

BY-LAWS OF THE HISTORIANS OF NETHERLANDISH ART INC.

ARTICLE I

MEMBERS

Section 1. Membership. The Historians of Netherlandish Art Inc. (the “Corporation”) is a membership corporation organized pursuant to New York Not-for-Profit Corporation Law section 601 exclusively for the purposes of fostering communication and collaboration among historians of northern European art from medieval to modern times, through such activities as mounting international research conferences and publishing a newsletter and/or a journal and as otherwise set out in the Certificate of Incorporation. Membership in the Corporation is open to individuals and institutions who share and support such purposes and who comply with the Corporation’s membership policies, including the assessment of membership fees, as the Board of the Corporation (the “Board”) may from time to time adopt by resolution (each, a “Member” and, collectively, the “Membership”).

Section 2. Classes of Membership; Dues. The Corporation shall have two (2) classes of Membership: 1) Individual Members, who may include Regular Members and Honorary Members, and 2) Institutional Members, such as museums, educational or scholarly organizations and foundations. The Board may establish or modify the classes of Membership; shall establish the dues for each type of Member; and may waive dues (by class or for individuals) as appropriate. Individual Members in good standing (the “Voting Members”) are eligible to vote at any Annual Meeting of the Members or any Special Meeting of the Members (each, a “Meeting”). Institutional Members may, through representatives, attend and participate in, but are not eligible to vote at, any Meeting.

Section 3. Meetings.

(a) The Corporation shall hold an annual meeting of the Members (the “Annual Meeting of the Members”) for the election of the Elected Officers and the At-Large Directors, as provided in these By-laws, and for the transaction of such other business as

may come before the Members, including providing financial information about the Corporation, subject to approval of the Board. The Annual Meeting of the Members will be held at such times as the Board may fix.

(b) A Special Meeting of the Members (a “Special Meeting”) shall be held whenever called by resolution of the Board or by a written demand to the Secretary of ten percent (10%) of the Voting Members. The Secretary shall promptly give notice of the Special Meeting, upon receiving the resolution, request or demand, as provided below. The Special Meeting shall take place not less than two (2) nor more than three (3) months from the date of the resolution, request or demand. In the case of a written demand from Voting Members, if the Secretary fails to give notice within five (5) business days after the receipt thereof, any Member signing such demand may give such notice.

(c) The Board may appoint one or more inspectors to act at any Meeting or adjournment thereof.

(d) If and as determined by the Board, a member may participate in a Meeting by telephone, video conference or similar communications equipment, provided that all persons participating in the Meeting can hear each other and can participate in all matters before the Meeting. In such case, the Board shall implement reasonable measures to:

(1) verify that each person participating electronically in such Meeting is a Member or a proxy of a Member;

(2) provide each Member participating electronically in the Meeting with a reasonable opportunity to participate, including an opportunity to propose, object to, and, in the case of Voting Members, to vote upon a specific action to be taken by the Members, and to see, read or hear the proceedings of the Meeting substantially concurrently with those proceedings; and

(3) record and maintain a record of any votes or other actions taken by electronic communication at the Meeting.

Section 4. List or Record of Members. A list or record of Voting Members, certified by the Secretary, shall be produced at any Meeting, provided that, at least ten (10) days prior to such Meeting, a Member has given written notice to the Corporation of the intent to request such a list.

Section 5. Notice of Members Meetings; Record Date. Written notice of any Meeting shall include its proposed agenda, including candidates for election and other matters for the Membership, a form of proxy and the place, date, and hour of the Meeting, as well as the method of electronic communication, if any, by which Members may participate in the Meeting. Such notice shall be given to each Member by mailing the notice by first class mail, postage prepaid, by personal delivery, by fax or by e-mail not less than ten (10) nor more than fifty (50) days before the date of the Meeting. If such notice is mailed by any other class of mail other than first class mail, it shall be given between thirty (30) and sixty (60) days before the date of the Meeting. Any notice of a Special Meeting shall indicate the purpose for it is called and the person or persons calling such Meeting. The Board may fix, in advance, a date as the record date for the purpose of determining the Members who are entitled to notice of any Meeting or any adjournment thereof or who are Voting Members entitled to vote at such Meeting. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the Meeting.

