

BY-LAWS
OF
ASSOCIATION OF PRINT SCHOLARS, INC.

1. The name of the corporation is Association of Print Scholars, Inc. (“APS”).

2. APS shall have any powers allowed under the New York Not-for-Profit Corporation

3. PURPOSE.
 - The Association of Print Scholars (APS) is a non-profit organization that encourages innovative and interdisciplinary methodological approaches to the history of printmaking, print culture, and print theory. By maintaining an active website, sponsoring working groups, and hosting periodic symposia, APS facilitates dialogue and community among its members and promotes the dissemination of their ideas and scholarship. As funding permits, APS will sponsor projects in the digital humanities that advance knowledge of printmaking. Membership is open to anyone whose research focuses on printmaking across all geographic regions and chronological periods.

4. MEMBERSHIP.
 - Section 1. APS shall be a membership corporation.
 - Section 2. Membership in APS shall consist of those persons who have paid current annual dues.
 - Section 3. Dues shall be set in accordance with the activities of APS and shall be payable annually to APS, c/o the treasurer. Dues are due annually, based on the date of membership rather than the calendar year. Changes in the level of dues shall be ratified by a simple majority of the members present at the annual meeting or voting by proxy. Current dues for members are \$30, or \$15 for student members.
 - Section 4. Upon its dissolution, the assets of APS shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

5. MEETINGS

- Section 1. APS shall hold a business meeting during the time of the IFPDA Print Fair, or at such time and place as a quorum of the membership shall agree upon at its last annual meeting.
- Section 2. APS shall hold a minimum of one meeting per year.
- Section 3. A quorum shall consist of those present in person or by proxy at the annual meeting.
- Section 4. Any additional regional meetings of APS may be held at the discretion of the Board.

6. VOTING

- All members of APS shall be entitled to one vote.

7. ORGANIZATION

- Section 1. Elected Officers shall be comprised but not limited to the following:
 - **A President**, who shall serve for a term of two years, except for the initial Co-Presidents, who shall serve for four. The President shall preside over all meetings, shall have general management over the affairs of APS, and perform all duties incidental to the office. The President will become a member of the Advisory Board upon completion of his or her term.
 - **A Vice President**, who shall serve for a term of two years. The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the President resign, be removed from office, become incapacitated, or be unable to fulfill his/her duties, that authority will fall to the Vice President, who shall become the Acting President. The first Vice President shall be appointed at the initial meeting of the Board of Directors of APS. The Vice President will automatically become the President at the expiration of their two-year term, unless he or she declines the office, in which case the Board will appoint a President.
 - **A Treasurer**, who shall serve a term of two years. The Treasurer is responsible for all fiscal matters.
- Section 2. Appointed Officers will be appointed by the President, subject to the approval of the Board of Directors. The Appointed Officers shall be comprised of but not limited to the following:
 - **A Secretary**, who shall serve for a term of two years. The Secretary shall record the minutes of each meeting and distribute them at or before the next meeting.

- **A Membership Coordinator**, who shall serve for a term of two years. The Membership Coordinator is responsible for maintaining membership records and soliciting annual membership dues.
- **A Website Coordinator**, who shall serve for a term of two years. The Website Coordinator will coordinate the management of the APS website.
- **A Grants Coordinator**, who shall serve for a term of two years. As funding is available, the Grants Coordinator will review of grant applications with the assistance of a committee. The Grants Coordinator will also be responsible for publicizing the grants program.
- **An Events Coordinator**, who shall serve for a term of two years. The Events Coordinator will organize public and private events for the organization and promote these events to the general public and APS membership.
- **A Marketing Coordinator**, who shall serve a term of two years. The Marketing Coordinator will facilitate outreach for APS in the US and Europe to help build membership and awareness of the group in the art community and within other disciplines.
- No employee of the Association of Print Scholars, Inc. shall serve as Chair of the Board of Directors.
- **Section 3. APS shall have a Board of Directors.**
 - The Board of Directors shall be responsible, along with the Officers, for the administration of the APS.
 - The number of Directors shall be three. The number of Directors may be decreased to not fewer than three, or increased to any number from time to time by amendment of this section.
 - The above Officers of APS shall also hold a seat on the Board of Directors for the duration of their official term in office.
 - No individual shall be entitled to more than one vote on the board.
 - The Board of Directors shall include the three Directors At-Large and the above officers of APS,. Each Director At-Large will serve a term of three years. At the annual meeting next held after the adoption of these bylaws, there shall be an election by ballot for three Directors At-Large of the corporation, divided equally into three classes, of whom one director shall be elected for a term of one year, one director for two years, and one director for three years. At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for the term of three years and until their successors have been elected and qualified.
 - A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of

the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

- A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the board without other notice than such resolution.
- Attendance at meetings of the Board of Directors may be accomplished via telephone, video conference, or similar electronic means.
- Section 4. ELECTIONS. The Vice President, Treasurer, and Directors shall be elected at the annual meeting at the expiration of their respective terms, upon a call for nominations that is circulated electronically. Election results shall be announced to the membership.
- Section 5. RESIGNATION. An Elected Officer or member of the Board of Directors shall hold office until the annual meeting of members in the year in which their term expires and until his or her successor shall have been elected and qualified.
- Section 6. COMPENSATION. No person who may benefit from a compensation arrangement may be present at or otherwise participate in any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that the person present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting thereon.

