

(Rev. 2022; adopted October 10, 2022)

## **Constitution of the American Scientific Affiliation**

### **Article I: NAME, OBJECTIVES, AND STATUS**

Section 1: The name of this organization shall be The American Scientific Affiliation, Incorporated.

Section 2: The objectives of The American Scientific Affiliation (hereafter, the ASA) shall be

- A. to integrate and to interpret the discoveries of the natural and social sciences with the insights derived from Scripture and Christian theology;
- B. to communicate scientific knowledge, ethical concerns, and the results of this integration and interpretation to the public, the scientific community, and the church—promoting understanding and dialogue among these groups;
- C. to provide a community of fellowship for Christians involved in science and related fields; and
- D. to engage scientific colleagues in matters of faith and scholarship.

Section 3: The ASA shall be a nonprofit organization within the meaning of the law.

### **Article II: DOCTRINAL STATEMENT**

Section 1: The members of the ASA shall give assent to the following doctrinal statement:

- A. We accept the divine inspiration, trustworthiness, and authority of the Bible in matters of faith and conduct.
- B. We confess the Triune God affirmed in the Nicene and Apostles' creeds, which we accept as brief, faithful statements of Christian doctrine based upon Scripture.
- C. We believe that in creating and preserving the universe, God has endowed it with contingent order and intelligibility, the basis of scientific investigation.
- D. We recognize our responsibility, as stewards of God's creation, to use science and technology for the good of humanity and the whole world.

### **Article III: MEMBERSHIP**

Section 1: The members of the ASA are men and women who have made a personal commitment of themselves and their lives to Jesus Christ as Lord and Savior, who subscribe to the Doctrinal Statement of the ASA, and who pledge themselves to support the Objectives of the ASA stated in Article I.

Section 2: The categories of membership in the ASA and their qualifications and benefits are as follows:

- A. To be admitted as a Full Member, a person must give assent to the Doctrinal Statement and must meet at least one of these criteria: (1) they have attained a bachelor's or higher degree in a scientific discipline, where science is interpreted broadly to include any disciplines of natural and social science, health sciences, technology, engineering, and mathematics or (2) they are philosophers, historians, Bible scholars, theologians, or other professionals whose vocational activity contributes to the intersection of faith and science. Full Members receive all member benefits and publications and take part in all the affairs of the ASA, including voting and holding office.

- B. To be admitted as a Fellow, a person must be a Full Member for a period of at least five years (cumulative), who has earned an advanced degree (beyond the BA or BS) in science or philosophy and is currently or has been engaged in distinctive scientific or related work, who has demonstrated an active interest in the objectives or activities of the ASA, and who has been recognized by the majority of Fellows voting as deserving the status of Fellow. Fellows receive all member benefits and publications and take part in all the affairs of the ASA, including voting and holding office.
- C. A person who does not meet the professional qualifications of a Full Member as defined in Article III, Section 2.A but gives assent to the Doctrinal Statement may be admitted as an Associate Member. Associate Members receive all member benefits and publications and take part in all the affairs of the ASA except voting and holding office.
- D. To be admitted as a Student Member, a person must be a student working toward a degree or certificate program in a discipline leading to full or associate membership, must give assent to the Doctrinal Statement, and must be committed to making progress in his/her education. Student Members are eligible to participate in all the affairs of the ASA except voting and holding office.

### Section 3: Emeritus and Honorary Status

- A. The status of Emeritus member is conferred by the Board of Directors on Full Members who have contributed regularly to support the objectives and the activities of the ASA with a membership record of fifty years. Emeriti shall be entitled to all the rights and privileges of the ASA, including voting and holding office.
- B. The Board of Directors may confer honorary titles upon Full Members, Associate Members, or nonmembers who have made outstanding contributions to the advancement of the objectives of the Affiliation.

Section 4: Friends of the ASA are individuals who, for whatever reasons, do not wish to join the ASA, but who nevertheless wish to support the aims of the organization and to receive its publications. Friends are not considered members and do not enjoy the rights of members.

## **Article IV: BOARD OF DIRECTORS**

Section 1: The business and affairs of the ASA shall be governed by a Board of Directors composed of Full Members elected by Full Members, with Fellows holding the majority of seats.

