

**BYLAWS OF
SOCIETY OF ROGERIAN SCHOLARS, INC.**

Adopted March, 1995

Revised January, 1996

Amended June, 2008

Amended March 2010

Amended June 2011

ARTICLE I

OFFICES

The principal office of the Corporation shall be located at such place in the City of New York, State of New York as the Board of Directors may from time to time determine. The Corporation may also have other offices, at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEMBERS

Section 1. Membership. In accordance with the provisions of Section 601 (a) of the New York Not-for-Profit Corporation Law, the Corporation has members who shall be persons eligible to be elected or appointed from time to time as Directors of the Corporation and who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock not-for-profit corporation. A member of the Society of Rogerian Scholars in good standing shall have paid current annual dues by the published due date. Honorary members of the Society shall be designated by the Board of Directors, and may include, for example, Founders and Past Presidents of the Society of Rogerian Scholars.

Section 2. Meetings. A meeting of the membership shall be held annually for the election of Officers and Directors, announcement of ballot results, and the transaction of such other business as may properly come before the membership.

Section 3. Notice. In accordance with Section 605 of the New York Not-for-Profit Law, notice of meeting shall be by first class mail or by telephone, facsimile, electronic mail, or hand delivery and shall be given not less than ten nor more than fifty days before the date of the

meeting. Notice of meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of Directors that shall constitute the Board shall be not less than three or more than eighteen, including the ex-officio officers. Within the specified limits, the number of Directors shall be determined by the Board of Directors.

Section 2. Election and Term.

- (a) Elections shall take place by mail or electronic ballot as determined by the Board prior to each annual meeting of the membership. Ex-officio Directors shall have full voting rights.
- (b) In conjunction with annual meetings of the membership, Class I Officers and Directors shall be elected in odd years, and Class II Officers and Directors shall be elected in even years. For a term of two years in odd years, the Vice-President and Treasurer shall be elected ex-officio Directors in Class I; also, three Directors shall be elected. For a term of two years in even years, the President, Secretary, and Chairperson of the Nomination Committee shall be elected ex-officio Directors in Class II; also, three Directors shall be elected.
- (c) The Officers and Directors shall be elected by a majority vote of the membership. Each Director shall serve until the expiration of such Director's term and until the earliest of the election or appointment and qualification of such Director's successor or until such Director's death, resignation, or removal. At the expiration of any term of two years, a Director may be reelected.

Section 3. Vacancies and Newly Created Directorships. Newly created Directorships resulting from an increase in the authorized number of Directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by sole remaining Director. Each Director shall serve until the next annual meeting and until the earliest of such Director's successor being elected or appointed and qualified or until the earliest of such Director's death, resignation or removal. New directorships will be apportioned between the Classes as to make both Classes as nearly equal in number as possible.

Section 4. Removal. A director may be removed with or without cause by a majority vote of the membership. Provided there is a quorum of not less than a majority of all Directors present, a Director may be removed for cause by the vote of two thirds of the Board of Directors present at the meeting at which such action taken.

Section 5. Resignation. Any director may resign from office at any time by delivering a resignation in writing to the President. The resignation shall take effect at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If an ex-officio Director resigns from the Board of Directors, he or she shall be deemed to have resigned as an officer of the Corporation pursuant to Article V, Section 4.

Section 6. Meetings. Regular or special meetings of the Board of Directors shall be held at such time and places as may from time to time be fixed by the Board of Directors or as may be specified in a notice of meeting. Special meetings of the Board of Directors may be held at any time upon the call of the President or any director upon written demand of not less than a majority of the entire Board.

Section 7. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors must be given to each director not less than two days before such meeting. Notice may be in writing and sent by mail, addressed to such Director at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, telegraph, telex, courier service, electronic mail, or hand delivery. Notice of a special meeting(s) need not be given to a Director who submits a signed waiver of notice before or at the meeting's commencement.

