

## **BYLAWS**

### **The Renaissance Society of America, Inc.**

Amended Bylaws Adopted by the Board of Directors as of February 18, 2026

Effective as of [June 18, 2026]

#### **ARTICLE I. NAME**

The name of the corporation shall be The Renaissance Society of America, Inc. (hereinafter referred to as “the RSA”).

#### **ARTICLE II. PURPOSE**

The RSA is organized and operated exclusively as a charitable, scientific, or educational organization, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), and its regulations as they now exist, or as they may hereafter be amended. The purpose of the RSA shall be as provided for in the Certificate of Incorporation of the RSA.

#### **ARTICLE III. MEMBERS**

##### **Section 1. Membership Categories**

A. Qualifications. Membership in the RSA shall consist of individuals who have paid current dues and who meet such other criteria as set by the Board of Directors (hereinafter referred to as the “Board” and each member thereof as a “Director”) from time to time. Annual dues rates and provision for different dues levels shall be set and changed by the Board of Directors. Whatever the dues category, each Member shall be considered a full member with voting privileges.

B. Dates of Membership. Annual membership takes place on a rolling basis, beginning from the member’s join date.

##### **Section 2. Meetings of the Members**

A. Annual Meetings. The Annual Meeting of the Members shall be held at such time, date, and place as may be fixed by the Board (and may, if determined by the Board in its sole discretion, be held partially or solely by means of electronic communication in accordance with Section 603(a) of the N-PCL). The Annual Meeting’s agenda shall include the election of Directors who are elected by the Members and the delivery of the annual financial report as required by Section 519(c) of the New York Not-for-Profit Corporation Law (“N-PCL”).

B. Special Meetings. Special meetings shall be held whenever called by resolution of the Board, the President, or the Executive Director, or by a written demand to the Secretary of ten percent (10%) of the Members. The Secretary, upon receipt of such written demand or resolution, shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give notice. Special meetings shall take place at such time, date, and place as fixed by the Board, the President, or Executive Director, except special meetings called by ten percent (10%) of the Members, which shall be held at the time and date fixed by such Members (which date shall not be less than two nor more than three months from the date of such written demand).

C. Minutes. Minutes of the Member Meetings shall be kept with the corporate records of the RSA.

### **Section 3. Notices**

Notice of the time, date, and location of any annual or special meeting of the RSA shall be sent to each Member to the electronic mail address provided by that Member (unless the Member requests that notice be delivered by first class mail) not less than ten nor more than fifty days before the date of the meeting. No notice is required to be given to any Member who waives notice in writing or electronically, in either case in person or by proxy, before or after the meeting, or attends the meeting in person or by proxy without protesting the lack of notice prior to the conclusion of the meeting.

### **Section 4. Quorum; Adjournments of Meetings**

At all meetings of the Members, ten percent (10%) of the Members, or 100 Members, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

### **Section 5. Organization and Conduct of Meetings**

A. President & Secretary. The President shall preside at all meetings of the Members or, in the absence of the President, the Vice President shall preside. The Secretary shall act as secretary at all meetings of the Members but may designate a member of staff or a Member to act as secretary of the meeting.

B. Roberts Rules of Order. Robert's Rules of Order, as presented in the edition determined by the President or other Officer presiding at any meeting, shall govern meetings of the Members of the RSA except as otherwise provided in the Certificate of Incorporation, the Bylaws or the N-PCL; and provided that, for clarity, it is acknowledged that no act taken at a meeting by the

Members of the RSA shall be held to be invalid solely by reason of any noncompliance in respect to such meeting with Robert's Rules of Order.

### **Section 6. Voting; Record Date**

At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Any corporate action taken by vote of the Members shall be authorized by the majority of votes cast at a meeting at which a quorum is present in person or by proxy, unless the law requires a higher threshold.

The record date for notice of a Member meeting and eligibility to vote shall be ten days before the date of a Member meeting, unless otherwise fixed by the Board (provided that the record date shall not be more than fifty nor less than ten days before the date of the Member meeting).

