BYLAWS
OF
SOCIETY FOR THE ADVANCEMENT OF AMERICAN PHILOSOPHY

ARTICLE I: NAME AND REGISTERED OFFICE

Section 1. Name. The name of this corporation is the Society for the Advancement of American Philosophy, a nonprofit corporation organized under the laws of the State of Alabama.

Section 2. Registered Office. The Corporations shall at all times maintain a registered office and a registered agent. The registered agent shall be one of the Corporation's officers or the Corporation's legal counsel. The registered office shall be the office of the Corporation's officer or legal counsel serving as registered agent.

ARTICLE II: PURPOSE

The Corporation is organized exclusively for charitable, scientific, and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax Code. More specifically, the purpose of the Corporation is to advance awareness of and research in the history of American philosophy; to educate the public about American philosophy by holding lectures, panels, and conferences; to sponsor discussion groups and other for a for the exchange of academic and scholarly information about American philosophy; and to encourage original, creative work in the tradition of American philosophy by awarding prizes, scholarships, fellowships, and grants for study, research, and scholarship about American philosophy.

ARTICLE III: MEMBERS

Section 1. Generally. Any individual who supports the objectives of the Corporation and who is willing to contribute to the achievement of those objectives is qualified for

membership upon completion and acceptance of a membership application. A member whose annual dues are current or who is not required to pay dues will be considered a member in good standing.

Section 2. Dues. Membership dues as set by the Board of Directors shall be collected by the Treasurer each spring. There shall be no dues for retired persons, graduate students, or those involuntarily unemployed.

Section 3. Meetings. The annual meeting of the members of the Corporation shall be held at such time and location as determined by the Board of Directors. Special meetings of the members may be called by the President or by the Board of Directors. All meetings of the members may be held at any location inside or outside the State of Alabama at such places as determined by the Board of Directors. Official notice of the annual meeting shall be given by or at the direction of the President or the Secretary either personally or by mailing or e-mailing a notice stating the day, time, and location, of the meeting to all members in good standing not less than ten (10) nor more than ninety (90) days prior to the annual meeting; this provision shall not prevent the Corporation from providing members advance notice by whatever means may be deemed appropriate more than ninety (90) days before the annual meeting date. Written notice of any special meeting shall be given by the President, the Secretary, or the persons calling the meeting either personally or by mailing a notice stating the day, hour, place, and purpose of the meeting to all members in good standing not less than ten (10) days nor more than (50) days before the date of the meeting.

Section 4. Voting. The voting rights of the members of the Corporation shall consist of voting on the election of Directors in accordance with Article IV, the election of officers in accordance with Article V, the removal of member-elected officers, the amendment of the Articles of Incorporation, and the amendment of these Bylaws (provided that the members shall not have the exclusive right to amend these Bylaws). Only those members in good standing actually present shall be entitled to vote for at-large Directors and for elected officers; proxy voting shall not be allowed in voting for at-large Directors or for elected officers. All members in good standing actually present or represented by proxy shall be entitled to vote on the removal of member- elected officers, on proposed amendments to the Articles of Incorporation, and on proposed amendments to these Bylaws. Cumulative voting shall not be allowed. A quorum of members shall consist of the number of members in good standing actually present and voting. Unless otherwise

provided in these Bylaws or required by law, a simple majority of the votes entitled to be cast on any matter to be voted upon by the members at any meeting at which a quorum is present shall be sufficient for the proposed action to be taken.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Number of Directors. Other than the initial Board of Directors named in the Articles of Incorporation, the Board of Directors shall consist of thirteen (13) members until changed by an amendment to these Bylaws, except that the number of Directors shall never be less than three (3). The Board of Directors shall consist of five (5) *ex officio* voting members (the President, Vice President, Secretary, Treasurer, and Immediate Past President); two (2) *ex officio* non- voting members (the Editor of *The Pluralist* and the Director of Communications); and six (6) additional at-large Directors. Except as provided otherwise in these Bylaws or by corporate resolution, the management of the business and affairs of the Corporation shall be vested in its Board of Directors.

Section 2. Terms. Each initial Director named in the Articles of Incorporation shall serve until the first annual meeting of the Corporation's members following the adoption of these Bylaws or until his or her successor is elected and qualified. Thereafter, each *ex officio* member of the Board of Directors shall serve a term equal to the term of his or her qualifying (underlying) office and until his or her respective successor is duly elected and qualified. At the first annual meeting of the Corporation's members following the adoption of these Bylaws, the six (6) at- large Directors shall be divided into three (3) equal groups so as to stagger their terms of office. The Directors in Group 1 shall each serve an initial term of one (1) year and until their respective successors are duly elected and qualified; the Directors in Group 2 shall each serve an initial term of two (2) years and until their respective successors are duly elected and qualified; and the Directors in Group 3 shall each serve an initial term of three (3) years and until their respective successors are duly elected and qualified. Thereafter, the at-large Directors shall each serve staggered terms of three (3) years and until their respective successors are duly elected and qualified. However, no At-large Director shall serve more than two (2) consecutive terms on the Board of Directors. New Directors shall not take office until after the close of the annual meeting at which they were selected.