- A. Without limiting the foregoing, the Board of Directors may purchase, sell, or convey any and all real estate and other assets as they deem necessary or beneficial to the business of the ASA; make expenditures and incur such indebtedness as they may deem necessary; authorize the issuance of notes, bonds, or other obligations of the ASA and pledges or mortgages of its property; manage the operational and endowment funds of the ASA through investments in securities and other assets as they deem prudent; fix the compensation, if any, of all officers; elect all officers; and employ Executive Leadership.

Section 2: The officers of the ASA shall be elected by the Board of Directors from its own ranks and shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer.

## **Article V: AMENDMENTS**

Section 1: Amendments to the Constitution may be proposed by means of a resolution of the Board of Directors or by means of a petition signed by at least five percent (5%) of the total number of Full Members.

Section 2: Ballots for any constitutional amendment containing the language of the proposed amendment shall be distributed to the Full Members at least two (2) months before the date appointed for counting the ballots, which date shall be stated on the ballots. If the total vote is at least one-third (1/3) of the number of Full Members and two-thirds (2/3) of the votes cast are favorable, the proposed amendment shall be adopted. Notwithstanding the foregoing, amendments to the Objectives of the ASA as set out in Article I, Section 2 shall require the affirmative vote of no less than two-thirds (2/3) of the Full Members. Ballots and voting may be conducted via online or other process, or combination thereof as determined by the Board of Directors as long as all Full Members shall have the ability to cast his/her vote.

## **Article VI: DISSOLUTION**

Section 1: Consistent with the provisions of the Articles of Organization, in the event of dissolution or termination of the ASA, the Board of Directors shall, after the payment of all of the liabilities of the ASA, dispose of all of the assets of the organization exclusively for the objectives of the ASA, in such manner, or to such organization(s) that are organized exclusively for the advancement of the integration and interpretation of the discoveries of natural and social sciences with the insights derived from Scripture and Christian theology as based upon the doctrinal statement of the ASA. Such organization(s) shall at the time qualify as an exempt organization or organizations under section 501(c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(Rev. 2018; adopted April 18, 2019)

## **Bylaws of the American Scientific Affiliation**

### **Section 1: Membership**

- A. Membership in the ASA, according to the categories of membership described in Article III of the ASA Constitution, is granted by the Executive Leadership, as delegated by the Board of Directors, upon review of the applicant's biographical data together with a signed doctrinal statement.
- B. The Board of Directors shall have the authority to terminate the membership of any member.

### **Section 2: Board of Directors and Officers**

- A. Number and Term of Board of Directors Voting Members. The Board of Directors shall consist of no less than five (5) and no more than seven (7) voting members, who are Full Members with a majority of seats held by Fellows. Voting members of the Board of Directors shall be elected by Full Members for a term of three (3) years. Individual Board members may opt to complete a second consecutive term of three (3) years without the requirement of re-election, pending the approval of the majority of Board of Directors members. Voting members of the Board of Directors will serve no more than two (2)

consecutive three (3)-year terms and may stand for election for additional terms of service after one (1) year has passed since completing the final year of the second consecutive term on the Board of Directors.

1. In the event that there are fewer than five (5) duly elected members of the Board of Directors serving, any one of those remaining members shall have the authority to call and hold a duly noticed meeting of the Board of Directors to appoint new members of the Board of Directors, and the Board of Directors shall forthwith elect sufficient members so that there are at least the minimum required number serving on the Board of Directors. The quorum for such a meeting shall be a majority of the members of the Board of Directors then serving. Those serving members shall have the authority to carry out their fiduciary obligations until the minimum number of Board of Directors members are elected by the Full membership, and the Board of Directors shall have and may exercise all corporate powers notwithstanding the existence of one or more vacancies.
- B. Ex Officio Members. Ex officio members of the Board of Directors shall include the Executive Leadership and other individuals invited as ex officio members by the Board of Directors. Ex officio members do not have voting privileges on the Board of Directors.
- C. Meetings of the Board of Directors. The Board of Directors shall meet at least twice a year to handle the business and affairs of the ASA, elect officers, and consider and act upon any other business or affairs of the Corporation which may come before the meeting. One meeting should coincide with the Annual Meeting (generally during the summer), and one meeting should coincide with the fiscal year end (generally during the winter). Additional meetings are at the discretion of the Board of Directors. Meetings may be conducted by remote means. If an Annual Meeting is not held as herein provided, a special meeting of the Board of Directors may be held in place thereof with the same force and effect as the Annual Meeting. The Board of Directors shall hold special meetings from time to time as may be called by the Chair of the Board of Directors, by the Executive Leadership, or by any other two (2) Board of Directors members then serving, upon written notice to the Secretary stating the time, date, and place of such special meeting.
  1. Notice of Meetings of the Board of Directors. Notice of each meeting of the Board of Directors, stating the time, date, and place thereof, shall be given at least forty-eight (48) hours before the meeting to each Board of Directors member by mail sent to his/her residence or usual place of business, by facsimile transmission or electronic mail, or by such other electronic means consented to by the Board of Directors member to his/her facsimile transmission number or electronic mail address or other applicable electronic address as it appears in the records of the ASA, in person, or by telephone. Notice of a meeting need not be given to any Board of Directors member who executes a written waiver of notice—either before or after the meeting—that is filed with the records of the meeting, or to any Board of Directors member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her.
- D. Appointment of Nominating Committee. At the winter Board of Directors meeting, the Chair shall appoint a Nominating Committee to be chaired by the Vice Chair and composed of two (2) Fellows who shall nominate candidates among Full Members to fill vacancies on the Board of Directors. The nominating committee shall deliver its report to the Board of Directors at least thirty (30) days prior to the Annual Meeting, when the nominees will be announced. A thirty (30)-day period of public comment will follow the announcement of candidates, followed by a thirty (30)-day period of voting by the Full membership.

