

**BY-LAWS**  
**OF**  
**NEW YORK STATE ASSOCIATION OF EUROPEAN HISTORIANS, INC.**

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A corporation governed by the  
Not-for-Profit Corporation Law of New York

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ARTICLE I  
MEMBERSHIP

Section 1. Membership terms. The membership of New York State Association of European Historians, Inc. (the “corporation”) shall be open to persons with a professional scholarly interest in the field of European history and who shall have paid dues set by the Board of Directors. The Board may authorize the annual dues to be included in the registration fees for the annual conference of the Association. Persons not attending the annual conference shall pay the dues in cash, check, or, if established by the corporation, electronic payment. All members shall have full voting rights as members of the Association. The term of membership shall begin at the annual meeting held at the annual conference of the Association or, if dues are paid for other than as part of the annual conference fees, at the time of payment, and shall terminate at the beginning of the next annual meeting unless renewed.

Section 2. Evidence of Membership. Membership in the Association shall be evidenced by the inclusion of the Member's name in a list of Members to be maintained under the direction of the Secretary. In addition, the Board of Directors may authorize the President of the Association to issue a certificate of Membership to each Member.

Section 3. Dues. Dues for membership shall be determined by the Board of Directors, provided that except as otherwise provided in these bylaws, the dues shall be determined upon the same basis for all members. The Board may authorize the reduction of dues for graduate students, adjunct faculty, and/or independent scholars and one year of free membership may be offered to the winner of the Blaszak Prize. Members shall not have distributive rights in the assets of the Association upon dissolution.

## ARTICLE II MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members of the Association, for the election of directors and officers and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year at the annual conference of the Association. The date that is two weeks before the date of the annual meeting of the Association shall be the record date of the Association. The Members who have paid their dues for the upcoming membership year on or before the record date shall be the only members entitled to vote at the annual meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the President or Vice President, and shall be called by the President or Vice President at the request in writing of three or more members of the Board of Directors, or at the request in writing of at least 40% of the Members of the Association. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Members shall be held at such time and at such place within or without the State of New York as the Board of Directors or the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given, personally, by mail, by facsimile telecommunications, or by electronic mail not less than 10 or more than 50 days before the date of the meeting, to each Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members. If sent by facsimile telecommunication or electronic mail, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary of the Association. Notwithstanding the foregoing, such notice shall not be deemed to have been given by facsimile telecommunication or electronic mail (a) if the Association is unable to deliver two consecutive notices to the Member by facsimile telecommunication or electronic mail or (b) the Association otherwise becomes aware that notice cannot be delivered to the Member by facsimile telecommunication or electronic mail. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

Section 4. Waiver of Notice. Whenever under any provision of these by-laws, the certificate of incorporation, the terms of any agreement or instrument, or law, the Members are authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his or her duly authorized attorney-in-fact, submit a signed waiver of such notice or time requirements. The

waiver must be signed by the Member or, if the Member is not a natural person, the Member's authorized officer, director, employee, or agent, by signing such waiver or causing the signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. The transmission of the waiver may be sent by electronic mail as long as it sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

Section 5. Quorum. At each meeting of Members for the transaction of any business, a quorum for the transaction of business shall consist of Members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of Members may be determined by the presiding officer.

Section 7. Voting. Each Member in good standing shall be entitled at every meeting of Members to one vote on all matters appropriate for consideration by the Association's Membership. Directors elected at any meeting of the Members shall, except as otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast. All other corporate action to be taken by vote of the Members shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast. The vote for directors, or upon any question before a meeting of the Members, shall not be by ballot unless the person presiding at such meeting shall so direct or any Member shall so demand. Proxies shall not be permitted.

Section 8. Reports. The Board of Directors shall present at each annual meeting a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- (a) The assets and liabilities, including the funds, of the Association as of the end of twelve month fiscal period of the Association terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during said fiscal period.

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during said fiscal period.

