

Current By-Laws

BY-LAWS OF THE SOCIETY OF FINANCIAL STUDIES

(As amended through May 21, 2019)

ARTICLE I

NAME

The name of the Corporation is THE SOCIETY FOR FINANCIAL STUDIES.

ARTICLE II

JOURNALS

The Corporation publishes *The Review of Financial Studies*, *The Review of Asset Pricing Studies*, and *The Review of Corporate Finance Studies* (hereafter RFS, RAPS, and RCFS, respectively, or collectively the “Journals”).

ARTICLE III

OFFICES

SECTION 2.1 PRINCIPAL OFFICE. The principal office for the transaction of business of the Corporation (“principal executive office”) shall be located in the County of Los Angeles, State of California. The Council of the Corporation, as described in Section 5.1 hereof (hereinafter the “Council”), may change the principal executive office from one location to another within the United States of America. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section 2.1, or this Section 2.1 may be amended to state the new location.

SECTION 2.2 OTHER OFFICES. The Council may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business, whether within or outside its state of incorporation.

ARTICLE III

MEMBERSHIP

SECTION 3.1: CLASSES OF MEMBERS.

a. Members Named. There shall be four (4) classes of members of the Corporation: Administrative Members, Regular Members, Student Members and Institutional Members. Only Administrative Members and Regular Members (hereinafter sometimes referred to as the “Voting Members”) shall be eligible to vote or hold office in the Corporation. Subscribers to any of the Journals published by the Corporation are members of the Corporation and these members shall receive each published issue of the journal(s) to which they subscribe.

i. Administrative Members. The then Executive Editors of the Journals and Councilors of the Corporation shall be Administrative Members of the Corporation. In addition, all members of the Founding Committee (Michael J. Brennan, George M. Constantinides, Nils H. Hakansson, Jonathan E. Ingersoll, Robert H. Litzenberger, Robert C. Merton, Merton H. Miller, Richard W Roll, Stephen A. Ross, Myron S. Scholes, Chester S. Spatt, Joseph T. Williams) shall be Administrative Members for life.

ii. Regular Members. Any individual interested in financial economics, except as described in clause (iii) hereof, is eligible to become a Regular Member.

iii. Student Members. Any student who is a degree candidate for any undergraduate or graduate degree at any educational institution accredited in the jurisdiction where located, is eligible to become a Student Member. No student may renew a Student Membership at any time when such student is employed on a full-time basis at the time of renewal. Student Members are not eligible to hold office in the Corporation and shall have no voting rights.

iv. Institutional Members. Any institution interested in furthering the study of financial economics, such as banks, savings and loans, libraries, research centers, educational institutions and the like, is eligible to become an Institutional Member of the Corporation. Institutional Members are not eligible to hold office in the Corporation and shall have no voting rights.

b. Termination of Membership. Executive Editors of the Journals and Councilors of the Corporation shall be Administrative Members until they no longer serve as Editors or Councilors, as the case may be. Regular Members, Student Members and Institutional Members shall continue to be members provided that they renew their respective memberships on an annual basis.

c. Annual Dues. Administrative Members shall not be required to pay annual dues. Regular and Institutional Members shall be required to pay an equal amount of annual dues as determined by the Council.

SECTION 3.2 TRANSFER OF MEMBERSHIPS.

Under no circumstances may a membership in the Corporation or any rights arising from such membership be transferred either voluntarily or involuntarily, whether free or for consideration. Any such attempted transfer shall be void.

SECTION 3.3 VOTING AND ATTENDANCE RIGHTS.

a. Membership Voting Rights. Administrative members and Regular Members are the only members of the Corporation entitled to vote. Student Members and Institutional Members shall have no voting rights.

b. Membership Meetings. Administrative Members and Regular Members are the only members of the Corporation entitled to attend membership meetings.