8. BOARD OF ADVISORS

- APS shall have a Board of Advisors, consisting of established scholars in the field who advise the Board and Officers on matters related to their individual fields of expertise. Members of the Board of Advisors shall be nominated by the Board of Directors. The Board of Advisors shall have no term limit. Each member of the Board of Advisors shall be entitled to the same voting privileges as APS members. At any point, a member of the Board of Advisors may run for elected office or serve a duly elected term on the Board of Directors.

9. COMMITTEES

- Section 1. The President shall have the power to appoint members to standing committees with the approval of the Board of Directors.
- Section 2. Members or groups of members may form additional committees subject to the approval of the President and the Board of Directors are informed.

10. AMENDMENT TO THE BYLAWS. The bylaws may be amended at the annual meeting of the Board of Directors subject to majority vote.

11. DISSOLUTION. In the event of the dissolution of this corporation, or if it shall cease to carry out the purposes set forth in Article 2, all the business, property, and assets of the corporation shall be distributed to an organization or organizations organized and operated exclusively for any purpose that is tax exempt under § 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the assets or property of this corporation shall be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by members or for any other purpose, it being the intent in the event of the dissolution of this corporation, or on its ceasing to carry out the purposes of the corporation, that the property and assets then owned by the corporation shall be devoted to any purpose that is tax exempt under § 501(c)(3) of the Internal Revenue Code of 1986.

12. INDEMNIFICATION BY ASSOCIATION OF PRINT SCHOLARS, INC.
 - Section 1. The Association of Print Scholars, Inc. shall, to the fullest extent to which it is empowered to do so and in accordance with the procedures as required herein and under applicable laws of the state of New York or any other applicable laws, as may from time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Association of Print Scholars, Inc., or is or was serving at the request of the Association of Print Scholars, Inc. as a director or officer of another Association of Print Scholars, Inc. partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts incurred by him or her in connection with such action, suit or proceeding.
 - Section 2. The provisions of this Article shall be deemed to be a contract between the Association of Print Scholars, Inc. and each director or officer who serves in any such capacity at any time under the relevant provisions herein and under applicable laws of the state of New York or other applicable laws, if any, are in effect, and any repeal or modification of any such law or of the provisions herein shall not affect any state of facts then or theretofore existing or any action, suit or proceeding theretofore existing or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event a person entitled to indemnification under this Article claims indemnification,

the Association of Print Scholars, Inc. shall take all required action to bring about a prompt and good-faith determination of such person's right to indemnification hereunder.

- Section 3. Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the Association of Print Scholars, Inc., or are or were serving at the request of the Association of Print Scholars, Inc. as employees or agents of another Association of Print Scholars, Inc., joint venture, partnership, trust or other enterprise, may be indemnified to the extent the Association of Print Scholars, Inc. is empowered to do so under applicable laws of the state of New York or any other applicable laws, when and as authorized at any time from time to time by the board of directors in its sole discretion.
- Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association of Print Scholars, Inc. in advance of the final disposition of such action, suit or proceeding upon receipt of a written agreement by or on behalf of a director and an officer to undertake to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association of Print Scholars, Inc. as authorized in this article. The provisions of this Section shall apply to employees or agents when the board of directors has authorized such indemnification under the provision herein.
- Section 5. The indemnification and advancement of expenses provided or permitted by this Article or granted under applicable laws of the state of New York shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled by law, agreement or otherwise, and shall continue as to a person who ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- Section 6. The Association of Print Scholars, Inc. shall have the power to purchase and maintain, on behalf of any person who is or was a director, officer, employee or agent of the Association of Print Scholars, Inc. or is or was serving at the request of the Association of Print Scholars, Inc. as a director, officer, employee or agent of another Association of Print Scholars, Inc., partnership, joint venture, trust or other enterprise, insurance against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such whether or not the Association of Print Scholars, Inc. would have the power to indemnify such person against such liability under the provisions of this Article.
- Section 7. If the Association of Print Scholars, Inc. has paid indemnity or has advanced expenses, pursuant to this Article, a director, officer, employee, or agent, the Association of Print Scholars, Inc. shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.