

BY-LAWS OF AMERICAN ASSOCIATION OF PHILOSOPHY TEACHERS, INC.

ARTICLE I-NAME

The name of this corporation shall be the American Association of Philosophy Teachers, Inc., hereinafter sometimes referred to as the "Corporation."

ARTICLE II-OFFICES

The principal office of the Corporation shall be in the City of Elmira, County of Chemung of New York State. The Corporation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III- PURPOSES AND RESTRICTIONS

3.01 Purposes

The purposes for which the American Association of Philosophy Teachers, Inc. has been organized are: to promote and improve the quality of instruction in philosophy at all educational levels; to encourage research, experimentation, and investigation in the teaching of philosophy; to facilitate professional cooperation of the members; to hold public discussions and programs about the teaching of philosophy; to make available to teachers information concerning the selection, organization, and presentation of philosophical material; to sponsor the publication of desirable articles and reports; and to support and cooperate with individuals or organizations concerned with the improvement of instruction in philosophy.

3.02 Seal

The seal of the Corporation shall be as follows:

3.03 Restrictions

The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any officer or employee of the Corporation except that reasonable compensation may be paid for services rendered to and for the Corporation in connection with one or more of its purposes. The purposes of the Corporation are exclusively educational, literary, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The Corporation shall not conduct any activities forbidden to organizations exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IV - MEMBERSHIP

4.01 Eligibility for Membership

Membership in the Corporation is open to any person engaged in or interested in the teaching of philosophy or in the improvement of such teaching, and sympathetic to the objectives of the Corporation. Persons may become members of the Corporation when they file an appropriate membership application which is accompanied by the initial payment of membership dues. Any person sympathetic to the objectives of the Corporation, having paid appropriate dues shall be a Member of the Corporation.

4.02 Rights of Members

- (1) Voting. All members in good standing shall be eligible to cast one vote in elections, in business meetings, and on referenda of the Corporation.
- (2) Officers. All members in good standing shall be eligible to hold elected office.
- (3) Appointed positions. All members in good standing are eligible for appointed positions, including those with membership on the Board of Directors.
- (4) Termination of Membership. A member in good standing may withdraw from membership by written notice. Such withdrawal does not entitle the member to any refund, either in part or in whole, of any dues paid.

4.03 Membership Meetings

- (1) Annual Membership Meeting. In the conference years, the membership meeting of the Corporation shall be held at the biennial conference. In the non-conference years, the meeting will take place at a Division meeting of the American Philosophical Association. The meeting time and place shall be announced on the Corporation's website and notice sent out to all active members not less than two (2) weeks before the date of the meeting.

(2) Quorum. The presence at any membership meeting of not less than twenty-five (25) members in good standing shall constitute a quorum and shall be necessary to conduct the business of the Corporation.

(3) Membership meetings will follow the AAPT Standing Rules of Order.

4.04 Special Meetings

(1) Special meetings of the Corporation may be called by the directors. The Executive Director will send notice to all members in good standing at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

(2) The unanimous consent of all present at the special meeting is both necessary and sufficient for the transaction of any business other than that specified in the notice.

(3) Quorum. At a duly announced special meeting the quorum to conduct business shall be twenty-five (25) members in good standing.

4.05 Fixing the Record Date

(1) The record date is ten days before the annual meeting. All members listed on the rolls at that time will be eligible to vote at the meeting and a list will be available at the meeting. The Board will determine the record date for special meetings.

4.06 Proxies

(1) Right to Proxy. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

(2) Procedures and Limits. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

4.07 Books and Records and Right of Inspection

(1) The Corporation shall keep at the offices of the Corporation, correct and complete books and records of account, and minutes of the meetings of the members and the Board. The Corporation shall keep a list containing the names and addresses of all members.

(2) Any person who has been a member of record of the Corporation for at least six months shall have the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members, upon five days written demand.

ARTICLE V - OFFICERS

5.01 Officers

The officers of the Corporation shall be: President, Vice President, Executive Director, Treasurer and Communications Director.

5.02 Terms of Office

(1) President. The President shall serve for two (2) years and shall take office at the conclusion of his or her term as Vice President.

(2) Vice President. The Vice President shall be elected biennially by a vote of the members for a two (2) year term.

(3) Executive Director. The Executive Director shall be elected by the Board of Directors of the Corporation for a five (5) year term.

(4) Treasurer. The Treasurer shall be elected by the Board of Directors of the Corporation for a five (5) year term.

(5) Communications Director. The Communications Director shall be elected by the Board for a five (5) year term.

5.03 Duties and Responsibilities

(1) President. The President shall be the chief executive officer of the Corporation. She or he shall preside at all meetings of the members and of the Board; she or he shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

(2) Vice President. In the event of the death, resignation, absence or disability of the President, the Vice President shall exercise the powers and perform the duties of President. The Vice President shall perform such other duties as the Board shall prescribe.

(3) Executive Director. The Executive director shall be the chief operating officer of the Corporation and shall exercise general supervision over the day-to-day affairs of the Corporation. The Executive Director shall maintain the national office of the

Corporation and serve as signatory on all financial accounts of the Corporation. The Executive Director shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He or she shall attend to such correspondence as may be assigned. The Executive Director shall also carry out such other duties as the Board of Directors may require of him or her. In the event that the position of Treasurer is vacated, the Executive director shall remain as signatory and assume the responsibilities of Treasurer until the Board of Directors appoints a new Treasurer.