SECTION 3.4 MEETINGS.

a. Place of Meetings. Meetings of the Voting Members shall be held at any place within the United States designated by the Council. In the absence of any such designation, meetings of the Voting Members shall be held at the principal executive office of the Corporation.

b. Annual Meetings. The Voting Members of the Corporation shall hold at least one regular meeting per year, namely, the annual meeting, which shall be held each year at the time, place and in conjunction with a meeting either owned by the SFS or with a history of ten or more years and over two hundred registered participants; provided, however, that the Council shall have the right to postpone the date of any annual meeting of Voting Members to a date not more than sixty (60) days after the date provided for such annual meeting in this subsection (b). In such event, the Council shall cause the Voting Members to be notified of the new date for the annual meeting as provided in subsection (d) hereof.

c. Special Meetings. Special meetings of the Voting Members of the Corporation may be called at any time by any of the following: the Chair of the Council, if any, the Council, the President, or by petition of five percent (5%) or more of the Voting Members of the Corporation.

d. Notice of Members' Meetings.

i. General Notice Contents. A good faith effort will be made to announce all meetings on the Journals' websites. The notices shall specify the place, date and hour of the meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (2) in the case of the annual meeting, those matters which the Council, at the time of giving notice, intends to present for action by the Voting Members, but any proper matter may be

presented at the meeting for such action. The notice of any meeting at which Officers are to be elected shall include the names of all those who are nominees at the time the notice is given to the Voting Members.

ii. Notice of Certain Agenda Items. Notwithstanding paragraph (i) hereof, if the action proposed to be taken at any meeting of Voting Members for approval includes any of the proposals hereinafter listed, the notice shall state the general nature of the proposal. Action by the Voting Members on the proposals hereinafter listed is invalid unless the notice states the general nature of the proposal. The proposals that must be described in the notice are as follows:

- (1) Removing a Councilor for cause;
- (2) Filling vacancies on the Council by the Voting Members;
- (3) Amending the Articles of Incorporation; or
- (4) Voluntarily dissolving the Corporation.

iii. Manner of Giving Notice.

Except as provided in Section 8.1(b)(vi) hereof, all notices of meetings of Voting Members shall be sent by electronic mail, or otherwise made available on a public World Wide Web site maintained for the purposes of the Corporation, or otherwise given in accordance with this subsection (d) not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Voting Member who, as of the time said notice is given, is entitled to vote thereat.

e. Quorum. A majority of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Voting Members; provided, however, that if notice of the general nature of the matters to be voted upon at any regular meeting of the Voting Members is given in accordance with Section 3.4(d)(i) hereof, then, and in such event, six (6) Voting Members, all of whom are present in person or electronically, including at least one (1) Officer of the Corporation and three (3) members of the Council other than such Officer, shall constitute a quorum for the transaction of business at a meeting of the Voting Members. The Voting Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum.

f. Waiver of Notice. The transactions of any meeting of Voting Members, either annual or special, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present as defined in Section 3.4e above, and if, either before or after the meeting, each person entitled to vote, who was not able to attend per Section 3.4e, signs a written waiver of notice or a consent to the holding of such meeting, or a written approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of Voting Members, except that if action is taken, or proposed to be taken, for approval of any of those matters specified in subsection (d) (ii) hereof, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the records of the Corporation or made a part of the minutes of the meeting. In addition, attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except (1) when the person objects, at the beginning of the meeting, to the transaction of any business due to the inadequacy or illegality of the notice, and (2) that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by subsection (d) (ii) hereof to be included in the notice but not so included, if such objection is expressly made at the meeting.

g. Conduct of Meetings. Meetings of Voting Members shall be presided over by the President of the Corporation, or in her or his absence by any Vice President, or, in the absence of both, by a Councilor of the Corporation. The Secretary of the Corporation shall act as Secretary of the meeting. In the absence of the Secretary, the presiding Officer shall appoint a person to act as Secretary of the meeting.

h. Voting.

i. Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of Councilors must be by secret ballot if more than one person is nominated for any given place on the Council.

ii. Cumulative Voting. A Voting Member may not cumulate votes for the election of Councilors. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of members, including election of Councilors.

iii. Majority Vote. If a quorum is present, the affirmative vote of a majority of the Voting Members represented at the meeting entitled to one vote on each matter, including, but not limited to, the election of Councilors, shall be the act of the Voting Members, unless the vote of a greater number is required by the legal code of the state of incorporation.

i. Adjournment. Any meeting of Voting Members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Voting Members represented at that meeting. However, in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Section 3.4. Where a meeting of Voting Members is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than forty-five (45) days, then, and in such event, notice of the adjourned meeting shall be given to each Voting Member entitled to vote at the adjourned meeting in accordance with the provisions of subsection (d) hereof.