Section 6. Waivers of Notice. Notice of any Meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after such Meeting. Waivers of notice may be written or electronic. If written, the waiver must be signed by the Member (or Member's authorized officer, director, employee, or agent). If electronic, the waiver must set forth, or be transmitted with, information from which it can reasonably be determined that sending the waiver was authorized by the Member. A Member's attendance at a Meeting, in person or by proxy, shall constitute a waiver or notice by such Member, if such Member does not protest lack of notice prior to the conclusion of such Meeting.

Section 7. Quorum, Adjournment of Members Meetings. At all Meetings, a quorum for the transaction of business shall be either ten percent (10%) of the Voting Members or

one hundred (100) Voting Members, whichever is less, present in person or by proxy. In the absence of a quorum, the Voting Members present in person shall adjourn the Meeting from that time until a quorum is present. Notice of the new Meeting is not required if the time and place for the new Meeting is announced at the Meeting at which the adjournment is taken, and at the new Meeting any business may be transacted which might have been transacted at the Meeting as originally called.

Section 8. Organization. The President of the Corporation shall preside at all Meetings or, in the absence of the President, the Vice President shall serve as acting President. The Secretary of the Corporation shall act as Secretary at all Meetings, but, in the absence of the Secretary at a Meeting, the President or acting President may appoint any Voting Member to act as Secretary of such Meeting.

Section 9. Voting. At any Meeting, each Voting Member present, in person or by proxy, shall be entitled to one vote. Any vote for an Elected Officer or an At-Large Director or, upon the demand of any Member, upon any other question before the Meeting, shall be by ballot. The candidate for an Elected Officer who receives the greatest number of votes shall be elected to such position. In voting for At-Large Directors, Voting Members shall be entitled to as many votes as there are vacancies in the position of At-Large Director to be filled. Votes may not be cumulated. The number of highest vote-getting candidates for At-Large Director equal to such vacancies shall be elected to fill such vacancies.

Section 10. Proxies. Every Voting Member may authorize another Voting Member to act for such Voting Member by proxy. Every proxy must be in writing and signed by the Voting Member or the Voting Member's duly authorized agent, or by e-mail or other electronic means, and set forth information from which it can be reasonably determined that the proxy was authorized by that Voting Member. 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 by the Voting Member executing it. For the purposes of conducting Meetings, all proxies shall be delivered to the Secretary or, in the event of the absence of the Secretary, the Voting Member appointed by the President or acting President to act as Secretary of the Meeting.

Section 11. Action by the Members. Any action of the Corporation authorized by a majority of the votes of the Voting Members at a Meeting, or as otherwise provided by law or the By-laws, shall be the act of the Members. Action may be taken without a Meeting on unanimous written consent, setting forth the action to be taken, signed by all of the Voting Members. Such consent may be written or by e-mail or other electronic means. If the consent is written, it must be signed by the Voting Member. If the consent is by e-mail or other electronic means, it must be able to be reasonably determined to have been sent by the Voting Member.

Section 12. Special Actions Requiring Vote of the Voting Members. The following actions of the Corporation may not be taken without approval of the following specified number of Voting Members:

(a) two-thirds (2/3) of the votes cast at a Meeting is required for (1) an amendment that adds, changes, or strikes out a provision of the Certificate of Incorporation that specifies a greater requirement as to what constitutes a quorum or the votes of Voting Members or (2) a petition for judicial dissolution of the Corporation; and

(b) two-thirds (2/3) of the votes cast at a Meeting is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding, provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE II

OFFICES

The principal office of the Corporation shall be in New York County of the State of New York. The Corporation may also have offices at such other places as the Board may from time to time determine or the business of the Corporation may require, which places may include the offices of one or more of the Officers.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall have the general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in the By-laws. The Board may exercise all other powers necessary to manage and control the affairs and funds of the Corporation and further the purposes of the Corporation in conformity with the Certificate of Incorporation and the By-laws.