### **Section 7. Proxy**

Members may vote by proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Proxies may be authorized in writing or by electronic transmission.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. Powers and Duties**

The RSA shall be governed by its Board. The Board shall have general power to control and manage the affairs and property of the RSA subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

### **Section 2. Board Qualifications and Composition.**

A. Qualifications. All Directors must be current Members of the RSA.

B. Composition. The Board is composed of nine Directors: (i) three At-Large Directors ("At-Large Directors"), (ii) the following officers who shall serve as Directors in an *ex officio*, voting capacity: the President; Vice President; the Immediate Past President; the Treasurer; and the Secretary (together, the "*Ex-Officio* Directors"), and (iii) the Executive Director who shall serve in an *ex officio*, nonvoting capacity. The "Entire Board" shall be the total number of Directors that would be entitled to vote on such matter, assuming for this purpose that no vacancies on the Board existed at the time of such vote.

### **Section 3. Election and Term**

A. At-Large Directors. At-Large Directors shall be nominated by the Nominating Committee and elected by the Members at the Annual Meeting of the Members. At-Large Directors shall each serve three-year terms and may be re-elected once for a total of two consecutive terms (for a maximum of six years). After serving the maximum allowed number of years, individuals who have served as At-Large Directors may be re-appointed or re-elected to the Board only after a hiatus of three years.

B. Ex-Officio Directors. All *Ex-Officio* Directors are elected or appointed as set forth in Article VII, Section 2 and shall serve for terms concurrent with their terms of office as set forth in Article VII, Section 3.

### **Section 4. Vacancies**

A. At-Large Directors. Vacancies in any At-Large Director post on the Board for any reason prior to the expiration of the term shall be filled by the President with the approval of the majority of the Entire Board until the next Annual Meeting of the Members.

B. Ex-Officio Directors. Vacancies in any *Ex-Officio* Director post on the Board shall be filled as set forth in Article VII, Section 4.

### **Section 5. Resignation; Removal**

A. At-Large Directors. Any At-Large Director may resign from the Board upon written notice to the President effective as specified therein or otherwise upon receipt of the President. Any At-Large Director may be removed (i) for cause by a vote of the Directors at a meeting upon ten days' notice to the Board and provided that there is a quorum present at such meeting or (ii) with or without cause by a vote of the Members.

B. Ex-Officio Directors. Any *Ex-Officio* Director who is removed or resigns from his/her position as an Officer in accordance with Article VII, Section 5 shall automatically cease to be a Director.

### **Section 6. Board Meetings**

A. Annual, Regular and Special Meetings; Notice. The Board shall hold meetings at least twice a year at such date, time, and place fixed by the Board and with at least one month's notice to each Director. Other special meetings of the Board may be called by the President or the Executive Director as needed in sufficient time for the convenient assembly of the Directors. Notice need not specify the purpose of any meeting. Notice may be by telephone, fax, or physical or electronic mail. Directors may waive notice in writing or electronically before or after a meeting and attendance at the meeting shall constitute waiver of notice, unless the Director protests any lack of notice prior to the conclusion of the meeting.

B. Quorum. A quorum shall consist of a majority of the Entire Board.

C. Remote Participation (but not Proxies). Neither proxy nor absentee votes shall be permitted at the Board or any Board Committee meetings. Only those voting Directors who are present at the meeting, or participating in the meeting via conference telephone or similar communications equipment or by electronic video screen communication provided all participants can hear each other at the same time, shall be counted for purposes of the quorum or vote.

D. Action of the Board. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the voting Directors present at the time of the vote shall be the act of the Board.

E. Unanimous Written Consent without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all voting Directors consent in writing. Any such consent shall be filed with the minutes of the Board.

## **Section 7. Board Policies**

The Board shall adopt and maintain a Conflicts of Interest Policy and an Investment Policy consistent with the requirements of New York law.

## **ARTICLE VI. BOARD COMMITTEES**

### **Section 1. Board Committees in General**

The Board shall create an Audit Committee and may create other Board Committees and appoint Directors to serve on such committees. Board Committees shall be comprised of at least three (3) Directors who shall have all the powers of the Board to the extent provided in the resolution designating it or in the Certificate of Incorporation or these Bylaws. Board Committee members and chairs shall be appointed by vote 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. Each Board Committee shall keep minutes of its proceedings. Each Board Committee shall have the authority of the Board with the exception of the following matters:

- i. Transactions which must be submitted to Members for approval under the N-PCL, including the sale, lease, or exchange of other disposition of all or substantially all of the assets of the RSA, a plan of merger or consolidation, and the dissolution of the Corporation;
- ii. The filling of vacancies in the Board or any Board Committee;
- iii. The amendment or repeal of these Bylaws or the adoption of new Bylaws;
- iv. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- v. The fixing of Directors' compensation for serving on the Board or on any Board Committee;

- vi. The election or removal of Officers and Directors;
- vii. The amendments to the Certificate of Incorporation.