SECTION 3.5 ACTION BY WRITTEN CONSENT WITHOUT A MEETING.

a. General. Any action that may be taken at any annual or special meeting of Voting Members, including, but not limited to, the election of Councilors, may be taken without a meeting if the Corporation distributes a written or electronic ballot to every member entitled to vote on the matter. All such written or electronic ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the ballot to the Corporation, indicate the number of responses needed to meet the quorum requirement (as hereinafter described) and, with respect to ballots other than for the-election of Councilors, state the percentages of approvals necessary to pass the measure submitted. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

b. Quorum Requirements. Approval by written or electronic ballot pursuant to this Section 3.5 shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 3.6 FREEDOM FROM LIABILITY. No member of the Corporation shall be personally liable for any of the debts, liabilities or obligations of the Corporation.

ARTICLE IV
COUNCIL
SECTION 4.1 COMPOSITION.

a. Number. The number of Councilors of the Corporation shall be no less than nine (9) and no more than twenty (20); provided, however, that under no circumstances may more than forty-nine percent (49%) of the Councilors be “interested persons.” Each Councilor shall be a member of a Committee of this Corporation known as the “Council”. For the purposes of this Section 4.1, an “interested person” means either:

i. Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor or otherwise; or

ii. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person described in subsection (i) hereof.

b. Members. The following shall be Councilors of this Corporation and in the aggregate shall constitute the Council of this Corporation: :

i. The Officers of the Corporation;

ii. A minimum of six non-interested persons who are not Executive Editors of the Journals and are not Officers of the Corporation, hereafter referred to as Outside Councilors.

SECTION 4.2 TERMS OF OFFICE. The Officers of the Corporation shall serve for those terms specified in Section 5.2 hereof. The Outside Councilors shall serve for those terms specified in Section 6.2 hereof.

SECTION 4.3 VACANCIES.

a. Events Causing Vacancy. A vacancy or vacancies in the Council shall be deemed to exist upon the occurrence of the following:

i. The death or resignation of any Councilor;

ii. A Councilor no longer serving the Corporation in one of the capacities listed in subsections (b)(i) through (b)(iv) of Section 4.1 hereof;

iii. The declaration by resolution of the Council of a vacancy in the office of any Councilor who has been removed for Cause as provided for in subsection (c) hereof;

iv. An increase in the authorized number of Councilors; or

v. The failure of the Council or the Voting Members, at any meeting of the Council or Voting Members at which any Councilor or Councilors are to be elected, to elect the number of Councilors to be elected at such meeting.

For purposes of this subdivision (a), if a Councilor has been declared of unsound mind by a final Order of any court, convicted of a felony or been found by final Order of any court to have breached a duty under the below-described Article 3 and the Council does not declare a vacancy in the office of a Councilor within thirty (30) days after such court order becomes final, then any Councilor may file a complaint with the Superior Court of the proper County to remove such Councilor from office.

b. Resignations. Except as otherwise provided in this subsection (b), any Councilor may resign. Such resignation shall be effective upon such Councilor giving written notice to the Chair of the Council, the President, the Secretary or the Council, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Councilor is effective at a future time, the Council may elect a successor to take office when the resignation becomes effective. No Councilor may resign when the Corporation would then be left without a duly elected Councilor in charge of its affairs.

c. Removal by Council for Cause. Any Councilor may be removed for cause at any time by a resolution duly adopted by two-thirds (2/3) of the Council at a special meeting of the Council, called for that purpose and duly noticed. A Council Member may be removed for cause if such Council Member has been declared of unsound mind by a final order of any court, been convicted of a felony, been found by final Order of any court to have breached a duty under the laws of the state of incorporation of the Corporation, or been determined by the Council to have failed to perform his or her corporate duties ("Cause"). Whenever a Councilor is removed for Cause, the Secretary shall give written notice of such removal to such Councilor. Removal of any Officer of the Corporation or Executive Editor for Cause, will also serve as the removal of such individual from the Council.

d. Vacancies Filled by Councilors. Any vacancy existing in the Council for whatever reason shall be filled by a majority of the Councilors then in office, whether or not less than a quorum, or by the sole remaining Councilor. The person filling such a vacancy shall hold office as a Councilor until the expiration of the term of office of the Councilor whose vacancy he or she is selected to fill and a successor has been elected and qualified.

e. No Vacancy on Reduction of Number of Councilors. No reduction of the authorized number of Councilors shall have the effect of removing any Councilor before that Councilor's term of office expires.