Section 3. Selection. Starting with the first annual meeting of the Corporation's members following the adoption of these Bylaws, the seven (7) *ex officio* members of the Board of Directors shall be selected in accordance with the procedures described in Article V of these Bylaws for the filling of those Board members' qualifying (underlying) offices. Starting with the first annual meeting of the Corporation's members following the adoption of these Bylaws, the six (6) at-large Directors (or such number as whose terms are expiring at any future annual meeting of the Corporation's members) shall be elected by a simple majority vote of the Corporation's members in good standing actually present; the election shall be conducted in the same manner as the election for officers. New Directors shall not take office until after the close of the annual meeting at which they were selected.

Section 4. Removal. An *ex officio* member of the Board of Directors may be removed from office in accordance with the procedures described in Article V of these Bylaws for the removal of such member from his or her qualifying (underlying) offices. Any of the six (6) at-large Directors may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. Upon any Director's removal, death, resignation, or inability to serve, the remaining Directors shall elect a replacement Director for the unexpired portion of the Director's term of office.

ARTICLE V: OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of the President, the Vice President (who shall also be the President-Elect), the Secretary, the Treasurer, the Immediate Past President, the Editor of *The Pluralist*, and the Director of Communications.

Section 2. Terms. The President shall serve a term of two (2) years and until his or her successor is duly elected and qualified; the Vice President shall serve a term of two (2) years and until his or her successor is duly elected and qualified; the Immediate Past President shall serve a term of two (2) years and until his or her successor is duly qualified and takes office; the Treasurer shall serve a term of four (4) years and until his or her successor is duly elected and qualified; the Secretary shall serve a term of four (4) years and until his or her successor is duly elected and qualified (these terms shall be staggered, two and two); and the Director of Communications shall serve a term of two

(2) years and until his or her successor is duly appointed and qualified. New officers shall not take office until after the close of the annual meeting at which they were selected.

Section 3. Selection. A nominating committee shall present a slate of elected officer candidates. This slate must include at least two candidates for every open elected position, with the exception of Secretary and Treasurer, who may continue in that office uncontested, with the consent of the Board. In any case, the floor will be open for additional nominees from the membership for those positions. The President-Elect (serving for two years as Vice-President), the Secretary, and the Treasurer (or such of these officers as whose terms are expiring at any future annual meeting of the Corporation's members), shall be elected at the annual meeting of the Corporation's members by a simple majority vote of the members in good standing actually present. The election of a new secretary or a new treasurer shall take place one year prior to the expiration of the current term to allow for proper training and transition. Other officers shall be selected as provided in these Bylaws.

Section 4. Removal and Vacancies. Any officer elected by the Corporation's members may be removed from office, either with or without cause, at any time by the affirmative vote of two- thirds majority of the Corporation's members in good standing actually present or represented by proxy whenever in such members' judgment the best interests of the Corporation will thereby be served. All other officers may be removed from office, either with or without cause, at any time by the affirmative vote of two-thirds majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and advancement of the Corporation's affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. It shall be the duty of the President to preside over the Corporation's meetings and to take such measures as are necessary and prudent to safeguard the Corporation's primary goals and to further its successful continuation and progressive expansion. In consultation with members of the Board of Directors, the President shall determine dates and places of meetings and shall appoint committees and chairpersons of committees. He or she shall also chair the Board of Directors' meetings and shall be an *ex officio* member of all committees. In addition, he or she shall also perform those duties which usually devolve upon a president of a

non-profit corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director.

Section 6. Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President. It shall be the duty of the Vice-President to provide general support and assistance to the President. In addition, the Vice-President shall direct and oversee a committee charged with selecting papers from the annual meeting for publication in the issue of the Society's official journal devoted to such papers. This committee shall consist of three members: the President, the Vice President, and the journal editor. Additional members may be added by the Vice President upon consultation with the Board of Directors.

Section 7. Secretary. The Secretary shall issue notices of meetings and shall conduct all other official correspondence involving the Corporation both internally in relation to its active members and externally in relation to public notices and correspondence, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation (if any), shall serve as custodian for all corporate records, shall authenticate corporate records, and shall make such reports and perform such other duties as are incident to his or her office or which may be delegated to him or her by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer and of the financial condition of the Corporation. In addition, the Treasurer shall solicit, receive, and deposit in a special checking account the membership dues levied annually; prepare an annual report of the Corporation's financial standing; and compile a list of members to be circulated among the members. He or she shall also have the authority to sign checks on behalf of the Society for the disbursement of funds for the fully authorized purposes of the Society. Furthermore, the Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors. It shall be the responsibility of the Treasurer to coordinate his or her activities with those of the Secretary.