## **Section 2. Audit Committee**

There shall be an Audit Committee of the Board to oversee the RSA's outside auditors, internal fiscal controls and financial report. The Audit Committee shall be a Board Committee consisting of the President, Vice President, and an additional director appointed by the Board. All voting members of this committee shall be "independent directors" as defined under the N-PCL.

## **Section 4. Committee Governance**

For each Board Committee, a majority of voting members shall constitute a quorum and shall act by majority of votes cast by those voting members present at the time of the vote. Any action required or permitted to be taken by any Board Committee may be taken without a meeting if all voting members of the Board Committee consent in writing (including electronically). Any such consent shall be filed with the minutes of the Board Committee.

# **ARTICLE VII. OFFICERS**

## **Section 1. Officers**

The Officers of the RSA shall be the President, Vice President, Immediate Past President, Executive Director, Treasurer, and Secretary. The Board may, from time to time, elect or appoint any such other Officers and/or assistant officers as it may determine; provided, however, that unless otherwise specified herein, any such additional Officer or assistant officer shall not be an *Ex-Officio* Director.

## **Section 2. Elections**

A. Vice President, President and Immediate Past President. The Vice President shall be nominated by the Nominating Committee and elected by the Members. The individual serving as Vice President shall automatically be appointed as the President at the end of his or her term as Vice President. The individual serving as President shall automatically be appointed as the Immediate Past President at the end of his or her term as President.

B. Treasurer and Secretary. The Treasurer and Secretary shall be elected by the Board.

C. Executive Director. The Executive Director shall be appointed by the Board.

## **Section 3. Term of Office**

Each Officer shall hold office for the term for which they are elected or appointed as specified in this Section 3, and until their successor has been elected or appointed and qualified. If an Officer

is appointed to fill a vacancy pursuant to Section 4 below, the time served for the remainder of another Officer's term shall not count for the purpose of determining term limits.

A. Vice President, President and Immediate Past President. The term of office for the positions of Vice President, President, and Immediate Past President shall be two years. These positions are not ever subject to reappointment without a hiatus of three years.

B. Treasurer and Secretary. The Treasurer and Secretary shall each serve three-year terms and may be reappointed once, for a total of two terms.

C. Executive Director. The office of Executive Director is renewable on an ongoing basis, subject to biannual review procedures outlined and maintained by the Board.

#### **Section 4. Vacancies**

Vacancy in the Presidency for any reason prior to the expiration of his or her term shall be filled by the Vice President. Should vacancies occur in both offices prior to the expiration of the terms, the Presidency shall be filled for the remainder of the term by a Director by approval of the Board. Vacancies in any other Officer post on the Board for any reason prior to the expiration of the term shall be appointed by the President for the remainder of the term with the approval of the Board.

#### **Section 5. Removal; Resignation**

The Vice President, President and Immediate Past President may be removed with or without cause by a vote of the Members or with cause by a vote of the majority of the Entire Board. The Treasurer, Secretary and Executive Director may be removed with or without cause by a vote of the majority of the Entire Board; provided, however, that removal of the Executive Director shall be subject to the terms of any employment arrangement between the Executive Director and the RSA.

Any Officer may resign at any time upon written notice to the Executive Director. The resignation shall be effective upon the date set forth in the notice, or if no date is specified, upon receipt by the Executive Director.

#### **Section 6. Officer Compensation**

Any Officer is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the RSA when authorized by a majority of the Entire Board in accordance with the RSA's Conflicts of Interest Policy.

## **Section 7. Duties of Officers**

A. President and Vice President. The President shall serve as chair of meetings of the Board and the Members, exercise general supervision over the affairs of the RSA, subject, however, to control of the Board and shall perform such other duties from time to time as may otherwise be assigned by the Board. In the absence of the President, the Vice President shall preside at such meetings. In the absence of both, the Executive Director shall preside.

B. Executive Director. The Executive Director shall be charged with the executive and administrative management of the affairs of the RSA and such other powers and the performance of such other duties as from time to time may be assigned to him or her by the Board, subject to oversight by the Board.

C. Treasurer. The Treasurer shall ensure the keeping of full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate, and shall supervise the investment of its funds as directed or authorized by the Board. The Treasurer shall perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the Board. The Treasurer, together with the President, shall present the annual financial report to the Members as required by Section 519(a) of the N-PCL.