SECTION 4.5 POWERS.

a. General Corporate Powers. Subject to the provisions of the Non-Profit Corporation Law of the state of incorporation of the Corporation and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Voting Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Council, including, but not limited to, control over the Boards of Editors and the publication of the Journals.

b. Specific Powers. Without prejudice to the aforementioned general powers, and subject to the same limitations, the Councilors shall have the power to:

i. Carry out the charitable purposes of the Corporation as expressed in its Articles of Incorporation.

ii. Establish the policies of the Corporation.

iii. Adopt rules and regulations, consistent with these Bylaws, for the guidance of, and the management of, the affairs of the Corporation. These affairs include the Journals of the Corporation and any conferences sponsored or funded by, in whole or in part, by the Corporation. The Council is responsible for setting the policies of the Journals; while the Executive Editors are responsible for the editorial process of each of their Journals.

iv. Nominate and remove all officers, and select and remove all agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

v. Change the principal executive office or the principal business office of the Corporation within the United States from one location to another; cause the Corporation to be qualified to do business in any state, territory, dependency or country and conduct business within or outside the United States; and designate a place within or outside the United States for the holding of any meeting of members, Voting or otherwise, including the annual meeting of Voting Members described in Section 3.4(b) hereof.

vi. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

vii. Establish, in addition to the standing committees hereinafter provided for, such committees as the Council may deem necessary or desirable and fix the duties and powers of said other committees.

SECTION 4.6 DUTIES.

The Councilors shall:

a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of corporation of this Corporation or by these Bylaws. This includes the appointment of an auditor of the books of the Corporation.

b. Cause to be kept open to the inspection of any person entitled thereto and making proper demand thereof, a book of minutes of all meetings of the Council, and adequate and correct books of account of the properties and business transactions of the Corporation, all in the form prescribed by law and showing the details required by law.

c. Meet at such times and places as required by these Bylaws.

SECTION 4.7 MEETINGS.

a. Place of Meetings; Meetings by Electronic Voice Communication. Regular meetings of the Council may be held at any place that has been designated from time to time by resolution of the Council. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Council shall be held at any place within or outside the United States that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this subsection (a), a regular or special meeting of the Council may be held at any place consented to in writing by all the members of the Council either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Councilors participating in the meeting can hear one another, and all such Councilors shall be deemed to be present in person at such meeting.

b. Organizational Meeting. Immediately before each annual meeting of Voting Members, at the same place where said annual meeting of Voting Members is held, the Council shall hold a regular meeting for the purpose of organization, election of Editors and the transaction of such other business as may properly come before the meeting. Notice of this meeting shall not be required.

c. Other Regular Meetings. Other regular meetings of the Council shall be held at such time as shall from time to time be fixed by the Council. Such regular meetings may be held without notice.

d. Special Meetings.

i. Authority to Call. Special meetings of the Council for any purpose may be called at any time by the Chair of the Council or the President. Such call shall be in writing and filed with the Secretary of the Corporation.

ii. Notice

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Councilor by one of the following methods: (I) by personal delivery or written notice; (II) by first-class mail, postage prepaid; (III) by electronic communication. All such notices shall be given or sent to the Councilor's address or directed at the Councilor's telephone number or physical or electronic address as shown on the records of the Corporation.

(2) Time Requirements. Notices sent by first-class mail shall be postmarked at least three weeks (21 days) before the time set for the meeting. Notices given electronically shall be sent at least two weeks (14 days) before the time set for the meeting. Notwithstanding the foregoing, with respect to a special meeting called to amend the Articles of Incorporation or these Bylaws, the notice shall be given, no matter by what means, at least 30 days before the time set for the meeting.