Section 9. Immediate Past President. Except as otherwise provided in these Bylaws, upon the natural completion of his or her term of office as the President of the Corporation, the outgoing President shall automatically succeed to the office of Immediate Past President. The Immediate Past president shall be an *ex officio* voting member of the Board of Directors and shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

Section 10. Editor of *The Pluralist*. The President, in consultation with the Board of Directors, shall appoint an Editor of *The Pluralist* to a renewable two (2) year term. The Editor shall be an *ex officio* non-voting member of the Board. The President, in consultation with the Board of Directors and *The Pluralist* Editor, shall also appoint a Book Review Editor, who shall also serve a renewable two (2) year term.

Section 11. Director of Communications. The President, in consultation with the Board of Directors, shall appoint a Director of Communications to a renewable three (3) year term. The Communications Director shall be an *ex officio* non-voting member of the Executive Committee. The duties of the Director of Communications shall include, but not be limited to, compiling and maintaining the Corporation's Internet website (if any).

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings Generally. The Board of Directors shall meet at least one (1) time each year at such time(s) and location(s) as determined by the Board. The annual meeting of the Corporation shall be held during the annual meeting of the Corporation's members at such time and location as determined by the Board of Directors. Special meetings may be held at the call of the President or any two members of the Board.

Section 2. Location of Meetings. All meetings may be held inside or outside the State of Alabama at such places as determined by the Board of Directors.

Section 3. Notice. Unless otherwise required by law, no notice need be given of any regular meeting. Notice of a special meeting shall be given by any usual means of

communications at least three (3) days before the special meeting and shall contain the date, time, location, and purpose of the special meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

Section 5. Action Without Meeting. Unless required otherwise by law, the Articles of Incorporation, or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent is signed by all members of the Board, and if such written consent is filed with the minutes of proceedings of the Board of Directors. Written consent may be provided in counterparts and submitted to the Secretary.

ARTICLE VII: COMMITTEES

Section 1. Generally. The Board of Directors may appoint and designate one or more committees to perform one or more functions of the Corporation or the Board of Directors. The Board of Directors may appoint and remove, from time to time, members of such committees. All committees, standing and otherwise, shall report to the Board of Directors as requested by the Board but at least once annually, typically in connection with the annual meeting.

Section 2. Nominating Committee. This committee shall consist of three (3) members serving staggered terms of three (3) years each, who are appointed by majority vote of the Board of Directors, and who are not members of the Board of Directors, the Schneider Award Committee, or the Coss Dialogues Committee.

Section 3. Herbert Schneider Award Committee. This committee shall consist of three (3) members serving staggered terms of three (3) years each, who are appointed by majority vote of the Board of Directors, and who are not members of the Board of Directors, the Nominating Committee, or the Coss Dialogues Committee.

Section 4. Coss Dialogues Committee. The committee shall consist of three (3) members who serve staggered terms of three (3) years each, who are appointed by majority vote of the Board of Directors, and who are not members of the Board of Directors, the Nominating Committee, or the Schneider Award Committee.

Section 5. SAAP Session Organizers Committee. The committee shall consist of the organizers of SAAP sessions at the meetings of the Eastern, Central, and Pacific Divisions of the APA, and at the meetings of other societies as appropriate, and shall be appointed by a majority vote of the Board of Directors for staggered terms of three years each, which terms shall be indefinitely renewable. These organizers shall be elected at the annual meeting or, if this is not possible, as vacancies occur.

Section 6. Program Committee. The Program Committee shall consist of the four (4) elected members of the Board of Directors in Groups 2 and Group 3 or otherwise in their first or second year of service on the Board and other members of the Corporation (in numbers as deemed necessary) as appointed by the Board of Directors by majority vote. The committee shall be co-chaired by the two elected members of the Board of Directors in their second year on the Board. Should a vacancy during a term arise, the President will appoint a member of the Corporation to serve out the remainder of the term. The Program Committee shall have the power to invite members or non-members to participate in the programs and to accept or reject applications to present papers. However, the speakers for the Coss Dialogues shall be invited by the members of the Coss Dialogues Committee.

Section 7. Graduate Student Representatives Committee. The committee shall consist of three (3) members who are current graduate students, or no more than one (1) year post-Ph.D., appointed by the President with approval from the Board of Directors for renewable terms of two (2) years. The duties of the Graduate Student Representatives Committee shall include, but not be limited to, inviting members or non-members to

participate in Graduate Student session(s) at the Annual Meeting and at the meetings of other societies as appropriate.