- E. Removal of Board of Directors Member. If a Board of Directors member does not perform the duties of office and the member does not agree to resign his/her position, the remaining Board of Directors members may remove the person from Board of Directors by two-thirds (2/3) majority vote.
- F. Vacancy on the Board of Directors. If a Board of Directors member resigns, dies, or is removed before the end of his/her term of office, the vacancy shall be filled by a Full Member (or Fellow to preserve the majority of Fellows on Board) appointed by the Board of Directors and confirmed by Full Members in a special election within ninety (90) days of the beginning of the vacancy. Within that ninety (90)-day period, a thirty (30)-day period of public comment will follow the announcement of candidate(s), followed by a thirty (30)-day period of voting by the Full membership.
- G. Election of Officers. The Board of Directors shall elect officers from its own ranks at the winter meeting and shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. The term of office shall be for one (1) year, eligible for re-election within the limits of the individual's term on the Board of Directors, and shall begin immediately following the winter meeting at which each was elected.
- H. Voting Requirements. Fifty percent (50%) of the Board of Directors voting members shall constitute a quorum. Except as otherwise required herein or by law, an affirmative vote by a majority of those in attendance with a quorum shall be required for all Board of Directors actions. Voting by proxy is permitted.
  - 1. Action by Writing. Except for any action requiring the vote of two-thirds (2/3) of the Board of Directors members then in office, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board of Directors members consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Consent may without limitation be given by facsimile transmission or by electronic mail. Such consents shall be treated for all purposes as a vote at a meeting.
  - 2. Presence through Communications Equipment. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone; by internet conference websites and applications or similar communications equipment, methods, or media, providing that all persons participating in the meeting can hear each other at the same time and communicate to each other; or by using some other reasonable accommodation for a hearing-impaired Board of Directors member. Participation by such means shall constitute presence in person at a meeting.
  - 3. Executive Session. At the decision of the Chair or at the request of any Board of Directors member, the Board of Directors shall, at any meeting, have an executive session of voting Board of Directors members only.
- I. Duties of the Officers
  - 1. The Chair shall be the presiding officer at all meetings of the Board of Directors and at all business meetings of the ASA.
    - (a) Establishment of Other Committees. To assist the ASA generally and the Board of Directors in the performance of its powers and duties, there shall be such other standing committees, ad hoc committees, or committees or task forces with specific functions, having such duties, responsibilities, and authority as the Chair of the Board of Directors may from time to time establish, the members of which shall consist of such Board of Directors members and other persons as the Chair of the Board of Directors shall appoint. All such committees or task forces shall be under

the authority of the Board of Directors and shall have only those powers as are delegated to them by the Board of Directors from time to time. All decisions of any committees or task force appointed by the Chair of the Board of Directors shall be subject to review and alteration by the Board of Directors. The Chair shall be an ex officio member of every committee.

