Executive Director (or equivalent officer); purchase or sell property; or dissolve the Association. Notices and minutes of Executive Committee meetings must be provided to all Council members. All actions of the Executive Committee must be reported to the Council at its next meeting.
4. **Advisory Committees.** Advisory committee membership may consist of Council members only, Council members and non-Council members, or, in the case of special advisory committees, non-Council members only. Advisory committees shall have no legal authority to act for the Association, but shall report their findings and recommendations to the Council. There shall be standing advisory committees on Conference, Development, Finance, Governance, and Membership, each of which shall include at least one Council member. Specific responsibilities of the Advisory Committees shall be established by the Council from time to time in its discretion.
5. **Conference Committee.** The Conference Committee shall consist of four to six members, including the President who shall preside over the conference being planned and who shall choose the Committee’s chair, and including at least one member who resides in the city in which the conference shall be held. The chair may serve consecutive terms and, at the discretion of the Council, may be paid an honorarium in an amount which shall be determined by the Council, for his or her service.
6. **Publications Committee.** The Publications Committee shall consist of at least three members. The Publications Committee shall act as a liaison between members, Council, and staff on most matters regarding the Association’s publications. Its role is primarily consultative.
7. **Curriculum Committee.** The Curriculum Committee shall be the Association’s principal means of formulating organized contributions to the public discussion of literary curricula at all levels of education. As the Association’s primary organizational body dedicated to literary advocacy in education, it works to create

- projects to stimulate debate and exchange among the members of the Association, academia, government, not-for-profit educational organizations, and general public.
8. **Development Committee.** The Development Committee shall consist of at least three members, including the President. The Development Committee pursues fund raising in support of the activities and programs of the Society, through both member gifts and outside funding sources. The chair shall be appointed by the President with Council approval.
 9. **Finance Committee.** The Finance Committee shall consist of at least three members, including the Treasurer. At least one member of the Finance Committee shall be financially literate, as such qualification is interpreted by the Council in its best judgment. The Finance Committee is responsible for reviewing the overall financial position and prospects of the Association, which may include an examination of revenue projections, expense budgets and proposed capital expenditures, and recommending policies and targets for long-term financial planning. The Finance Committee recommends the annual budget to the Council. The Finance Committee is also responsible for monitoring the Association's investment activities.
 10. **Membership Committee.** The Membership Committee shall consist of at least three members, one of whom, the chair, must be a member of the Council, and one of whom must be the Association's Special Liaison for Graduate Student Affairs. The Membership Committee is responsible for recruiting and retaining dues-paying members.
 11. **Governance Committee.** The Governance Committee shall consist of the three Council members who are in the third year of their term, the President, the Vice President, and the immediate past President, who shall serve as chair. The Governance Committee shall cultivate, nominate, educate, evaluate, and, if necessary, recommend for a vote of Council for the termination and the removal of individual Council member. Each year the Committee shall nominate three individuals to replace themselves as members of the Council in the following year. The Committee is also responsible for presenting nominees for the office of Vice President and for the office of Special Liaison for Graduate Student Affairs. The Committee shall consider all nominations of the Association's members in good standing received in accordance with these Bylaws.

Article VII: Annual Elections

1. **General.** The Vice-President and three Council members shall be elected by the members of the Association annually by mail ballot, or by electronically mailed ballot, which election the Council shall use its best efforts to cause to be completed by June 30 of each year. The Governance Committee shall solicit suggestions from the membership (including from the Executive Director (if any), the other officers of the Association and other Council members), and shall make recommendations for the consideration and approval of nominations to be made by the Council. These

- solicitations may be disseminated (1) in members newsletter; (2) in the conference materials distributed to members at the annual conference; (3) to accompany the printed agenda for the annual meeting of the membership held during the annual conference; (4) by mass electronic mail on the first day of November and December of the year prior to that in which an election is to take place, and on the first day of January of the year in which an election is to take place; or (5) via any other method which the Governance Committee wishes to use.
2. **Procedures; Quorum.** Election ballots shall be mailed to all members at least 30 days before a due date marked on each ballot and must be received by the Association at the location and/or in a manner indicated on the ballot by 5:00 p.m. on such due date. For purposes of the annual election by ballot set forth in this Article VII, a majority of the membership shall be considered a quorum.
 3. **Nominations by the Council.** The Council will consider the Governance Committee recommendations and then nominate four candidates (one candidate for Vice-President and three for three-year staggered terms) for election to the Council.
 4. **Nominations by Members.** Nominations may also be made through a petition signed by any fifteen members in good standing of the Association received by the Secretary of the Association in writing no later than February 15 of the year of election, together with a statement signed by any such nominee consenting to be nominated and agreeing to serve if elected. "Good standing" shall be defined as remittance of applicable membership dues by February 1 of the year in which the election is to take place. The Council may accept and present any such nominee as its own nominee or present opposing nominees, resulting in a contested election.
 5. **Run-Off for Election of Vice President.** If no candidate for Vice-President receives at least fifty percent of the votes cast in a contested election, a run-off shall be held between the two candidates receiving the most votes.
 6. **Vote Required for Other than Vice President.** In a contested election for a three-year term on the Council, the three candidates receiving the highest plurality of the votes cast shall be elected.