Section 8. Grants Committee. The committee shall consist of three (3) members: the Immediate Past President of the Society, and two (2) at-large Directors in their third year of service. The duties of the Grants Committee shall include, but not be limited to, supervising the disbursement of Society funds for awards, fellowships, grants, prizes, and scholarships for research, scholarship, and study about American philosophy.

ARTICLE VIII: REGIONAL DIVISIONS

The President may, upon approval of the Board of Directors, authorize the organization of regional divisions within the Corporation and may appoint a member as Temporary Secretary for a particular region, with power to arrange and preside at meetings of the members in that region. Regional divisions shall not collect dues over and above the national dues.

ARTICLE IX: AGENTS AND EMPLOYEES

The Corporation may engage such agents, employees, and volunteers, and for such duties and responsibilities as may seem necessary or appropriate. Unless otherwise specified, any such agents, employees, and volunteers, shall be under the direct supervision of the President.

ARTICLE X: CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or

engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE XI: INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, (1) that in making investments the members of the Board of Directors shall exercise their duties of care and good faith in the same manner as ordinarily prudent persons would under similar circumstances, and (2) that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under section 501(c)(3) of the Internal Revenue Code or any future federal tax code.

ARTICLE XII: EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, representative, or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or any future federal tax code, or by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code or any future federal tax code.

ARTICLE XIII: CONFLICT OF INTEREST

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is

intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. The following definitions shall apply to this conflict of interest policy:

A. Interested Person. Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under section 3 of this conflict of interest policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures. The following procedures shall apply to this conflict of interest policy:

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: (1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed, and, (2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from

voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (1) has received a copy of the conflicts of interest policy; (2) has read and understands the policy; (3) has agreed to comply with the policy; and (4) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (1) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (2) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV: COMPENSATION AND LOANS

Section 1. Compensation. The Directors of the Corporation shall receive no compensation for their services as Directors or officers, but shall be entitled to reimbursement for reasonable expenses incurred in connection with such service. In addition, the Directors may make payments for such clerical assistance and for such professional services as they deem necessary for the conduct of the affairs of the Corporation.

Section 2. Loans. Under no circumstances shall the Corporation make loans to Directors, officers, or employees.

ARTICLE XV: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification Generally. To the extent allowed or required by law, the Corporation shall indemnify and hold harmless each of its Directors and officers against any and all expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding, in which he or she is made a party by reason of his or her being or having been a Director or officer of the Corporation, and the amount of any judgment or award in such action, suit or proceeding.

Section 2. Settlement. In the event of settlement of such action, suit, or proceeding, indemnification shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred by such Director of officer, but indemnification in the instance of settlement shall be provided only if this settlement is for the best interest of the Corporation and the Director or officer to be indemnified has not been guilty of gross negligence or wanton misconduct in respect to any matter covered by the settlement. This right of indemnification shall not be deemed exclusive of other right or rights to which he or she may be entitled under these Bylaws, an agreement, a vote of Directors, or otherwise.

Section 3. Insurance. Unless prohibited by law, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the individual against the same liability either under these Bylaws or under the applicable law.

ARTICLE XVI: GENERAL PROVISIONS

Section 1. Seal. The Corporation may adopt and use a seal. The seal shall consist of the word "SEAL" and the name of the Corporation within one or more circles.

Section 2. Fiscal Year. The Corporation's fiscal year shall end on March 31.

Section 3. Bank and Brokerage Accounts. The Corporation shall establish one (1) or more bank accounts at such institution or institutions as the Board of Directors may select. The Treasurer (or such other person as may be designated or authorized by the Board) shall, from time to time, deposit all corporate funds not otherwise employed into such account or accounts to the Corporation's credit. In addition, the Corporation may, at the discretion of the Board of Directors, establish one (1) or more brokerage accounts with such broker or brokers as the Board of Directors may select.

Section 4. Checks and Drafts. All checks, drafts, or other orders for payment of funds issued in the Corporation's name shall be issued by or at the direction of the Treasurer (or such other person as may be designated or authorized by the Board of Directors) and shall be signed by the Treasurer.

Section 5. Captions. The captions contained in these Bylaws are solely for the convenience of the reader and shall not have any legal effect and shall not be deemed as a restriction or an enlargement of the meaning of any portion of these Bylaws.

ARTICLE XVII: AMENDMENTS

These Bylaws may be amended either by a two-thirds (2/3) majority vote of the members of the Board of Directors then in office or by a two-thirds (2/3) majority vote of those members of the Corporation in good standing actually present or represented by proxy.

CERTIFICATION

I, Ryal Brunson, do hereby certify that I am the duly elected and qualified Secretary of the Society for the Advancement of American Philosophy, a nonprofit corporation organized under the laws of the State of Alabama, and that the foregoing is a true and correct copy of the Bylaws adopted by the Corporation's Board in accordance with law and the Articles of Incorporation of said Corporation.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed as of the 1st day of April, 2026.

Secretary