



# **AALE Bylaws**

## **2007-2008 AY**

### **The American Academy for Liberal Education**

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Additional copies of the information regarding membership may be secured from:

**The American Academy for Liberal Education**



**1050 17<sup>th</sup> St. NW #400  
Washington, DC. 20036 USA**

Or at the Academy website: **[www.aale.org](http://www.aale.org)**

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**ARTICLE I**  
**NAME**

The name of this organization is “THE AMERICAN ACADEMY for LIBERAL EDUCATION,” hereinafter referred to as the “Academy.”

**ARTICLE II**  
**POWERS AND PURPOSES**

The Academy is an autonomous, non-governmental, non-profit corporation organized under the District of Columbia Non-Profit Corporation Act exclusively for educational, research, mutual improvement, and professional purposes. It shall have the necessary and incidental powers to carry out its corporate purposes, among which shall be:

1. To defend the purposes and advance the cause of liberal arts education;
2. To establish standards for accrediting educational institutions and programs offering liberal arts education;
3. To accredit institutions and programs based on these standards;
4. To undertake research and support programs pertaining to the quality of liberal arts education;
5. To sustain the integrity of education by focusing discussions and actions on matters of educational substance; and
6. To provide a forum for discussion and analysis and a mechanism for common action to accomplish the above purposes.

**ARTICLE III**  
**CONSTITUENCY AND MEMBERSHIP**

**A. Constituency**

32 The Academy shall consist of colleges, universities, and schools, and of individuals and  
33 organizations concerned with liberal education.

34

35 **B. Institutional Membership**

36

37 **1. Membership Categories**

38

39 Institutions meeting Academy standards for accreditation or other forms of review shall  
40 be afforded membership in appropriate categories as established by the Board of  
41 Trustees.

42

43 **2. Voting**

44

45 Each accredited member institution located within the United States in good standing, or  
46 all of the accredited programs within such an institution in good standing, has a single  
47 vote in each matter relevant to its category of accreditation. This vote shall be cast by the  
48 Chief Executive Officer, or a designated representative.

49

50 **3. Duties**

51

52 a) Member institutions shall maintain compliance with the Standards and official  
53 requirements of the Academy. Failure to do so, after notice from the Academy, shall  
54 initiate a review of membership status under procedures established by the Board.

55 b) Member institutions holding accreditation and accreditation with notation shall be  
56 eligible to nominate members of the Board of Trustees.

57 c) Member institutions holding accreditation and accreditation with notation shall vote  
58 concerning accreditation standards as stipulated in these Bylaws, and on other matters  
59 brought to the Annual Meeting after requisite comment periods and following a  
60 resolution by the Board of Trustees, and shall participate in and review changes to the  
61 Bylaws of the Academy as stipulated herein.

62 d) Member institutions shall respond to requests of the Academy for information and  
63 counsel associated with the program and responsibilities of the Academy.

64 e) Member institutions shall pay annual dues, the amount to be determined by the Board.  
65 Failure to pay dues six months beyond the due date shall cause a review and possible  
66 revocation of membership by the Board of Trustees under procedures established by the  
67 Board

68  
69 **4. Quorum**

70  
71 One half of the institutional members eligible to vote shall constitute a quorum for the  
72 transaction of business during membership meetings.

73  
74 **5. Meetings**

75  
76 There shall be meetings of the institutional members of the Academy as may be deemed  
77 appropriate. There shall be at least ninety days notice of the time and place of the  
78 Membership Meetings. The Board of Trustees may call Special Meetings upon thirty  
79 days written notice to the members stating the purpose of the meeting.

80  
81 **C. Individual Members**

82  
83 The members of the Board of Trustees and the Council of Scholars shall be individual  
84 members of the Academy. Individual members shall have one vote on matters delegated  
85 to them by the Bylaws.

86  
87 **ARTICLE IV**  
88 **BOARD OF TRUSTEES**

89  
90 **A. Authority**

91  
92 The Academy shall be governed by a board of trustees, herein after referred to as the  
93 Board.

94  
95 **B. Membership**

96

97 1. The Board shall consist of a Chairman, a Vice Chairman/Treasurer, a Secretary, the  
98 Chairman of the Council of Scholars, and up to 26 additional members, and the President  
99 of the Academy ex-officio, with every seventh member being a representative of the  
100 public. The composition of the Board shall reflect various perspectives and expertise in  
101 the Academy’s constituency and membership. Not more than two members of the Board  
102 of Trustees shall be members of the Council of Scholars at the time they are serving on  
103 the Board. Not more that five members of the Board shall be from member institutions  
104 of the Academy.