Section 8. Place and Time of Meeting. Meetings of the Board of Directors shall be held at a location, within or without the State of New York, or by telephone or electronic communication, as is determined by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 9. Quorum. At each meeting of the Board a majority of the Directors of the entire Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

Section 10. Manner of Acting and Conflicts Policy. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of Board of Directors. In connection with all actions taken by the Board of Directors with respect to any contract or transaction between the Corporation and one or more of its Directors or officers or between the

Corporation and any other corporation, firm, association, or other entity in which one or more of the Directors or officers of the Corporation are Directors or officers or have a substantial financial interest, affiliation, or other significant relationship, each such interested Director or officer of the Corporation shall:

- (a) Disclose to the Board of Directors the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorships, offices, or substantial financial interest, affiliation, or other significant relationship, which disclosure shall be duly recorded in minutes or resolutions relating to such actions, and
- (b) Abstain from voting on such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes such contract or transaction.

Section 11. Organization. At each meeting of the Board of Directors, the President, or, in the President's absence, the Vice President or a person chosen by the Directors, present shall act as president. The Secretary shall act as secretary of each meeting of the Board of Directors. In the absence of the Secretary, the president of the meeting shall appoint a secretary of the meeting.

Section 12. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more standing, special or other committees, including without limitation an executive committee, to have and exercise such power and authority as the Board of Directors shall specify and as permitted by law. Each standing or special committee shall consist of three or more Directors. The members of special committees shall be appointed by the President, with the consent of the Board of Directors. In the absence or disqualification of a member of a standing committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such persons constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member.

Committees other than standing or special committees shall be committees of the Corporation and shall be known as "other committees." "Other committees" shall be created by the Board of Directors and composed of Society members. The Publication Committee shall be an "other committee," and the chairperson and members shall be appointed by the Board.

Nomination Committee Chairperson shall be elected by the membership in the same manner as Officers of the Corporation. The Chairperson of the Nomination Committee shall be elected in even years and shall be a Class II Director. Two members of the Nomination Committee shall be appointed by the Board of Directors, one member appointed in odd years, and one member appointed in even years.

At each meeting of a committee, a majority of members on the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 13. Meeting by Conference Telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 15. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV

ADVISORY BOARD

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of person(s) who are interested in the purposes and principles of the Corporation. The Advisory Board and each member thereof shall serve at the pleasure of the Board of Directors. Any vacancy in the Advisory Board may be filled by the Board of Directors and any member of the Advisory Board may advise the Board of Directors as to any matters that are put before it by the Board of Directors concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board of Directors nor shall it have the power to authorize the seal of the Corporation to be affixed to any papers that may require it.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation may consist of a President, a Vice-President, a Secretary, a Treasurer, a Chairperson of the Nominating Committee, and such other officers with such titles as the Board of Directors shall determine, all of whom shall be elected by and serve at the pleasure of the membership of the Corporation.

Section 2. Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected pursuant to Article III, Section 2 of these By-Laws by a majority vote of the membership and the results of the election will be announced at the annual meeting of the membership, and each officer shall hold office until the expiration of such officer's term of two years or until the earlier of such officer's successor being chosen and qualified or until such officer's death, resignation, or removal. One person may hold, and perform the duties of more than one office, provided that the offices of President and Secretary may not be held by the same person. All officers shall be ex-officio members of the Board of Directors and shall be subject to the supervision and direction of the entire Board.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board, either with or without cause, at any meeting of the Board at which a majority of the Directors is present.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer who is an ex-officio Director and who resigns as an officer shall also be deemed to have resigned as a Director pursuant to Article III, Section 5 of these By-Laws.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular election to such office.

Section 6. President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as the Board of Directors may assign to the President.

Section 7. Vice President. At the request of the President or in the event of the President's absence or disability, the Vice President shall perform the President's duties. The Vice President shall serve as Membership Chair and perform such other duties as the Board of Directors may assign to the Vice President.

Section 8. Secretary. The Secretary shall:

- (a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;
- (b) see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;
- (c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws; and

- (d) in general, perform all duties incident to the office of Secretary and such other duties as the President or by the Board of Directors may from time to time assign to the Secretary.