2. The Vice Chair shall assume the duties of the Chair in case of absence or incapacity on the part of the Chair. S/He shall chair the Nominating Committee, and shall perform any duties assigned by the Chair or the Board of Directors.
  3. The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and of the ASA. S/He is also responsible to maintain the record of any amendments to the Constitution or Bylaws during the year; to ensure that a complete history of any amendments adopted by the ASA is kept in the Home Office of the ASA; to give notice in accordance with the provisions of these Bylaws and law to maintain custody of the corporate records and the seal of the Corporation; to keep an updated roll of all members and a register of the contact information, post office, and applicable electronic addresses of each member of the Board of Directors and the ASA, which shall be furnished to the Secretary by each such member. If the Secretary is a resident of the Commonwealth of Massachusetts, s/he shall act as Resident Agent for all legal purposes. The Secretary shall have such other duties as the Chair shall from time to time designate. In the absence of the Secretary, a Secretary pro tempore may be appointed from the Board of Directors to perform the duties of the Secretary. Subject to the above, the Secretary may delegate his/her duties hereunder.
  4. The Treasurer shall be responsible for overseeing the management and reporting of financial affairs of the ASA. S/He shall ensure that a report is submitted to the membership at the Annual Meeting covering the activities and finances of the ASA during the past year. Without limiting the foregoing, the Treasurer shall keep or cause to be kept complete and accurate accounts of all moneys, funds, and property of the ASA. S/He shall render to the Board of Directors at the meetings of the Board of Directors, or whenever the Board of Directors may require it, correct statements showing the financial condition of the ASA. S/He shall exercise, under the supervision of the Board of Directors, all the powers ordinarily incident to such office at similar corporations; provided, however, that no promissory note or bond shall be given in the name of the ASA, unless previously authorized by an appropriate vote of the Board of Directors. The Treasurer may be bonded in such form and amount and with such surety or sureties, as may be approved by the Board of Directors, conditioned on the faithful performance of his/her duties as Treasurer. S/He shall have charge and custody of and be responsible for all funds and securities of the ASA; receive and give receipts for moneys due and payable to the ASA from any source whatsoever; receive gifts and donations to the ASA; and deposit all such moneys in the name of the ASA in such banks, trust companies, or other depositories; and in general, perform all of these and other duties as the Chair shall from time to time designate. Subject to the above, the Treasurer may delegate his/her duties hereunder.
- J. Review or Audit of the Books. A review or audit of the books shall be made each year by a competent certified public accountant appointed by the Board of Directors. This report shall be made available to the members of the ASA. The fiscal year shall be determined by the Board of Directors to conform to best practices.
- K. Operations Manual. The Board of Directors, in cooperation with the ASA staff, shall maintain a manual for job descriptions, policy, and operations. Policy descriptions will

include at least the following: (1) Indemnification, (2) Whistleblower, (3) Code of Ethics, (4) Conflict of Interest, and (5) Record Retention.

### **Section 3: Executive Leadership**

- A. The Board of Directors shall appoint Executive Leadership for an indefinite period. The appointment is subject to review each year. The Executive Leadership shall be ex-officio member(s) of the Board of Directors.
- B. The Executive Leadership, under the direction of the Board of Directors, shall be responsible for the activities of the ASA and specific duties as set out in their contract and in the manual for policy and operations.
- C. The Executive Leadership shall be a member ex officio of all committees established pursuant to these Bylaws, except to the extent their participation may be specifically limited by vote of the Board of Directors. Except as otherwise determined by the Board of Directors, the Executive Leadership may delegate responsibility for day-to-day operations of the ASA as the Executive Leadership may see fit.

### **Section 4: Meetings**

- A. The ASA shall hold a public Annual Meeting at a time and place to be designated by the Board of Directors. In addition to this meeting, the Board of Directors shall use its influence to stimulate and encourage the holding of local meetings where membership groups make such meetings possible and desirable. Only business conducted at duly called, duly noticed meetings of the Full membership shall operate to bind the ASA.
- B. Any action taken by the Full Members or by the Board of Directors may use proxies in lieu of attendance by the Full Member, as determined by the Board of Directors.

### **Section 5: Chapters**

- A. Chapters may be organized by groups of ASA members who reside in the same city or region in order to promote local fellowship among ASA members and sponsor events consistent with the objectives of the ASA.
- B. Permission to use the ASA chapter designation shall be granted by the Executive Leadership upon application by ASA members serving in local leadership. The ASA will support the ASA chapters in their operation according to guidelines to be established by the Board of Directors.
- C. The ASA chapters must (1) adhere to the ASA's Statement of Faith and policies, and (2) have two or more ASA Full Members in local leadership.