(3) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, except that where one of the purposes of the meeting is the amendment of the Articles of Incorporation or these Bylaws, the notice shall so indicate.

e. Quorum. The larger of one-fifth (1/5) of the authorized number of Councilors or three (3) Councilors, in either case including at least one outside Councilor, shall constitute a quorum for the transaction of business, except to adjourn as provided in subsection (h) of this Section 4.7. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Councilors, if any action taken is approved by at least a majority of the required quorum for such meeting.

f. Waiver of Notice. The transactions of any meeting of the Council, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Councilors not present signs a written waiver of notice, a written consent to holding the meeting or a written approval of the minutes with respect to such meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the records of this Corporation or made a part of the minutes of the meeting. Waiver of notice of a meeting shall also be deemed given by any Councilor who attends the meeting without protesting prior thereto or at its commencement about the lack of adequate notice.

g. Conduct of Meetings. Meetings of Councilors shall be presided over by the Chair of the Council, or if the Corporation does not have a Chair, the President of the Corporation, or in his or her absence, by the Vice President, or, in the absence of both, by a Councilor chosen by a majority of the Councilors present. The Secretary of the Corporation shall act as Secretary of the meeting. In the absence of the Secretary, the presiding officer shall appoint any Councilor present at the meeting to act as Secretary thereof.

h. Adjournment. A majority of the Councilors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours. In such event, before the adjourned meeting may resume notice of the time and place for resumption of the adjourned meeting shall be given in accordance with subsection (d) (ii) of this, Section 4.7 to the Councilors who were not present at the time of the adjournment.

SECTION 4.8 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Council may be taken without a meeting, if all members of the Council, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the Council. Such written consent or consents shall be filed with the minutes of the proceedings of the Council.

SECTION 4.9 FEES AND COMPENSATION OF COUNCILLORS

A. Councilors shall serve without compensation for any services rendered by them to the Corporation in their capacity as a Councilor.

B. Upon approval by a majority of the Council of the Corporation, the Corporation may directly compensate the Executive Editors, Editors, and/or the Associate Editors of the Journals.

SECTION 4.10 LIMITATION. A person who is a Councilor of the Corporation shall not solicit services from the Corporation through any procedure or means which would not be available to such person were he or she not a Councilor; and the Corporation shall not, in providing services or purchasing services, equipment or other supplies, give preferential treatment to any person by reason of the fact that such person is a Councilor, or a relative of a Councilor of this Corporation as defined in Section 4.1(a) (ii) hereof. In determining whether a majority of the Councilors approve the Corporation entering into any transaction in which a Councilor, or a relative of a Councilor, as defined in said Section 4.1(a)(ii), has a material financial interest, the material facts of the transaction and the Councilor's interest therein shall be fully disclosed to the Council prior to the approval thereof and the vote of such interested Councilor shall not be taken into account in determining whether the Council has approved such transaction.

SECTION 4.11 FREEDOM FROM LIABILITY. No Councilor of the Corporation shall be personally liable for any of the debts, liabilities or obligations of the Corporation.

ARTICLE V OFFICERS

SECTION 5.1 NUMBER AND TITLES. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Council, a Chair of the Council or such other officers as may be appointed in accordance with the provisions of Section 5.4 hereof. No individual may serve concurrently as more than one officer; provided, however, that the same person may serve concurrently as both the Secretary and Chief Financial Officer.

SECTION 5.2 QUALIFICATIONS AND TERM OF OFFICE. Each officer shall serve for a three (3) year term or until (1) his or her successor is elected, (2) his or her resignation, or (3) his or her removal at the pleasure of the Council, whichever shall first occur. No individual may be elected as President or as a Vice President more than once. There is no limit on the number of terms an individual may serve as the Secretary and/or Chief Financial Officer. The Executive Editors may not simultaneously be an officer of the Corporation, but all other members of the Board of Editors may simultaneously be officers of the Corporation.

SECTION 5.3 NOMINATIONS OF OFFICERS, ELECTIONS, and VACANCIES. Nominations for new officers of the Corporation are made by the Council, a Nominating Committee appointed by the Council, or by petition of 5% of the Voting Members. New officers are elected by a majority of votes, whether through acclamation or ballots, from a quorum of Voting Members as defined in Section 3.4(e). A vacancy among the officers that arises before the normal expiration date of the affected officer's term shall be filled by the Council. Individuals selected to fill such vacancies shall hold such

office until their successors are duly elected and qualified, until their earlier resignations or until removed by the Council.

SECTION 5.4 SUBORDINATE OFFICERS. The Council may appoint, and may authorize the President or another officer to appoint, such other officers for the Corporation as its business may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties as may be specified in these Bylaws or determined from time to time by the Council.