Section 9. Treasurer. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors;
- (b) exhibit at all reasonable times the Corporation's books of account and records to any of the Directors of the Corporation upon application during business hours at the office of the Corporation which such books are kept;
- (c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors as provided in Section 519 of the Not-for-Profit Corporation Law;
- (d) receive, and give receipt for, monies due and payable to the Corporation from any source whatever and subject to the direction of the Board of Directors, authorize the disbursement of monies of the Corporation;
- (e) in general, perform all the duties incident to the office of Treasurer, and such other duties as the President of the Board of Directors may from time to time assign to the Treasurer; and
- (f) if required by the Board of Directors, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may require.

Section 10. Chairperson of the Nomination Committee. The Chairperson of the Nomination Committee shall supervise the nominations for elections of officers and directors and shall work with other members of the Nomination Committee to ensure the integrity of the nomination process.

ARTICLE VI

STAFF

Section 1. Executive Director. The Board of Directors may employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board of Directors may delegate.

Section 2. Additional Personnel. From time to time, the Board of Directors may employ such other staff personnel with such titles as the Board of Directors shall determine according to available administrative funds and needs of the Corporation.

Section 3. Compensation. The Board of Directors may from time to time establish the rate of compensation and benefits for the Executive Director and staff personnel of the Corporation.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors, subject to the provision of Article III, Section 1, may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and don behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Endorsements for Deposit.

- (a) All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.
- (b) Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made without countersignature, by any officer of the corporation or may be made by hand-stamped impression in the name of the Corporation, unless otherwise provided by resolution of the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Corporation may be sold, transferred, or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined from time to time by resolution to the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, Directors, employees, and other persons permitted by law to be indemnified.

ARTICLE IX

GRANTS AND OTHER EXPENDITURES FOR THE ADVANCEMENT OF CHARITABLE PURPOSES

Section 1. Authorization. Grants, gifts, contributions, or other distributions for the advancement of the charitable purposes of the Corporation shall be made only if specifically authorized by the Board of Directors.

Section 2. Discretion Retained by the Board of Directors. The Board of Directors shall at all times maintain complete control and discretion over the distribution of monies received by the Corporation, and shall not enter into any agreement with any person or organization that would in any way limit such control or discretion. The Board of Directors shall not represent to any

person from whom it solicits or receives gifts, grants, or bequests, or contributions that any monies received will be distributed other than at the discretion of the Board. The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequests or contribution and return to the donor any such contribution actually received.

Section 3. Procedures for Description. The Board of directors shall adopt procedures from time to time for grants, gifts, contributions, or other distributions by the Corporation. Such procedures shall not be inconsistent with Federal tax law or the Non-for-Profit Corporation Law and shall further the charitable purposes of the Corporation.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 2. Seal. The Corporate seal shall have inscribed there on name of the corporation the year of the organization and the words “Not-for-Profit Corporation of New York.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner produced.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of accounts or the activities and transaction of the Corporation, including a minute book, which shall contain a copy of the Certificate upon Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors and committees, thereof.

ARTICLE XI

AMENDMENTS

Section 1. Certificate. The Board of Directors may amend the Certificate of Incorporation at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the Directors present or by unanimous written consent of the Board of Directors. The membership may amend or repeal the Certificate of Incorporation by (i) a majority vote at the meeting of the membership held annually or (ii) at a special meeting convened by the members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, provided that the number of votes cast representing a majority shall be at least equal to the quorum at an annual or special meeting.

Section 2. By-Laws. The Board of Directors may amend or repeal these By-Laws at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the Directors present or by unanimous written consent of the Board of Directors. The membership may amend or repeal these By-Laws by (i) a majority vote at the meeting of the membership held annually or (ii) at a special meeting convened by the members entitled to cast ten percent of the total number of votes entitled to be cast at such a meeting provided that the number of the

votes cast representing a majority shall be at least equal to the quorum at the annual or special meeting.

June 12, 2011