(e) The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the Association and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

Section 9. Written Consent of the Members Without a Meeting. Whenever by law Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members. The consent must be signed by each Member. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. Written or electronic consent thus given by all of the Members shall have the same effect as a unanimous vote of the Members.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the Association or these by-laws, the activities, property and affairs of the Association shall be managed by the Board of Directors.

Section 2. Number and Qualifications. The Board of Directors shall consist of ten persons, who shall be elected by the Members at the annual meeting of the Members from nominations made by the Nominating Committee. The directors may increase or decrease the

number of directors of the Association by a vote of the majority of the entire Board, but the number of directors constituting the entire Board shall at no time be less than three. No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least eighteen (18) years of age.

Section 3. Election and Term of Office. Before the first annual meeting of the Members pursuant to these bylaws, the initial Board of Directors named in the Certificate of Incorporation of the Association may elect directors. Thereafter, at each annual meeting of the Members or at any meeting of the Members held in lieu of such annual meeting, which meeting, for the purposes of these by-laws, shall be deemed the annual meeting, the Members shall elect directors. Directors shall hold office until the next annual meeting for the election of directors and until successors have been elected and qualified.

Section 4. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, or any such newly created directorships and vacancies occurring in the Board of Directors for any reason may be filled by vote of the Members at any meeting of Members, notice of which shall have referred to the proposed election. If any such newly created directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next annual meeting of Members, they shall be filled by vote of the Members at the annual meeting. A director elected to fill a vacancy, unless elected by the Members, shall hold office until the next meeting of Members at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified.

Section 5. Resignation. Any director of the Association may resign at any time by giving his or her resignation to the President, the Vice President or the Secretary. Such 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.

Section 6. Removal. Any director may be removed with or without cause by the affirmative vote of the Members or with cause by the affirmative vote of a majority of the Board of Directors at any meeting of the Board, notice of which shall have referred to the proposed action. Unexcused absence from two consecutive annual meetings shall, without limitation, be cause for removal.

Section 7. Compensation. No director of the Association shall receive, directly or indirectly, salary, compensation or emolument from the Association, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Association.

Section 8. Special Advisors. From time to time, the Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the Association to assist the Association in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the Association, nor any liability with respect thereto.

#### ARTICLE IV MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at the site of the annual conference of the Association, except as otherwise fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence or disability, the Vice-President, and must be called by such officer on written request by one-fifth of the entire Board of Directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be the regular meeting held immediately following the annual meeting of the Members, or such other regular meeting as the Board of Directors shall designate.

Section 4. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given by the President, the Vice-President or the Secretary to each member of the Board not less than three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, be delivering the notice to each member of the Board personally, by electronic mail, by facsimile telecommunication, or by telephone.

Section 5. Quorum and Action by Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than one-third of the entire Board, and the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with,

information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 8. Presence at the Meeting by Telephone. One or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting by such means shall constitute presence in person at the meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board or committee.

## ARTICLE V

### COMMITTEES OF DIRECTORS

Section 1. Board Committees. The Board of Directors may create committees of the Board, each consisting of three or more directors with one director being designated as the committee chairman, and may designate one or more directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee. The board shall appoint the members of such committee of the board, except that in the case of any executive committee or similar committee however denominated, the appointment shall be made by a majority of the entire board. Without limiting the foregoing, the Board shall establish a Nominating Committee for the purpose of recruiting and nominating candidates for election to the Board of Directors. Each other committee shall have such a name as may be provided from time to time in the resolution or resolutions of the Board of Directors, shall serve at the pleasure of the Board of Directors and shall have, to the extent provided in such resolution or resolutions, all the authority of the Board of Directors except as otherwise provided by law.

Section 2. Committees of the Association. The Board may designate committees of the Association that include persons other than directors for such purpose or purposes as shall be

specified upon the creation of such committee and shall elect the members of such committees. Each such committee shall have only such powers as are specifically delegated to it and shall serve at the pleasure of the Board of Directors.

Section 3. Acts and Proceedings. All acts done and power and authority conferred by the executive committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, an act under the authority of the Board of Directors. Each committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors when required.