105  
106 2. At least one in every seven members of the Board of Trustees must be a public member. A  
107 “member of the public” must not be: (1) an employee, member of the governing board,  
108 owner, shareholder of, or consultant to, an institution or program that is either accredited or  
109 preaccredited by the Academy, or which has applied for preaccreditation or accreditation by  
110 the Academy; (2) a member of any association or organization related to, affiliated with, or  
111 associated with the agency; or a spouse, parent, child or sibling of an individual as defined in  
112 (1) or (2).

113  
114 The public members shall hold a baccalaureate degree or higher but shall not be  
115 employed in academia or retired from a professional career in academia.

- 116  
117 3. Individual trustees of the Academy shall be elected by the Board of Trustees.  
118 4. Honorary and emeriti members, will not be included for the quorum count, nor shall they  
119 have voting privileges.  
120 5. The Board of Trustees must contain at least one member whose current primary position  
121 is in higher education administration and it shall have at least one current academic  
122 member.

123  
124 **C. Duties**

125  
126 The Board of Trustees shall:

- 127  
128 1. Establish and amend as necessary the Bylaws, Policies and Procedures, and other  
129 documents, statements, and protocols necessary to the operation of the Academy;

- 130 2. Elect all members of the Board, the officers of the Board, and the members, Chairman,  
131 and Vice Chairman of the Council of Scholars;
- 132 3. Establish the accreditation standards of the Academy following consultation with the  
133 Council of Scholars before the standards are presented to the institutional members of the  
134 Academy eligible to take action;
- 135 4. Establish and revise the procedures for accreditation by the Academy;
- 136 5. Establish and revise as necessary the membership categories of the Academy;
- 137 6. Review and determine the accreditation and institutional membership status of applicant  
138 and member institutions and programs following consultation with the Council of  
139 Scholars;
- 140 7. Establish an appeals procedure for the accreditation process, and revise it as necessary;
- 141 8. Review applications for and grant or deny membership;
- 142 9. Monitor the effectiveness of the Bylaws, Policies and Procedures, Standards for  
143 Accreditation, and other governing or guiding documents, and approve processes and  
144 schedules for their revision;
- 145 10. Establish and amend the purposes and scope of the Academy's work;
- 146 11. Possess controlling management of the funds and properties of the Academy, holding and  
147 using them on behalf of the Academy and its purposes;
- 148 12. Approve the annual budget and oversee long range financial planning for the Academy;
- 149 13. Review and vote on annual reports of the Academy's financial position as prepared by  
150 official auditors and the President;
- 151 14. Appoint and fix the salary of the President who shall be the Academy's Chief  
152 Administrative Officer, and who shall serve at the pleasure of the Board;
- 153 15. Receive from the President an annual review of the Academy's activities, the operations  
154 of its National Office, and responsibilities of the National Office personnel.

155  
156 **D. Meetings**

157  
158 The Board shall meet at least twice during the year at times and at places proposed by the  
159 President and agreed to by the Board. Normally, the Annual Meeting of the Board occurs  
160 in the fall. Meetings may be called by the Chairman or at the request of a majority of the  
161 Board's members. The Chairman shall determine the times and places of special  
162 meetings. Meetings may be conducted by conference phone call. Members are expected

163 to pay their own travel and lodging expenses to attend Board meetings; however, when  
164 warranted by circumstances the Chairman may wave this requirement.

165

166 **E. Quorum**

167

168 At any meeting, one third of the members of the Board plus one shall constitute a quorum  
169 for the transaction of business and voting.

170

171 **F. Committees**

172

173 1. Executive Committee

174

175 a) Membership

176

177 The Executive Committee of the Board shall consist of the Chairman, the President, the  
178 Vice Chairman/Treasurer, the Secretary, and the Chairman of the Council of Scholars.

179

180 b) Duties

181

182 The Executive Committee shall:

183

184 (1) Manage the affairs and funds of the Academy not otherwise provided for;

185 (2) Oversee and make recommendations to the Board concerning the financial operations of  
186 the Academy;

187 (3) Make annual recommendations to the Board concerning the appointment and duties of  
188 the President, and his compensation. The President shall be absent from final discussion  
189 and vote by the Executive Committee and Board concerning matters of his appointment  
190 and compensation.