Section 2. Board Membership. The members of the Board (the “Directors”) are (i) the President and the Vice President (the “Elected Officers”), who each serve on the Board ex officio and with vote; (ii) the immediate Past President, who serves on the Board ex officio and without vote for a term of four (4) years following the end of that individual’s term as President (or, if such individual is unable or unwilling to serve on the Board, another prior President, as selected by the President) (the “Past President”); and (iii) the Directors who are elected by the Members to serve at-large (the “At-Large Directors”). The Board may, from time to time, propose to the Membership that the By-laws be amended, or may itself amend the By-laws, to increase or decrease the membership of the Board. No proposed decrease shall shorten the term of any incumbent Director. The “entire Board” shall consist of the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. The Treasurer and the Secretary attend meetings of, and serve as advisors to, the Board, but are not Directors.

Section 3. Eligibility. Only Voting Members are eligible to serve as Directors.

Section 4. Nomination and Election of At-Large Directors. Every two (2) years, the Nominating Committee shall nominate the candidates for one-half of the At-Large Directors to serve on the Board. The election for each such At-Large Director shall take place at the Annual Meeting of the Members every two (2) years and a candidate shall be elected as set forth in Article I, Section 9. The term of service of each At-Large Director is four (4) years,

which shall begin at the commencement of the Annual Board Meeting that follows the Meeting at which such At-Large Director is elected and shall conclude immediately prior to the Annual Board Meeting four (4) years later or until a successor has been elected or appointed and qualified, or until death, resignation, or removal; provided, however, that the term of any At-Large Director elected by the Board to fill an unexpired term (whether resulting from death, resignation, or removal) shall be subject to Article III, Section 8. The Members may reelect an At-Large Director to the Board, but not for more than two (2) consecutive terms, or may elect an At-Large Director to serve as an Elected Officer.

Section 5. Classes of Directors. The Board shall endeavor to divide the At-Large Directors into two (2) classes that are as equal in number as possible such that the terms of one-half of the At-Large Directors will expire at the end of every other Annual Meeting of the Members.

Section 6. Removal. Any At-Large Director may be removed at any time for cause by (i) a majority vote of the Board or (ii) the Voting Members in accordance with Article I, Section 11. The At-Large Director who is the subject of a proposal for removal shall be provided with adequate notice of the proposed action and an opportunity to respond.

Section 7. Resignation. Any At-Large Director may resign from the Board at any time. Such resignation shall be made in writing or electronically, directed to the President, and shall take effect at the time specified in the written resignation and, if no time is specified, at the time of its receipt by the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of an At-Large Director.

Section 8. Vacancies and Newly Created At-Large Directorships. The Board, at any meeting and upon the recommendation of the President, may, from among the Voting Members, fill any vacancy in any At-Large Directorship arising at any time and from any cause, including (i) death, resignation, or removal; (ii) the creation of new At-Large Directorships or (iii) the failure of the Members to elect, at a Meeting, an At-Large Director. The term of an At-Large Director elected by the Board to fill a vacancy shall, as determined by the Board, expire either (i) at the end of the term that the At-large Director is filling or (ii)

at the next Annual Meeting of the Members, at which Meeting such At-Large Director, if a candidate for election, may be elected to serve a full term.

Section 9. Regular and Special Meetings. The Board shall hold at least one (1) annual meeting each year (the “Annual Board Meeting”), generally within the month following the Annual Meeting of the Members. The Board shall fix the dates, times, and places of the Annual Board Meeting or any other regular meetings of the Board. Special meetings of the Board (“Special Meetings of the Board”) shall be held whenever called by the President, the Vice President or three (3) Directors.

Section 10. Notice of Meetings. Each Director and the Treasurer, the Secretary and the international liaisons appointed pursuant to Article IV, Section 11 shall be provided with notice of each meeting of the Board. Such notice must be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. Such notice shall be:

- (a) delivered to each such person by e-mail or such other method as the Board may specify at least thirty (30) days before the day on which the meeting is to be held; or
- (b) mailed to each such person, postage prepaid, addressed to such person’s residence or usual place of business (or at such other address as such person may have designated in a written request filed with the Secretary at least thirty-five (35) days before the day on which the meeting is to be held).