D. Secretary. The Secretary will be responsible for preparing the minutes of each meeting of the Board. In the absence of the Secretary, the presiding officer will appoint a secretary of the meeting. The Secretary shall keep the minute books and other records and the seal of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board.

## **Section 8. Employees and Other Agents**

From time to time, the Executive Director may employ such other staff personnel with such titles as he or she determines according to available administrative funds and the needs and budget of the RSA. The Board may appoint any such personnel as officers of the Corporation for purposes of executing financial and other instruments.

## **ARTICLE VIII. NON-BOARD COMMITTEES**

### **Section 1. Non-Board Committees in General**

The RSA may have non-Board committees (referred to as “committees of the corporation” in the N-PCL), each of which shall have such name, purposes and powers, and perform such duties, not inconsistent with law, as may be assigned to it by the Board, but shall lack authority to bind the RSA. All non-Board Committee members serve at the pleasure of the Board and may be removed by the Board at any time with or without cause.

## **Section 2. Nominating Committee**

A. Purpose. There shall at all times be a Nominating Committee to identify and nominate candidates for the positions of Vice President, At-Large Directors, Members At-Large of the Nominating Committee, Chair of each Standing Advisory Committee listed in Section 5 below, and any other positions specified in a Board-approved charter.

B. Composition and Appointment. The Nominating Committee shall consist of nine members as follows:

- (i) six Members-at-Large: four of the six shall be directly elected by the Members from a slate of up to eight nominees proposed by the Nominating Committee, and two of the six shall be nominated by the Nominating Committee for ratification by the Members;
- (ii) one member of the Board of Directors (who shall not be eligible for reelection in the year for which the Nominating Committee is being constituted) who shall be appointed by the President and who shall serve as Chair of the Nominating Committee;
- (iii) one member of the Executive Council who shall be appointed by the Executive Council (as described in Section 4 below); and
- (iv) the Executive Director (who shall serve without a vote).

C. Terms. Members-At-Large shall serve two-year terms. Representatives of the Board and Executive Council shall serve one-year terms. Subject to eligibility, Members may be re-elected once.

D. Vacancies. If there is a vacancy on the Nominating Committee from among the Members At-Large, the President may nominate a replacement to complete that term, for confirmation by a vote of the remaining Nominating Committee members. Any other vacancies on the Nominating Committee shall be filled in the same manner as the original appointment was made and shall serve for the unexpired portion of the initial term. The replacement shall then be eligible for reelection according to the rules above.

E. Charter. The Nominating Committee shall adopt a charter that further details its procedures; provided, however, such charter, and any amendments thereto, must be approved by the Board.

## **Section 3. Professional Conduct Committee**

The Professional Conduct Committee exists to ensure and advocate for the highest standards of professionalism and mutually respectful engagement among colleagues in accordance with the RSA Professional Conduct Policy (the “Policy”). The Professional Conduct Committee shall adopt a charter that further details its composition, procedures and responsibilities consistent with the Policy; provided, however, such charter, and any amendments thereto, must be approved by the Board.

#### **Section 4. Executive Council**

There shall be an Executive Council of the RSA consisting of the Vice President, the Executive Director (non-voting) and the chairperson of each of the Standing Advisory Committees listed below in Section 5 *ex officio*. The Executive Council shall bring critical strategic issues to the Board for consideration and provide advice to the Board on issues upon request. The Vice President shall serve as the Chair of the Executive Council. The Executive Council shall adopt a charter that further details its procedures and responsibilities; provided, however, such charter, and any amendments thereto, must be approved by the Board.

#### **Section 5. Standing Advisory Committees**

A general description of each Standing Advisory Committee's role is set forth below. The Board, in consultation with the Executive Council, shall adopt a charter (and approve any amendments to such charters) for each Standing Advisory Committee that further details the committee's mission, composition and responsibilities. The Chair of each of the following committees shall nominate the members of such committee, subject to the approval of the Board. The Chairs shall also ensure that such committee's duties are carried out, and shall prepare and file regular reports and proposals as necessary for the meetings of the Executive Council, according to policies, procedures, and schedules adopted by the Executive Council.

A. Annual Fund Committee. This Committee shall be responsible for oversight of the RSA's annual fund drive.

B. Associate Organizations and International Cooperation Committee. This Committee shall be responsible for facilitating partnerships with other international and domestic organizations.