SECTION 5.5 REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed for Cause, as defined in Section 5.4(c) hereof, by a resolution duly adopted by the Council.

SECTION 5.6 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Council. Any such resignation shall be effective as of the giving of such written notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 5.7 RESPONSIBILITIES OF OFFICERS.

a. Chair of the Council. The Chair of the Council, if there be one, shall preside at meetings of the Council and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Council or prescribed by these Bylaws. If there is a vacancy in the office of President, the Chair of the Council shall, in addition, be the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in subsection (b) hereof.

b. President. Subject to such supervisory powers, if any, as may be given by the Council to the Chair thereof, if there be one, the President shall, subject to the control of the Council, generally supervise, direct and control the business and the officers of the Corporation. He or she shall preside at all meetings of the Council in the absence of the Chair of the Council, or if there be none, and at all meetings of the members and at all meetings of the Executive Committee, if there be one. The President shall have such other powers and duties as may be prescribed by the Council or these Bylaws, which may include, but shall not be limited to, the following: the power to execute all agreements with governmental agencies for funding of the Corporation and all leases of real property; and the power, with the approval of the Council, to appoint the chairs of all committees, except the Executive Committee. The President shall also be a member, ex-officio with vote, of all standing committees (except that the President may designate a Vice President to be a member, ex-officio with vote, of any standing committee, in place of the President); and perform such other duties as may be required by these Bylaws.

c. Vice Presidents. The Corporation shall have one Vice President and such additional Vice Presidents as the Council may determine in its discretion. In the absence or disability of the President, the Vice President, or if more than one, in order of their rank as fixed by the Council or, if not ranked, the Vice President designated by the Council, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Council.

d. Secretary. The Secretary shall be responsible for the following:

i. Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Council may direct, a book of minutes of all meetings and actions of Councilors, committees of Councilors, and members, with the time and place of holding, whether

regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.

ii. Membership Records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Council, a record of the corporate members, showing the names of all members and their addresses.

iii. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Council required to be given by these Bylaws. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by law, the entire Council, the Articles of Incorporation or these Bylaws.

e. Chief Financial Officer. The Chief Financial Officer shall attend to the following:

i. Books of Account. The Chief Financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Councilor at all reasonable times.

ii. Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit all moneys and other valuables in the name of, and to the credit of, the Corporation with such depositories as may be designated by the Council; shall disburse the funds of the Corporation as may be ordered by the Council; shall render to the President and the Councilors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Council or these Bylaws.

iii. Tax Compliance. The Chief Financial Officer shall be responsible for the filing of any necessary tax forms, the disbursement of required tax payments, and the filing of any forms required to preserve the Corporation's nonprofit status.

iv. Delegation of Duties. The Chief Financial Officer may delegate all or part of his or her duties to such other officer of the Corporation or Executive Editor of one of the Journals published by the Corporation as the Chief Financial officer may from time to time designate in writing.

ARTICLE VI

OUTSIDE COUNCILORS

SECTION 6.1 NUMBER AND TITLES. There shall be a minimum of six (6) and maximum of twelve (12) Outside Councilors. No individual may serve concurrently as an Outside Councilor of the Corporation and either an Officer of the Corporation or an Executive Editor of one of the Journals published by the Corporation.

SECTION 6.2 QUALIFICATIONS, ELECTION, TERM OF OFFICE AND VACANCIES. Outside councilors shall have staggered three (3) year terms, with a minimum of two (2) Outside Councilors being appointed each year. Candidates are to be nominated by the Council or by a Search Committee appointed by the President of the Council. New Outside Councilors are elected by a majority of votes, whether through acclamation or ballots, from a quorum of Voting Members as defined in Section 3.4(e). A vacancy among the Outside Councilors that arises before the expiration date of the affected Councilor's term shall be filled by the Council. Individuals selected to fill such vacancies shall hold such office until his or her successor is duly elected and qualified, until his or her earlier resignation or until removed by the Council. No individual may serve more than two terms as an Outside Councilor.

SECTION 6.3 REMOVAL OF OUTSIDE COUNCILORS. Subject to the rights, if any, of an Outside Councilor under any contract of employment, any Outside Councilor may be removed for Cause, as defined in Section 4.4(c) hereof, by a resolution duly adopted by the Council.