Notwithstanding the above, to enable the Board to discuss matters requiring prompt action, notice of Special Meetings of the Board may be sent to each Director and the Treasurer, the Secretary and the international liaisons by e-mail or telephone, or given personally, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting of the Board need not be given to any Director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice prior to or at the beginning of the meeting. Waivers of notice sent by email will be valid if the Director is clearly identified in such waivers.

Section 11. Quorum. The quorum for a meeting of the Board shall be a majority of the Directors then in office who are present at the meeting.

Section 12. Voting. At any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors eligible to vote who are present at the time of the vote shall be the act of the Board, except as otherwise provided by law or the By-laws.

Section 13. Adjournment of Meeting. A majority of the Directors who are eligible to vote who are present, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of the time and place of such adjourned meeting shall be given to Directors who were not present at the time of such adjournment and, if such time and place was not announced at such meeting, to all other Directors. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 14. Participation in a Meeting. As determined by the Board or a Corporation Committee, in any meeting of the Board or of a Corporation Committee any member thereof may participate by telephone, video conference or similar communications equipment, provided that all persons participating in the meeting can hear each other and can participate in all matters before the Board or the Corporation Committee. Participation by such means shall constitute presence in person at a meeting.

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board or a Corporation Committee may be taken without a meeting if all the voting members of the entire Board or all members of the Corporation Committee unanimously consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or by email or other electronic means. If the consent is written, it must be signed by each Director or member of the Corporation Committee so consenting. If consent is by email or other electronic means, such consent will be valid if the Director or member of the Corporation Committee consenting is clearly identified therein. Any resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

Section 16. Compensation. No Director shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation in such capacity or in such Director's capacity as an Elected Officer, except that the Board, pursuant to a policy adopted by the Board, may authorize reimbursement of expenditures reasonably incurred by any such individual.

ARTICLE IV

OFFICERS, ADMINISTRATOR, CONTRACTORS AND AGENTS

Section 1. Number and Qualifications. The officers of the Corporation shall be the President, the Vice President, the Treasurer and, if the Board so appoints, the Secretary, an Assistant Treasurer or other officer. No person may hold more than one office, provided that in the event of absence or disability of the President, the Vice President shall serve as acting President.

Section 2. Election and Term of Office. The Nominating Committee shall nominate one or more candidates for election for each position of President and Vice President. The election of President and Vice President shall take place at one of the Annual Meetings of the Members at which At-Large Directors are not being elected. The term of service of each such Elected Officer is four (4) years, which shall begin at the commencement of the Annual Board Meeting that follows the Meeting at which such At-Large Director is elected and shall conclude immediately prior to the Annual Board Meeting four (4) years later or until a successor has been elected or appointed and qualified, or until death, resignation, or removal; provided, however, that the term of an Elected Officer elected to fill an unexpired term (whether resulting from death, resignation, or removal) shall be as prescribed by Article IV, Section 5. An Elected Officer may be reelected, but not for more than two (2) consecutive terms in the same office, or may be elected as an At-Large Director.

Section 3. Removal. Any Elected Officer may be removed with or without cause by a vote of the Voting Members in accordance with Article 1, Section 11. The Treasurer and the Secretary may be removed with or without cause by the Board. The Officer who is the subject of a proposal for removal shall be provided with adequate notice of the proposed

action and an opportunity to respond. If removed, the Elected Officer shall no longer serve on the Board.

Section 4. Resignation. Any Officer may resign at any time by giving notice (either written or electronic) to the President or, in the case of a resignation of the President, to the Vice President. The resignation shall take effect at the time specified therein and, if no time is specified, at the time of its receipt by the President or the Vice President, as the case may be. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of an Officer. Upon resignation, an Elected Officer shall no longer serve on the Board.