Article VIII: Meetings of the Members

1. **Annual Meeting.** An annual meeting of the members shall be held at the annual Fall conference of the Association or at such other time and place as set by the Council. The annual meeting shall be for the purpose of conducting any business that may be properly be brought before the meeting.
2. **Special Meetings.** Special meetings of members for any purpose whatsoever may be called at any time by the Council, the President or a majority of the members. A notice of special meetings of the membership shall be given in writing by the Secretary, or in case of the Secretary's neglect or refusal, by any Council member,

and shall specify the place, the day and the hour of the meeting and the nature of the business to be transacted. Such notice shall be sent to each member at his or her address appearing on the books of the Association, or supplied by said member for the purpose of notice, not less than four (4) days prior to such meeting, if delivered by first class mail, or forty-eight (48) hours prior to such meeting, if delivered personally or by telephone, including a voice messaging system or by electronic transmission. No items of business other than those specified in the notice of special meeting may be transacted at a special meeting.

3. **Quorum.** A quorum for a meeting of the members shall be twenty-five members represented in person or by proxy.
4. **Mail Ballot.** Any action required or permitted to be taken by the membership may be taken by the affirmative vote of a majority of the votes cast by mail ballot, or by electronically mailed ballot, pursuant to procedures and quorum as set forth in Section 2 of Article VII applicable to annual elections of Council members.

Article IX: Indemnification and Insurance

1. **Definitions.** For the purposes of this Article IX, “agent” means any person who is or was a Council member, officer, employee or other agent of the Association, or is or was serving at the request of the Association as a Council member, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Association or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article IX.
2. **Indemnification In Third Party Actions.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under section 5233 of the Law or an action brought by the Attorney General of the State of California (the “Attorney General”) or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably

believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. **Indemnification In Derivative Actions.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Association, or brought under section 5233 of the Law or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Association, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:
 - (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person's duty to the Association, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
 - (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.
4. **Indemnification Against Expenses.** To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article IX or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
5. **Required Determinations.** Except as provided in Section 4 of this Article IX, any indemnification under this Article IX shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX, by:
 - (a) A majority vote of a quorum consisting of Council members who are not parties to such proceeding, or
 - (b) The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.

6. **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.
7. **Other Indemnification.** No provision made by the Association to indemnify its or its subsidiary's Council members or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the members or the Council, an agreement or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Council members and officers may be entitled by contract or otherwise.
8. **Insurance.** The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article IX, provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of section 5233 of the Law.
9. **Forms of Indemnification and Insurance Not Permitted.**
 - (a) No indemnification or advance shall be made under this Article IX, except as provided in Sections 4 or 5(b), in any circumstances where it appears:
 - (i) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or
 - (ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
 - (b) Anything to the contrary notwithstanding, the Association shall not indemnify Council members or officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premiums shall constitute an act of self-dealing if the Association is a private foundation or an excess benefit transaction if the Association is a public charity within the meaning of section 4941 or 4958, respectively, of the Internal Revenue Code of 1986 (or the corresponding provisions of any applicable future United States internal revenue law).
10. **Non-applicability to Fiduciaries of Employee Benefit Plans.** This Article IX does not apply to any proceeding against any trustee, investment manager or other

fiduciary of an employee benefit plan in such person' capacity as such even though such person may also be an agent of the Association as defined in Section 1 of this Article IX. The Association shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of section 207 of the Law.

Article X: Amendments to the Bylaws

These Bylaws may be amended by an affirmative vote of a two-thirds of the votes cast in person or by proxy at a meeting of the members or by mail ballot, or by electronically mailed ballot.