191 (4) Approve changes to the Academy's Standards and Criteria, Policies and Procedures  
192 Manual and By-Laws and other Academy documents as needed between regular Board  
193 meetings.

194

195 c) Meetings

196 Meetings of the Executive Committee shall be convened by the Chairman or the  
197 President, or at the request of any two of the other members. There shall be at least one  
198 meeting each fiscal year. Meetings may be held in person or by conference phone call.

199

200 d) Quorum

201

202 Three members of the Executive Committee shall constitute a Quorum for the transaction  
203 of Executive Committee business.

204

205 2. Standing Committees

206

207 The Board shall establish such standing committees as may be necessary for carrying out  
208 its responsibilities.

209

210 The Chairman shall charge with their duties such standing and ad hoc committees as may  
211 be required.

212

213 3. Nominating Committee

214

215 The Chairman of the Board shall appoint a nominating committee for the purpose of  
216 nominating candidates for available positions on the Board of Trustees and Council of  
217 Scholars, including the offices of Chairman, Vice-Chairman/Treasurer, Secretary of the  
218 Board, and Chairman and Vice-Chairman of the Council of Scholars.

219

220 The Nominating Committee shall be composed of three trustees. Members will serve for  
221 two years and shall be eligible for reappointment.

222

223 4. Ad Hoc Committees

224

225 The Chairman of the Board shall have the power to appoint ad hoc Committees to fulfill a  
226 prescribed function within a specific time.

226

227 **G. Training**

228

229 Members of the Academy’s Board and Council of Scholars are required to be well versed  
230 in the Academy’s *Bi-laws, Policies and Procedures, Standards and Criteria, Handbook*  
231 *for Site Visitors, and Handbook for Self-Study*. New members are supplied with copies of  
232 these documents upon joining the Council or Board and are trained in AALE standards,  
233 procedures, and the scope of their decision making authority prior to their first meeting.  
234 Training takes place at each of the regularly scheduled spring Board and Council  
235 meetings and as additionally needed to ensure that training takes place prior to serving in  
236 any decision or policy-making capacity.

237  
238 **ARTICLE V**  
239 **OFFICERS OF THE BOARD**

240  
241 **A. Definition**

242  
243 The officers shall be a Chairman, Vice-Chairman/Treasurer, Secretary, and the President  
244 of the Academy, ex-officio.

245  
246 **B. Duties**

247  
248 **1. Chairman**

- 249  
250 a) The Chairman shall preside at all general meetings of the Academy, meetings of the  
251 Board, and at meetings of the Executive Committee.  
252 b) The Chairman shall have the power to establish committees with the consent of the  
253 Executive Committee or at their request, or at the request of the Board. The Chairman  
254 shall appoint personnel to fill vacancies not otherwise provide for in the Bylaws. The  
255 Chairman shall be bonded in an amount approved by the Executive Committee.  
256 c) The Chairman shall approve and assist as appropriate in the preparation of the agenda  
257 proposed for Board meetings.  
258 d) The Chairman shall perform all other duties pertaining to this office.

259  
260 **2. Vice Chairman/Treasurer**

261

- 262 a) The Vice Chairman/Treasurer shall serve as advisor to the Chairman and shall substitute  
263 for the Chairman in his or her absence or inability to serve.
- 264 b) The Vice Chairman/Treasurer shall oversee the proper stewardship of Academy funds.
- 265 c) The Vice Chairman/Treasurer shall be bonded in an amount approved by the Executive  
266 Committee.
- 267 d) The Vice Chairman/Treasurer shall present a report based on the past fiscal year of the  
268 Academy at each Annual Meeting of the Board, or at any other time a report may be  
269 requested by the Executive Committee or the Board. The Vice -Chairman/Treasurer shall  
270 insure the presence of itemized accounts and proper records of all receipts, expenditures,  
271 and investments. The Vice Chairman/Treasurer shall assist the President to prepare the  
272 annual budget and arrange for an annual audit.

273

274 **3. Secretary**

275

- 276 a) The Secretary shall be responsible for keeping an accurate record of Academy, Board,  
277 and Executive Committee meetings, and of all policy documents of the Academy.
- 278 b) The Secretary shall perform all other duties pertaining to this office.