Section 5. Vacancies. In the event of a vacancy in the position of President, the Vice President shall automatically assume the position of Acting President for the remainder of the President's term. In the event of a vacancy in the position of Vice President, the Board shall appoint an Acting Vice President from among the Directors for the remainder of the Vice President's term.. The Board may fill any vacancy arising from the failure of the Members to elect, at a Meeting, an Elected Officer for any Elected Officership.

Section 6. President. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. The President shall preside at all meetings of the Board. The President may invite such other persons, as appropriate to attend one or more meetings of the Board or to otherwise assist the Corporation. The President shall perform such other duties as from time to time may be assigned by the Board.

Section 7. Vice President. The Vice President shall assist the President in supervising the affairs of the Corporation and shall become familiar with the business of the Corporation and the duties of the President in the event that the Vice President needs to assume the presidency should the office of President become vacant. The Vice President shall have such additional powers and duties as may be assigned by the President or by the Board. In the absence of the President, the Vice President shall perform the duties of President.

Section 8. Treasurer. The Treasurer, who shall be a Voting Member, shall be appointed by the Board for a term of four (4) years, subject to reappointment. The Board may fill a vacancy in the office of the Treasurer for the remainder of the term. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. The President and the Treasurer shall present financial information, subject to approval of the Board, at the Annual Meeting of the Members and at the Annual Board Meeting thereafter. Such financial information shall show, in appropriate detail: (i) the assets and liabilities of the Corporation as of a twelve (12)-month fiscal period terminating not more than six (6) months prior to the Annual Meeting of the Members or the Annual Board Meeting; (ii) the principal changes in assets and liabilities during that fiscal period; (iii) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during that fiscal period; (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes (e.g., awards and grants) during said fiscal period; and (v) the number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the fiscal period. The Treasurer shall, at all reasonable times, provide the Corporation's books and accounts to any Director and, whenever required by the Board, render a statement of the Corporation's accounts, subject to the control of the Board. The Treasurer shall perform such other duties as shall from time to time be assigned by the Board or the President.

Section 9. Secretary. The Board may appoint a Secretary, who shall be a Voting Member, for a term of four (4) years, subject to reappointment. The Secretary shall keep the minutes of each Meeting and all meetings of the Board and the Executive Committee. Such individual shall be responsible for giving and serving all notices of the Corporation, including with respect to Meetings and meetings of the Board, and for counting votes at each Meeting. Such individual, with the assistance of other Directors, shall facilitate the communication of news and information among the membership. The Secretary shall receive the annual disclosure statements required by the Corporation's Conflicts of Interest Policy.

The Secretary shall keep a current list of the Members of the Corporation. The Secretary shall render notice of dues to the Members and shall coordinate Members' dues payments with the Treasurer. The Secretary shall supervise the Administrator(s) in the performance of duties assigned to the Administrator(s) and shall otherwise perform such other duties as shall from time to time be assigned by the Board or the President.

Section 10. Administrators, Contractors and Other Agents. As it shall deem necessary, the Board may from time to time appoint, including by filling a vacancy in the position of, (i) one or more Administrators, each of whom shall be a Voting Member and, in the absence of an appointed Secretary, fulfill the responsibilities of the Secretary as set out in the By-laws or (ii) other contractors and agents, whether on a full- or part-time basis. Each of these shall serve at the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation or honoraria, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to the Administrator(s) or any other contractor or agent, any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties. The terms of the Administrator(s) or other contractors and agents are subject to renewal at each Annual Board Meeting.

Section 11. International Liaisons. The Board may appoint one or more international liaisons, who shall be Voting Members residing outside North America, to serve as advisors to the Corporation in promoting its global aims and interests. International liaisons serve for two (2)-year terms, subject to reappointment by the Board.