### **Section 6: Affiliate Organizations**

- A. Discipline-focused or special interest groups may organize and function as Affiliate Organizations subject to the oversight of the Board of Directors. From time to time, the Board of Directors may establish criteria for admittance and maintenance of the relationship as an Affiliate Organization. Establishment of an ASA affiliate requires the approval of the Board of Directors, which may revoke its status at any time.
- B. Affiliate Membership
  - 1. Membership in ASA affiliate organizations should conform to the educational and professional standards of ASA membership.

2. All Affiliate Members must sign the ASA's Statement of Faith, with whatever additions are proposed by the Affiliate and approved by the Board of Directors of the ASA.
  3. All Affiliate members are strongly encouraged to be members of the ASA.
  4. Officers of an Affiliate must be Full Members of the ASA.
- C. Affiliate dues will be set by the Affiliate, and a portion of them will be assigned to the ASA to cover administrative and program costs incurred by the parent organization.
- D. Each Affiliate is strongly encouraged to meet with the ASA during its Annual Meeting, as well as at local and national professional meetings.

### **Section 7: Publications**

- A. The purposes of publications and communications of the ASA shall be to disseminate scholarship that is both scientifically accurate and scripturally sound and to share information of interest to Members and Friends of the ASA.
1. The ASA shall publish a journal, the contents of which shall include articles and essays concerning the relationship between science and Christian faith, as well as book reviews pertinent to current scientific, philosophical, and theological fields.
  2. The ASA shall distribute a communication to the membership on at least a quarterly basis, giving news of members, announcements of meetings, reports of Local Section activities, and other items of current interest.
  3. The ASA shall employ contemporary media platforms, such as an internet website, in order to advance the mission of the ASA in the areas of scholarship, fellowship, and public outreach.
- B. The Editors of any ASA publication shall be appointed for an indefinite period and reviewed periodically by the Board of Directors.
- C. Editorial boards for ASA publications shall be approved by the Board of Directors in collaboration with the respective Editors.

### **Section 8: Dues and Membership Records**

- A. The Board of Directors shall establish annual dues for each membership category, as well as discounted dues for members with special circumstances, as determined by the Board of Directors.

### **Section 9: Limitation on Personal Liability; Indemnification**

- A. Personal Liability Limited. Neither the Board of Directors nor any of its officers or agents shall have power by any action to bind members of the Board of Directors personally or to call upon them for the payment of any sum of money for any assessment whatsoever in his/her capacity as Board of Directors member. All persons extending credit to, contracting with, or having any claim against the ASA or the Board of Directors shall look only to the funds and property of the ASA for the payment of any such contract or claim; or for the payment of any debt, damage, judgment, or decree; or for the payment of any money that may otherwise become due or payable from the ASA or the Board of Directors, so that neither Board of Directors members nor officers of the ASA present or future shall be personally liable therefor.
1. No member of the Board of Directors shall be liable to the ASA for monetary damages for breach of fiduciary duty in such volunteer service to the ASA, except for liability for



(a) any breach of the individual's duty of loyalty to the ASA or its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction in which the Board of Directors member derived an improper personal benefit.

B. Indemnification of Board of Directors Members, Officers, and Employees. To the extent that the ASA's exemption from federal taxation is not adversely affected thereby, and as otherwise permitted by law, each Board of Directors member and officer of the ASA, and his/her heirs and personal representatives, shall be indemnified by the ASA against all Expenses incurred by such Board of Directors member or officer in connection with any Proceeding (each as hereafter defined) in which s/he is involved as a result of serving or having served as a Board of Directors member or officer of the ASA, or at the request of the ASA, as a Board of Directors member, director, officer, or other agent of any other organization or in any capacity with respect to any employee benefit plan; provided, however, that