279

280 **4. President**

281

282 The President shall:

- 283 a) Be the Chief Executive Officer of the Academy; carry out all of the policies and  
284 procedures of the Academy, operate the National Office of the Academy, and provide  
285 leadership in fulfillment of the Academy's purposes and functions; ensure proper  
286 archiving for all minutes and records of the Academy, the Board, the Executive  
287 Committee, the Council of Scholars, and all other committees.
- 288 b) Be an officer of the corporation and shall be an ex-officio member of the Board, the  
289 Executive Committee, and all other committees of the Academy unless otherwise  
290 determined by vote of the Board.
- 291 c) Appoint a Director of Higher Education, Director of K-12 Education, and other  
292 professional and support staff for the National Office, as needed, under a general office  
293 structure approved by the Executive Committee.

- 294 d) Conduct the official correspondence of the Academy and ensure that all required notices  
295 are provided in a timely manner;
- 296 e) Ensure that official notice as required by the Bylaws is provided in advance of the date  
297 and places of meetings of the Academy, Board, Executive Committee, The Council of  
298 Scholars, and other committees;
- 299 f) Notify all officers, Board members, Council of Scholars members, and members of  
300 committees of their election or appointment and term of office;
- 301 g) Consult and communicate with members of the Academy and the Board; and
- 302 h) Maintain effective channels of communication within the Academy's constituency and  
303 between the Academy and its constituency, and other entities and groups concerned with  
304 education and accreditation.
- 305 i) Receive and collect dues and other obligations to the Academy, develop funding for the  
306 Academy consistent with its purposes, pay its debts, manage its budget, and otherwise  
307 ensure that the financial functions of the Academy are fulfilled.
- 308 j) Ensure that the financial records of the Academy are accurately maintained, and shall  
309 coordinate with the Vice Chairman/Treasurer the preparation of an annual budget  
310 proposal and the annual audit process. The President shall be bonded in an amount  
311 determined by the Executive Committee.
- 312 k) Oversee and ensure the preparation of the agendas of the Academy, the Board, the  
313 Executive Committee, the Council of Scholars, and all other meetings held under the  
314 auspices of the Academy.
- 315 l) Be responsible for the fair and consistent application of all policies, procedures, and  
316 operations of the Academy.
- 317 m) Represent and express views of the Academy when and where appropriate, especially to  
318 the education, accreditation, government, and professional communities.
- 319 n) Be responsible for all functions of the Academy not otherwise provided for including, but  
320 not limited to, communication with the public, statistical and analytical services, and  
321 consultation.
- 322 o) Prepare an annual written report on the affairs of the Academy. This report shall be  
323 presented to the Board, which may authorize its further distribution.
- 324 p) Be appointed by the Board, shall receive instructions from the Board, shall serve at the  
325 pleasure of the Board, and shall be subject to its review.

326 q) Implement changes in the Academy’s documents, as directed by the Board or the  
327 Executive Committee..

328

329 **ARTICLE VI**

330 **FINANCES**

331

332 **A. Dues and Other Income**

333

334 The Board shall determine dues and assessments, and shall accept gifts, grants, and  
335 benefits if and when deemed desirable for fulfilling the purposes of the Academy.

336

337 **B. Budget**

338

339 The Board shall approve an annual budget and any necessary emergency appropriations  
340 or assessments. The budget of the Academy shall be adequate to support its basic  
341 services and to build a reserve.

342

343 **C. Payments**

344

345 All checks, and other orders for the payment of the money, notes, or other evidence of  
346 indebtedness issued in the name of the Academy shall be signed by such officers or  
347 agents of the Academy, and in such manner as shall be determined by the Board. In the  
348 absence of such specific determination, such instruments shall be signed by the President  
349 and counter-signed by the Chairman or Vice-Chairman/Treasurer.

350

351 **D. Compensation**

352

353 Except for the President and other staff members of the Academy, members of the Board,  
354 Executive Committee, Council of Scholars, and other committees shall receive no  
355 compensation for their services as members of the Board.

356

357 **E. Financial Records**

358

359 The financial records of the Academy shall be accurate, shall be kept current, and shall be  
360 consistent with nationally recognized standards of sound accounting practice.

361

362 **F. Audit**

363

364 The finances of the Academy shall be audited each year by a certified public accountant  
365 or firm and such auditor or firm shall submit a written report immediately following the  
366 end of each fiscal year. Copies of the written report shall be provided to each member of  
367 the Board. The Board shall vote on the audit.

368

369 **G. Fiscal Year**

370

371 The fiscal year for the Academy shall begin January 1 of each year and shall end on  
372 December 31 of the succeeding year.