ARTICLE V COMMITTEES

Section 1. Committees. The By-laws establish committees of the Corporation and, in addition, the Board may, from time to time, establish one or more standing or ad hoc committees, with such powers and duties as the Board may specify (each, a "Corporation Committee"). The President appoints the Chair and all members of a Corporation Committee, including to fill a vacancy, other than those members who serve on the Corporation

Committee ex officio and except as otherwise provided in these By-laws. A member's term of service on a Corporation Committee commences with the Annual Board Meeting at which the member is appointed by the President or is otherwise designated as a member of such Corporation Committee pursuant to the By-laws and expires at the next Annual Board Meeting. Members of a Corporation Committee, other than those whose service is ex officio and is specified in the By-laws or is otherwise prescribed by the Board, can be reappointed for one or more successive terms. The Board shall review the duties, functioning and membership of each Corporation Committee at each Annual Board Meeting. No Corporation Committee shall have authority as to the following matters:

- (a) the filling of vacancies on the Board or on any Corporation Committee;
- (b) the amendment or repeal of the By-laws or the adoption of new By-laws;
- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (d) the approval of a merger or plan of dissolution;
- (e) the authorization of a transaction involving the sale, lease, exchange, or other authorization of a transaction involving the sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation; and
- (f) the approval of amendments to the Certificate of Incorporation.

Section 2. Executive Committee. The Corporation shall have an Executive Committee which shall (i) have, to the extent permitted by law, responsibility for the operation and activities of the Corporation and the Board between meetings of the Board within the limits of basic policy established by the Board, (ii) oversee the Corporation's compliance with applicable law and the By-laws and (iii) make recommendations to the President and the Board. The Committee recommends to the Board candidates, for appointment by the Board, for the positions of Editor-in-Chief of each of the Journal of Historians of Netherlandish Art ("JHNA") and the Historians of Netherlandish Art Reviews ("HNAR"). The Committee shall have such other powers and

duties as may be specified by the By-laws or as otherwise determined from time to time by the Board. The members of the Committee shall be the President, who shall chair the Committee, the Past President, the Vice President, the Treasurer, and the Secretary.

Section 3. Finance Committee. The Corporation shall have a Finance Committee. The Committee shall be responsible for the financial management of the Corporation, including the general planning of the financial affairs of the Corporation, and establish policies for and oversee the management of the Corporation's investments and other financial assets and shall otherwise have such powers and duties as the Board may specify. The members of the Committee shall be the Treasurer, who shall chair the Committee, the President or Vice President and at least one other Director. The Chair may invite other persons with appropriate expertise to participate on an advisory basis in the affairs of the Finance Committee.

Section 4. Nominating Committee. For each election by the Members of Elected Officers and At-Large Directors, the Corporation shall have a Nominating Committee. Each such Committee, by such processes as it may adopt, shall nominate the candidates for Elected Officers and At-Large Directors, as the case may be, for election at the Annual Meeting of the Members or as otherwise permitted by the By-laws. The President appoints the Chair and members of each such Committee. The members of the Committee for each election shall be Voting Members. In making the appointments, the President shall endeavor to include in the membership (i) of a Committee constituted for the election of Elected Officers, two (2) Elected Officers who are completing their terms of service and one (1) other Director and (ii) of a Committee constituted for the election of At-Large Directors, two (2) of the At-Large Directors who are completing their terms of service, provided, however, that (i) neither the President nor (ii) any Elected Officer or At-Large Director who intends or is nominated to be a candidate for election or reelection may serve on the Committee constituted for such election. The Chair shall ascertain that all candidates whose names have been submitted to the Committee (a) are eligible to stand for election and serve as Elected Officers or At-Large Directors and (b) other than candidates who are self-nominated, are willing to stand for election and will serve if elected. The Committee shall have such other duties as the Board may specify.

Section 5. Awards Committee. The Corporation shall have an Awards Committee to devise and administer a program of grants or awards by the Corporation to support projects that further its aims. The Committee shall inform the Officers of the grantees and awardees. The members of the Committee shall be the Vice-President, who will serve as chair, and at least two (2) other Directors.

Section 6. Compensation. No member of any Corporation Committee shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation as a member thereof, except that the Board, pursuant to a policy adopted by the Board, may authorize reimbursement of expenditures reasonably incurred.