1. no indemnification shall be provided to an Board of Directors member or officer or his/her heirs or personal representatives with respect to a matter as to which it shall have been determined pursuant to Section 9.C below or finally adjudicated in any Proceeding that (a) such Board of Directors member or officer did not act in good faith in the reasonable belief that his/her action was in the best interests of the ASA or with respect to a criminal matter that s/he had reasonable cause to believe that his/her conduct was unlawful, or (b) such Board of Directors member or officer received an improper personal benefit;
2. in the event that a Proceeding is compromised or settled so as to impose any liability or obligation upon an Board of Directors member or officer or upon the ASA, no indemnification shall be provided to such Board of Directors member or officer or his/her heirs or personal representatives with respect to a matter, if it is determined pursuant to Section 9.B.3 below on the basis of the circumstances known at that time (without further investigation) that said Board of Directors member or officer is ineligible for indemnification; and
3. the determination of whether a Board of Directors member or officer is eligible or ineligible for indemnification under this section and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the Board of Directors members then in office who are not parties to the Proceeding in question, or a committee thereof, or (b) independent legal counsel appointed by a majority of such Board of Directors members and such determination shall be final. Notwithstanding the foregoing, a court having jurisdiction, which need not be the court in which the Proceeding in question was brought, may grant or deny indemnification in each instance as required by applicable provisions of law and consistent with the Articles of Organization and this section.
4. To the extent authorized by a majority of the Board of Directors members then in office, the ASA may pay indemnification in advance of final disposition of a Proceeding, upon receipt of an undertaking by the person indemnified to repay such indemnification, if it shall be established that s/he is not entitled to indemnification under the foregoing Section 9.B.1 and 9.B.3.

C. For the purposes of this section:

1. "Board of Directors member" shall include any person who serves or has served as a member of the Board of Directors, including ex officio members; and "officer" shall

- include any person who serves or has served as an officer of the ASA or in any other office filled by election or appointment by the Board of Directors or the Chair;
2. "Proceeding" means any action, suit, or proceeding—whether civil, criminal, or investigatory—brought or threatened in or before any court or tribunal, administrative, or legislative body or agency; and
  3. "Expense" means any liability fixed by a judgment, order, decree, or award in a Proceeding, any lien or penalty, any liability reasonably incurred in connection with the settlement of a Proceeding, and any professional fees and other expenses reasonably incurred in connection with a Proceeding or the settlement thereof, including any costs incurred successfully enforcing indemnification rights under this section. Without limiting the foregoing, such expenses and liabilities shall include, but not be limited to, judgments, court costs, attorney's fees, and the cost of reasonable settlements.

### **Section 10: Miscellaneous**

- A. Insurance. The ASA shall have power to purchase and maintain insurance on behalf of any agent, employee, and Board of Directors member or officer against any liability or cost incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the ASA would have power to indemnify him/her against such liability or cost.
- B. Responsibility with Respect to Employee Benefit Plan. If the ASA or any of its Board of Directors members or officers or sponsors undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then, under this section, for purposes of indemnification of such persons (1) a "Board of Directors member" or "officer" shall be deemed to include any Board of Directors member or officer of the ASA who serves at its request in any capacity with respect to said plan, (2) such Board of Directors member or officer shall not be deemed to have failed to act in good faith in the reasonable belief that his/her action was in the best interests of the ASA if s/he acted in good faith in the reasonable belief that his/her action was in the best interests of the participants or beneficiaries of said plan, and (3) "Expenses" shall be deemed to include any taxes or penalties imposed on such Board of Directors member or officer with respect to said plan under applicable law.
- C. Non-Exclusivity. The provisions of this section shall not be construed to limit the power of the ASA to indemnify its Board of Directors members or officers to the full extent permitted by law or to enter into specific agreements, commitments, or arrangements for indemnification permitted by law. In addition, the ASA shall have power to indemnify any of its agents or employees who are not Board of Directors members or officers on any terms not prohibited by law that it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this section.
  1. The provisions of this section may be amended or repealed by vote of a majority of the Board of Directors members then in office; however, no amendment or repeal of such provisions which adversely affects the rights of a Board of Directors member or officer under this section with respect to his/her acts or omissions at any time prior to such amendment or repeal, shall apply to him/her without his/her consent.
- D. Voting of Securities. Unless otherwise provided by the Board of Directors, the Executive Leadership, or the Chair of the Board of Directors may waive notice of and act on behalf of the ASA or may appoint another person or persons to act as proxy or attorney in fact for