SECTION 6.4 RESIGNATION OF OUTSIDE COUNCILORS. Any Outside Councilor may resign at any time by giving written notice to the Council. Any such resignation shall be effective as of the giving of such written notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the councilor is a party.

SECTION 6.5 RESPONSIBILITIES OF OUTSIDE COUNCILORS.

An Outside Councilor shall perform such duties as may be required of Councilors by these Bylaws, the President of the Corporation, or the Chair of the Council.

ARTICLE VII

BOARD OF EDITORS

SECTION 7.1 COMPOSITION. Each Journal published by the Corporation shall have a Board of Editors responsible for the publication of the Journal. The Board of Editors shall be comprised of the following:

- a. The Executive Editor;
- b. The Editors; and
- c. The Associate Editors.

SECTION 7.2 THE EXECUTIVE EDITOR.

a. Number and Responsibilities. Each Journal of the Corporation shall have one (1) Executive Editor who shall have principal control over the editorial policies of the Journal, including, but not limited to, final authority over the acceptance of papers submitted to the Journal for publication and the timing of the publication of such papers. Manuscripts authored or co-authored by the Executive Editor cannot be submitted for publication in his or her Journal during his or her term as editor. The Executive Editor shall be responsible for the division of responsibilities among the Editors and Associate Editors.

b. Qualifications, Election, Term of office and Vacancies. Each Executive Editor shall be appointed by the Nominating Committee as provided for in Section 8.1(b)(ii) hereof. Each Executive Editor shall serve for a three (3) year term or until (1) his or her successor is elected, (2) his or her resignation, or (3) his or her removal by a two-thirds (2/3) vote of the Council as provided for in Section 7.2(c) hereof, whichever first occurs. No individual may serve more than two (2) successive terms as Executive Editor of the same Journal.

c. Removal. The Executive Editor may be removed for Cause as defined in Section 4.4(c) hereof, resolution duly adopted by the Council.

d. Resignation. The Executive Editor may resign at any time by giving written notice to the Council. Any such resignation shall be effective as of the giving of such written notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Executive Editor is a party.

e. Financial Support to Employer. The Corporation may provide financial support to the institution employing the Executive Editor to assist in defraying the costs of clerical, secretarial, and computing support necessary to the duties of the Executive Editor and to compensate the institution for granting teaching relief to the Executive Editor.

SECTION 7.3 EDITORS.

a. Number and Responsibilities. The Board of Editors of each Journal shall have a minimum of four (4) Editors (inclusive of the Executive Editor). The Executive Editor is responsible for nominating Editors for approval by the Executive Committee. The Executive Editor is entitled to add one additional editor for each 100 new submissions above 700 averaged over the previous two fiscal years and then rounded down to the nearest integer.

b. Qualifications, Election, Term of Office and Vacancies. Editors shall serve for a term of three (3) years. The term of those Editors appointed by the Executive Editor shall terminate upon the expiration of the term of the Executive Editor who appointed them.

c. Removal. Any Editor may be removed for unsatisfactorily performance, as compared to failure to perform which constitutes Cause, at any time by a two-thirds (2/3) vote of the Council.

d. Resignation. Any Editor may resign at any time by giving written notice to the Executive Editor. Any such resignation shall be effective as of the giving of such written notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which such Editor is a party.

e. Financial Support to Employer. The Corporation may provide financial support to the institution employing the Editor to assist in defraying the costs of clerical, secretarial, and computing support necessary to the duties of the Editor.

SECTION 7.4 ASSOCIATE EDITORS.

a. The number and composition of the Associate Editors for each Journal is to be determined by the Executive Editor of that Journal. The Executive Editor shall determine the duties and responsibilities of the Associate Editors. Each Associate Editor shall serve for a term of three (3) years.

b. Removal. Any Associate Editor may be removed for unsatisfactory performance, even though such unsatisfactory performance does not constitute cause, at any time by a two-thirds (2/3) vote of the Executive Editor and Editors.

c. Resignation. Any Associate Editor may resign at any time by giving written notice to the Executive Editor. Any such resignation shall be effective as of the giving of such written notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Associate Editor is a party.