ARTICLE VI CORPORATION ACTIVITIES

Section 1. HNA Conference. Approximately every three (3) years, HNA shall sponsor an international HNA Conference. The Board shall establish a process for the selection of venues for HNA Conferences and with respect to the Conference Committee and Program Committee.

Section 2. Publications As determined by the Board, the Corporation shall publish the JHNA and the HNAR.

ARTICLE VII CONTRACTS, CHECKS, AND BANK ACCOUNTS

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

ARTICLE VIII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation, including the minute book (containing a copy of the Certificate of Incorporation, a copy of the By-laws and all minutes of meetings of the Board), shall be kept at an office of the Corporation.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year, or such other dates as determined by the Board.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 1. General. To the fullest extent permitted by law and if and as covered by the insurance policy purchased by the Corporation pursuant to Article X, Section 4, the Corporation shall indemnify any person (and such person's heirs, executors, guardians, administrators, assigns, and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including being a witness) any threatened, pending, or completed action, suit, proceeding, or inquiry (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was (i) an Officer, At-Large Director, the Administrator, the Editors-in-Chief and editors of JHNA and HNAR and other Members in carrying out functions on behalf or in connection with the Corporation or member of a Corporation Committee or (ii) is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, in each case, for and against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns, or legal representatives in connection with that action, suit, proceeding, or inquiry, including appeals. Notwithstanding the foregoing, the Corporation shall indemnify any

person seeking indemnification in connection with an action, suit, proceeding, inquiry (or part thereof) initiated by that person only if that action, suit, proceeding, or inquiry (or part thereof) was authorized by the Board.

Section 2. Exclusions. Notwithstanding Article X, Section 1, no indemnification shall be made to or on behalf of a person if a judgment or other final adjudication adverse to the director or officer establishes that such person's acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 3. Expenses. To the fullest extent permitted by law, the Corporation shall pay expenses as incurred by any person described in this Article X in connection with any action, suit, proceeding or inquiry described in this Article X; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

Section 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person described in this Article X against any liability asserted against such person, whether or not the Corporation would have the power to indemnify such person against that liability under the provisions of this Article X or otherwise.

Section 5. Application. The provisions of this Article shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article X, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article X shall be deemed a contract between the Corporation and each Officer, Director or member of a Corporation Committee who serves in such capacity at any time while this Article X and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this

Article X shall not adversely affect any right or protection of any person described in this Article X in respect of any act or omission occurring prior to the time of the repeal or modification.

Section 6. Validity and Limitations. If any provision of this Article X shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article X. The rights of indemnification provided in this Article X shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in this Article X may otherwise be entitled or permitted by contract or by vote of the Board, or otherwise, as a matter of law, both as to actions in such person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person described in this Article X shall be made to the fullest extent permitted by law.

ARTICLE XI
ADOPTION, AMENDMENT, REPEAL AND REFERENCES;
INTERPRETATION

Section 1. Adoption, Amendment, Repeal. The By-laws may be adopted, amended or repealed (i) at a Meeting for which written notice of such Meeting, setting forth the proposed adoption, amendment or repeal, is given in accordance with Article I, Section 5 or (ii) by an affirmative vote of two-thirds of the Board, provided that any such action by the Board may be reversed or altered by the Members pursuant to Article I, Section 11.

Section 2. Reference to Certificate of Incorporation. References in the By-laws to the Certificate of Incorporation shall include all amendments thereto, unless specifically excepted by the By-laws. In the event of a conflict between the Certificate of Incorporation and the By-laws, the Certificate of Incorporation shall govern.

Section 3. Interpretation. All questions on interpretation, construction or application of the By-laws shall be decided by the Board. Any decisions by the Board shall control until reversed or altered by the Members pursuant to Article I, Section 11.

ARTICLE XII
TRANSITIONAL PROVISIONS

The Board is authorized to adopt such transitional measures as may be appropriate with respect to the terms of service of any Officer or At-Large Director or as to any other matter, including the adoption or modification of the By-laws.

Adopted: _____