- the ASA with or without discretionary power and/or power of substitution, at any meeting of shareholders of any other ASA or organization whose securities are held by the ASA.
- E. Execution of Instruments. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, (1) all deeds, leases, transfers, bonds, and notes shall be signed by (a) the Chair or Vice Chair and (b) the Executive Leadership of the ASA or Treasurer; (2) all contracts and agreements shall be signed by the Chair, the Executive Leadership, or the Treasurer; and (3) all checks, drafts, and other instruments for the payment of money drawn or endorsed in the name of the ASA shall be signed by those individuals from time to time authorized by the Board of Directors.
- F. Seal. The seal of the ASA shall consist of a flat-faced circular die with the legal name of the ASA, "ASA, Inc.", the year of its organization, and such other words and images as determined by the Board of Directors.
- G. Corporate Records. The original, or attested copies, of the organizational documents of the ASA, these Bylaws and the records of all meetings of the Board of Directors shall be kept in Massachusetts at the principal office of the ASA. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any Board of Directors member for any proper purpose.
- H. Severability. If any provision of these Bylaws or a portion of any such provision or the application thereof to any person or circumstance is held invalid, the remainder of the Bylaws, including the remainder of such provision, and the application thereof to other persons or circumstances shall not be affected by such invalidity and shall be valid.
- I. Principal Office of the ASA. The principal office of the ASA in the Commonwealth of Massachusetts shall be located as the Board of Directors may designate.
- J. Powers of the ASA. The ASA shall have and may exercise all powers necessary or convenient to effect any and all of the purposes for which the ASA is formed, provided that no such power shall be exercised in such a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts.
1. The ASA shall not engage in any activity or exercise any power that would deprive it of any exemption from federal income tax which the ASA may receive under Section 501(c)(3) of the Internal Revenue Code. No part of the assets or net earnings of the ASA may inure to the benefit of any officer of the ASA or any individual; no substantial part of the activities of the ASA may be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code; and the ASA may not participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.
- K. Interested Transactions. No person will be disqualified from holding any office by reason of any interest. In the absence of fraud, any Board of Directors member of the ASA, or any concern in which any such Board of Directors member has any interest, may be a party to, or may be pecuniarily or otherwise interested in any contract, act, or other transaction (collectively called a "transaction") of the ASA, and such transaction may not be in any way invalidated or otherwise affected by that fact; and no such officer or concern will be liable to account to the ASA for any profit or benefit realized through any such transaction provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the Board of Directors members who are not so

interested and to whom the nature of such interest has been disclosed, including without limitation a summary of the nature of such transaction and such interest and such other information as requested by the disinterested Board of Directors members. No interested Board of Directors member of the ASA may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction may be authorized, but may participate in discussion thereof.

1. For purposes of this Article, the term “interest” will include personal interest and also interest as a Board of Directors member, officer, stockholder, shareholder, director, member, partner, or beneficiary of any concern; and the term “concern” will mean any ASA, association, trust, partnership, limited liability company, firm, person, or other entity other than this ASA.
  2. No Board of Directors member of the ASA shall be liable or accountable to the ASA or to any of its creditors or to any other person, either for any loss to the ASA or to any other person for any gains or profits realized by such Board of Directors member by reason of any contract or transaction which is duly authorized by the Board of Directors pursuant to this Article.
  3. No transaction may be avoided by reason of any provisions of this section which would be valid but for such provisions.
  4. The Board of Directors may from time to time adopt such additional policies to address potential conflicts of interest as it may deem appropriate. Such policies may be more restrictive than this Bylaw provision.
- L. Settlement. The members, officers, and Executive Leadership agree that any claim or dispute arising from or related to their membership or role as officer or Executive Leadership or in any way pertaining to the Organization shall be settled by legally binding arbitration. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. Members, officers, and the Executive Leadership understand that these methods shall be the sole remedy for any controversy or claim arising out of this contract and expressly waive their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision.

### **Section 11: Amendments to the Bylaws**

- A. Amendments to the Bylaws may be proposed at any Annual Meeting of the ASA by a majority vote of the Full Members in attendance, or by means of a resolution of the Board of Directors.
- B. Ballots for any amendments to the Bylaws containing the language of the proposed amendment shall be distributed to the Full Members at least thirty (30) days before the date appointed for counting the ballots, which date shall be stated on the ballots. Ballots and voting may be conducted via online or by another process, or a combination thereof as determined by the Board of Directors as long as all Full Members shall have the ability to cast his/her vote.
- C. If the total vote is at least one-third (1/3) of the number of Full Members and a majority (>50%) of the ballots received are favorable, the proposed amendment shall be adopted.

Adopted: 2022