Section 4. Meetings of Committees. Committees of directors shall meet at such times and places as the chairmen of the committees shall determine and the notice of the meeting shall specify. Meetings of committees of directors shall be governed by the provisions of Sections 4, 5, 6, 7 and 8 of Article IV of these by-laws, which govern meetings of the entire Board of Directors.

## ARTICLE VI OFFICERS

Section 1. Officers. Before the first annual meeting of the Members pursuant to these bylaws, the Board of Directors named in the Certificate of Incorporation of the Association shall elect a President, Vice-President, Secretary, and Treasurer, who shall also be directors, and may elect an Assistant Secretary and an Assistant Treasurer. At each annual meeting thereafter, the Members shall elect from among the directors a President, Vice-President, Secretary, and Treasurer. The Board of Directors may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such authority and perform such duties as are prescribed by these bylaws or by the Board of Directors from time to time, provided that no such additional officer shall have any authority that is equal to or greater than officers elected by the Members.

Section 2. Term of Office. Each of the President, Vice-President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer shall, unless otherwise determined by the Members, hold office until the next annual meeting of the Members and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

Section 3. Resignation. Any officer may resign at any time by notifying the Board of Directors, the President or the Secretary of the Association in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the Association, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the Board.

Section 5. The President. The President shall be the chief executive and administrative officer of the Association and shall have the general powers and duties of supervision and management of the Association and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors.

Section 6. The Vice-President. The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice-President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 7. The Secretary. The Secretary shall issue notices of all meetings of directors and Members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Board of Directors and keep minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the Board of Directors.

Section 8. The Assistant Secretary. The Assistant Secretary shall, in the absence or at the request of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Secretary shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Association. The Treasurer shall cause to be entered in the books of the Association to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Association. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the officer or as are properly required of the Treasurer by the Board of Directors.

Section 10. The Assistant Treasurer. The Assistant Treasurer shall, in the absence or at the request of the Treasurer, perform the duties and exercise the powers of the Secretary. The Assistant Treasurer shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 11. Officers Holding Two or More Offices. Any two or more offices, except those of President and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 14. Compensation. No officer of the Association shall receive, directly or indirectly, salary compensation or emolument from the Association, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Association.

ARTICLE VII  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each director and officer of the Association, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Association for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors. Notwithstanding anything to the contrary in this Article, the Association shall not provide any indemnification for any liability or expense of the director or officer if providing such indemnification would constitute an “excess benefit” under applicable provisions of the United States Internal Revenue Code of 1986 and regulations promulgated thereunder, as such law or regulations may be amended from time to time.

Section 2. Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the Association in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be

entitled to indemnification as authorized by this Article VII and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Members. To the extent permitted by law, the Board of Directors or, if applicable, the Members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Association makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Association and the director or officer from whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any director or officer of the Association or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Members, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of

expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Association or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available therefor.

## ARTICLE VIII

### CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the Association shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Association shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Association, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Association or to bind the Association thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise provided by the Board of Directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the Association to its directors and officers.

Section 4. Gifts. The Board of Directors, the executive committee or any authorized officer, employee or agent of the Association may accept on behalf of the Association any

contribution, gift, bequest or devise for any general or special purpose or purposes of the Association.

Section 5. Voting of Securities Held by the Association. Stocks or other securities owned by the Association may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or executive committee, such stocks or securities shall be voted by the President as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the Association shall be applied to the maintenance, expansion or operation of the lawful activities of the Association.

## ARTICLE IX CORPORATE SEAL

Section 1. Form of Seal. The seal of the Association shall be in such form as may be determined from time to time by the Board of Directors.

## ARTICLE X AMENDMENTS

Section 1. Procedure for Amending By-Laws. By-Laws of the Association may be adopted, amended or repealed (i) at any meeting of Members, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the Members, or (ii) at any meeting of the Board of Directors, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the entire Board of Directors; provided, however, that if any by-law regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Members for the election of directors the by-law adopted, amended or repealed, together with a concise statement of the changes made.