(4) Treasurer. The Treasurer shall be the chief financial officer and a signatory on all financial accounts of the Corporation. The Treasurer shall be the primary person responsible for disbursement of funds in payment of the Corporation's bills. He or she shall maintain records of all financial transactions of the Corporation, make a report at each meeting of the Board and the membership, and provide financial reports as requested by the Executive Director or Board of Directors. The Treasurer will supervise the recording and publishing of the minutes of the meetings. In the event that the position of Executive Director is vacated, the Treasurer shall remain as signatory and assume the responsibilities of Executive Director until the Board of Directors appoints a new Executive Director.

(5) Communications Director. The Communications Director is responsible for maintaining the public image of the Corporation, which includes the direction and maintenance of the Corporation's website.

ARTICLE VI - BOARD OF DIRECTORS

6.01 Management of the Corporation

The responsibility for the general conduct of the affairs of the Corporation shall be vested in a board, known as the Board of Directors, hereinafter sometimes called "the Board," which is responsible for the overall policy and direction of the Corporation. Members of the Board of Directors must be members in good standing of the Corporation.

6.02 Limited Liability of Directors.

The Corporation agrees to indemnify, defend and save harmless the Board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the client, arising out of or related to the Corporation's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

6.03 Composition and Chair

(1) Composition. The Board of Directors shall be composed of the President, the Vice President, the Executive Director, the Treasurer, the Communications Director, five (5) At-Large Members, the immediate past President, and the immediate past Executive Director of the Corporation who shall be limited to a two (2) year term.

(2) At-Large Members. Five (5) At-Large members of the Board shall be elected by the members of the Corporation by a majority of those voting. The five At-Large members shall serve concurrent two (2) -year terms.

(3) Chair. The President of the Corporation shall serve as chair of the Board of Directors.

6.04 Nominations and Elections

(1) There shall be a Nominating Committee consisting of four (4) members of the Corporation elected by a majority vote of members present at an annual member meeting of the Corporation and serving two (2) year terms.

(2) The Nominating Committee shall nominate at least one (1) person for the position of Vice President and five (5) for the positions of At-Large Members of the Board of Directors. Additional nominations may be taken from the floor at an annual member meeting of the Corporation.

(3) Elections shall be conducted by the Nominating Committee and ballots sent to members of the Corporation not less than three (3) months in advance of the beginning of the terms of the Directors being elected.

6.05 Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

6.06 Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

6.07 Removal and Vacancies

(1) Removal. The Executive Director, Treasurer, and Communications Director may be removed for good cause by a two-thirds vote of the Board. Elected Directors and Officers of the Corporation may be proposed for removal for good cause by two-thirds vote of the Board of Directors and removed if approved by a two-thirds vote of the membership.

(2) Vacancies. Any vacancy occurring in the office of President or Vice President shall be filled by the Board of Directors with the appointee to serve out the unexpired term of the predecessor. The Vice President so succeeding shall at the completion of the unexpired term continue in the office of President for a full term as if she or he had not previously succeeded to the presidency. All vacancies shall be filled by the Board of Directors with the appointee to serve out the term of the predecessor.

6.08 Resignation

A director may resign at any time by giving written notice to the Board, the President, or the Executive Director of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. If a President or Executive Director resigns, they do not become past President or past Executive Director; the existing past President or past Executive Director continues to fill the position.

6.09 Meetings of the Board of Directors

(1) Meetings. An annual meeting of the Board shall be held at the conference or at a divisional meeting of the American Philosophical Association. Regular or Special meetings of the Board may be held at the discretion of the President, Vice President and Executive Director of the Corporation. At any meetings of the Board, the President shall preside; in the absence of the President, the Vice President shall preside and in the absence of both the President and Vice President the Executive Director shall preside.

(2) Quorum. For meetings of the Board of Directors the quorum to conduct business shall be a minimum of five of the Board members, with at least two of the following Board positions represented: President, Vice President, and Executive Director.

(3) Open Meetings. The meetings of the Board of Directors shall be open for observation, with the right to speak but not to vote, of any member of the Corporation.

(4) Voting. Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one (1) vote.

(5) The Board will use the AAPT Standing Rules of Order.

(6) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board shall be filed with the minutes of the proceedings of the Board or committee.

(7) Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

6.10 Notice of Meetings of the Board

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board may be called by the President or by written request of two Directors (to the Executive Director) upon three (3) days' notice to each director.

6.11 Standing and Other Committees

The Board of Directors is authorized to establish standing or special committees of the Corporation. Standing committees consist of at least three members of the Board. The terms of office of members of any standing or special committee shall be determined by the Board. Each such committee shall serve at the pleasure of the Board.

ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - DUES AND FINANCES

8.01 Dues

The Board shall determine the annual dues for each type of membership.

8.02 Fiscal Year

Unless or until the Board shall set a different fiscal year, it shall begin on January 1 of each year and end on December 31.

8.03 Finance Committee

The Finance Committee consists of the President, the Executive Director, the Treasurer and two members of the Corporation who are not on the Board. The Finance Committee is chaired by either the President or the Treasurer. The primary duty of the Finance Committee is oversight of the financial activities of the Board. Additionally, the Finance Committee prepares an annual report for the annual Board and membership meetings, which includes revenues and expenditures and a suggested budget.

ARTICLE IX - AMENDMENTS TO THE BY-LAWS

The by-laws may be adopted, repealed, or amended by the members of the Corporation or by the affirmative vote of a majority of the members at the time they elect the directors or at any meeting of the Board of Directors by the affirmative vote of a two-thirds majority of the Board. Any proposed amendment to these by-laws by a member of the Board must be submitted to the Executive director in writing at least thirty (30) days prior to the meeting of the Board of Directors.

ARTICLE X - AMENDMENTS TO CERTIFICATE OF INCORPORATION

The Board of Directors can amend the certificate of incorporation in accordance with New York Code.

ARTICLE XI- DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall dispose of all Corporation assets in such a way as to promote only such purposes as are exclusively educational, literary, or scientific with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they hereafter be amended.