ARTICLE VIII COMMITTEES

SECTION 8.1 STANDING COMMITTEES. The Council shall by resolution establish one or more of the following standing committees:

a. Executive Committee.

i. The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the

Chief Financial Officer and the Council Chair. The President shall be the Chair of the Executive Committee.

ii. The Executive Committee has responsibility for oversight of the financial affairs of the Corporation.

iii. Subject to any limitation contained in the Nonprofit Corporation Law of the state of incorporation of the Corporation, the Executive Committee shall have the full powers of the Council between meetings of the Council, whether regular or special, except that the Executive Committee may not remove any Council member.

iv. All actions taken by the Executive Committee shall be reported at the next meeting of the Council.

v. Meetings of the Executive Committee shall be held at the call of the President or any other member of the Committee.

b. Nominating Committees.

i. To fill open positions, Nominating Committees shall be appointed by the Executive Committee from the ranks of the Continuing Members of the Council and shall be comprised of at least five (5) of the Continuing Members. The Nominating Committees shall appoint its own Chair.

ii. The Nominating Committees shall nominate Executive Editors of the Journals to the SFS Council who will then appoint the Executive Editors.

iii. The Nominating Committees shall have the responsibility to seek out and select qualified candidates for presentation and election as Officers and Councilors of the Corporation. There is no presumption that the Nominating Committees shall refrain from nominating their own members.

iv. The Nominating Committees shall nominate candidates in sufficient numbers to fill any vacancies then existing.

SECTION 8.2 SPECIAL COMMITTEES. In addition to the standing committees described in Section 8.1 hereof, the Council may by resolution establish any special committee which it deems necessary to accomplish the purposes of the Corporation.

SECTION 8.3 ACTION OF COMMITTEES. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Council may adopt rules for the governing of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX

RECORDS AND REPORTS

SECTION 9.1 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal executive office, the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the members, Voting or otherwise, at all reasonable times during office hours.

SECTION 9.2 MAINTENANCE OF OTHER CORPORATE RECORDS. The accounting books, records and minutes of proceedings of the Voting Members, the Council and committees of the Council, if any, shall be kept at such place or places designated by the Council, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

SECTION 9.3 EXECUTION OF CHECKS AND OTHER DOCUMENTS. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the Corporation, shall be signed or endorsed by such person or persons, and in such manner as shall be determined, from time to time, by resolution of the Council. The Council, except as otherwise provided in these Bylaws or by applicable law, may authorize any officer or officers, agent or agents to enter into any contracts or execute any instruments in the name of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Council or by these Bylaws, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or to any amount.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 FISCAL YEAR. The fiscal year of the Corporation shall be determined by resolution adopted by the Council.

SECTION 10.2 PARLIMENTARY PROCEDURE. The rules contained in Robert's Rules of Order, latest revision, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with applicable law or with the Articles of Incorporation, these Bylaws or Special Rules of Order of the Corporation.

SECTION 10.3 SEAL. The Corporation shall have a seal consisting of two concentric circles with the words "THE SOCIETY FOR THE PROMOTION OF FINANCIAL STUDIES", in one circle and the words and figures "INCORPORATED APRIL 27, 1987, CALIFORNIA" in the other circle.

SECTION 10.4 CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes an individual, corporation, partnership or any other type of entity.

SECTION 10.5 SEVERABILITY. If any provision of these Bylaws is determined by a Court of competent jurisdiction or otherwise to be illegal or invalid, these Bylaws shall be interpreted as though such illegal or invalid provision was never made a part of these Bylaws.

ARTICLE XI

AMENDMENTS

SECTION 11 AMENDMENT OF MEMBERS. New Bylaws may be adopted or these Bylaws may be amended or repealed in whole or in part upon approval by the Council or upon the petition of a majority of the Voting Members which are received at least one hundred and eighty (180) days in advance of the next annual meeting as defined in Section 4.4(b) hereof, by a majority vote of the Voting Members in conformity with the provisions of Section 4.4(h)(iii) hereof. No amendment affecting the number, duties or obligations of the Councilors may be adopted without approval of a majority of the Council.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of the THE SOCIETY FOR THE PROMOTION OF FINANCIAL STUDIES, a California nonprofit corporation, and that the above Bylaws, consisting of forty-four (44) pages, including the page setting forth this certificate, constitute the original Bylaws of the Corporation as adopted at the first meeting of the Council of the Corporation held on the 27 day of April, 1987.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal to these Bylaws on May 21, 2019.

(SEAL)

Craig Holden, Secretary