C. Conference Program Committee. This Committee shall be responsible for soliciting and vetting submissions for the program of the RSA Annual Meeting.

D. Digital and Multimedia Committee. This Committee shall be responsible for promoting activity in the area of multimedia publications and collaboration.

E. Graduate Student Advisory Committee. This Committee shall be responsible for organizing programs and promoting networking for student members.

F. Equity and Inclusion Committee. This Committee shall be responsible for considering issues related to equity and inclusion in the RSA.

G. Membership Committee. This Committee shall be responsible for assisting with Member relations and increasing the membership of the RSA.

I. Professional Development Committee. This Committee shall be responsible for organizing and hosting the RSA's professional development webinars.

J. Publications Committee. This Committee shall be responsible for the content of all scholarly publications that are or may be issued in the name of the RSA. Editors of all publications shall be appointed by the Board. All publications, including special issues or other projects are subject to prior Board approval.

K. Research Fellowships Committee. This Committee shall be responsible for the submission and evaluation process for the RSA's program of research fellowships.

L. Teaching Committee. This Committee shall be responsible for overseeing the RSA's program of awards for teachers and organizing programs for teachers.

#### **Section 4. Additional Non-Board Committees**

The Board may create additional non-Board committees (advisory or ad hoc) as needed in its discretion. The President may appoint such committee members chosen from RSA membership and/or the Board.

### **ARTICLE IX. INDEMNIFICATION AND INSURANCE**

#### **Section 1. Indemnification**

The RSA (a) shall, to the fullest extent required or hereinafter required by law, and (b) may, to the fullest extent now or hereafter permitted by law: indemnify any person made, or threatened to be made, a party to any action, proceeding or investigation by reason of the fact that he or she or his or her testator was a Director, Officer, employee or agent of the RSA, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

#### **Section 2. Insurance**

The RSA shall have the power to purchase and maintain insurance to indemnify the RSA for any obligation which it incurs as a result of its indemnification of Directors, Officers, agents and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above. The RSA shall also have the power to advance expenses.

### **ARTICLE X. AMENDMENT**

#### **Section 1. Member Approval of Amendments to the Certificate of Incorporation and Bylaws**

Any proposed changes to amend or repeal any provision of the Certificate of Incorporation or the Bylaws must be proposed to the Board. If approved by the Board in accordance with Article IV, such changes shall then be proposed to the Members for vote and, upon a vote of the Members in accordance with Article III, shall be effective.

## **Section 2. Board Approval of Amendments to the Certificate of Incorporation and Bylaws**

- A. **Bylaws.** These Bylaws may also be amended by the Board effective upon the vote of a majority of Directors then in office at a meeting at which a quorum is present (or by unanimous written consent of the Directors then in office), without vote of the Members. Any change so approved and made effective by the Board, shall be communicated to the Members with a notice of the changes made prior to the next meeting of Members in accordance with the notice requirements of Article III and may be subsequently amended by the Members at such meeting by a vote of the Members.

Periodically but no less than every four years, the Board shall undertake a review of the Bylaws and bring recommended revisions to the Board for a vote.

- B. **Certificate of Incorporation.** The Board may make the following amendments to the Certificate of Incorporation without approval of the Members: specify or change the location of the office of the RSA; specify or change the post office address of the RSA for service of process; and make, revoke or change the designation of a registered agent and/or its address.

## **ARTICLE XII. CHECKS AND FINANCIAL DISBURSEMENTS**

The Board shall designate the signers of checks and withdrawal orders on the RSA's bank accounts and other evidence of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Unless otherwise determined by the Board, the Executive Director and the President shall have the authority to sign contracts on behalf of the RSA in the ordinary course which are consistent with any budget approved by the Board. The Board may determine who, in addition, to the Executive Director and the President, shall have contract signing authority.

## **ARTICLE XIII. FISCAL YEAR; BOOKS**

The fiscal year of the RSA shall commence on July 1 and conclude on June 30. There shall be kept at the office of the RSA correct books of account of the activities and transactions of the RSA, including the Certificate of Incorporation; a copy of these Bylaws; minutes of meetings of the Members, Board, and committees; and lists of the names and contact information of Members.

#### **ARTICLE XIV. DISSOLUTION OF THE RSA**

The RSA may be dissolved only at a special meeting called for the purpose, and in the manner prescribed by the laws of the State of New York and the provisions of its Certificate of Incorporation.