373

374 **ARTICLE VII**

375 **THE COUNCIL OF SCHOLARS**

376

377 **A. Membership**

378

379 There shall be a Chairman, a Vice Chairman, and up to fifteen (15) additional members  
380 of the Council, all of whom shall be distinguished scholars or scholar/administrators in  
381 the liberal arts. The Council shall include members with expertise in the sciences and in  
382 the humanities. The Director of Higher Education, or another member of the staff  
383 appointed by the President, shall serve as recorder for the Council of Scholars.

384

385 Members of the Council shall be elected by the Board of Trustees after considering one  
386 or more recommendations from the Nominating Committee. The President shall appoint  
387 a Chairman and Vice Chairman of the Council with the advice and consent of the  
388 Officers of the Board.

389

390 Though the Council shall have a range of perspectives, members of the Council of  
391 Scholars shall act as individuals in accordance with the provisions, procedures, and

392 interests of the Academy. In conducting the business of the Council, they shall serve the  
393 interests of the Academy; they shall not serve as representatives of types of institutions,  
394 professions, groups, or other organizations, however defined.

395 The Council shall include one or more members whose primary position is in higher  
396 education administration and it shall also include one or more senior higher education  
397 academic members.

398

399 **B. Duties**

400

401 The Council of Scholars shall:

402

403 1. Develop standards for primary, secondary, and post-secondary educational programs in  
404 the liberal arts for review and action by the Board and the eligible institutional members  
405 of the Academy;

406 2. Apply the educational standards of the Academy to applicant institutions and programs  
407 engaged in liberal education, and make, as needed, recommendations to the Board  
408 concerning the extent to which curricula, educational operations, and results are  
409 consistent with the Academy's standards;

410 3. Maintain compliance with the Policies and Procedures of the Academy and operate under  
411 procedures and conflict of interest policies approved by the Board;

412 4. In its reviews of institutions and programs, separate matters of compliance with the  
413 Academy's educational standards from suggestions for improvement;

414 5. Make recommendations pertinent to the operation of the Academy's accreditation  
415 function, including but not limited to:

416 a) Accreditation procedures; and

417 b) Policy issues for consideration by the Executive Committee and the Board.

418

419 **C. Meetings**

420

421 The Council of Scholars shall meet as may be necessary, but at least twice a year.

422 Meetings shall be convened by the President or by the Chairman of the Council and

423 notice shall be provided to Council members at least thirty days before meetings.

424 Meetings may be conducted by a conference phone call.

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**D. Quorum**

One third of members entitled to vote plus one shall constitute a quorum for the transaction of Council business.

**E. Consultants**

The Council of Scholars may seek consultation from members of the Board or from the Academy’s staff as authorized by the President. Any consultants not members of the Board or staff must be approved by the Executive Committee. Consultants have no vote in the affairs of the Council.

**ARTICLE VIII  
NOMINATIONS, ELECTIONS, TERMS OF OFFICE**

**A. The Nominating Committee**

The Nominating Committee shall be composed of three members of the Board.

**B. Nomination Procedures**

Prior to the election, recommendations for candidates for open offices will be solicited by the Nominating Committee from:

1. Eligible institutional members of the Academy;
2. Individual members of the Academy; and
3. Any other organizations approved by the Board.

The Committee shall provide information about open offices, qualifications, length of terms, and eligibility for re-election.

457 The Nominating Committee shall take all advice into account, but having done so, shall  
458 have the independence and responsibility to develop a proposed slate based on its best  
459 judgment.

460  
461 As appropriate to completion of terms, the slate prepared for action by the Board shall  
462 include nominations for: (a) the Chairman, Vice Chairman/Treasurer, Secretary, and  
463 other members of the Board and Executive Committee; and (b) the Chairman, Vice  
464 Chairman, and members of the Council of Scholars.

465  
466 In preparing slates, the Nominating Committee shall exercise care and judgment with  
467 regard to such issues as expertise, suitability, continuity, and the specific roles and  
468 responsibilities of the Academy as a whole.

469  
470 At least sixty days prior to the Annual Meeting of the Board, the Nominating Committee  
471 shall forward to the President the slate of nominees. The President shall forward this  
472 slate along with appropriate biographical information to all members of the Board at least  
473 thirty days before the Annual Meeting of the Board.

474

475 **C. Elections**

476  
477 At the Annual Meeting of the Board, the Chairman of the Nominating Committee shall  
478 introduce the slate and preside over the election. There shall be opportunities for  
479 nominations from the floor.

480 **D. Terms of Office**

481  
482 One term of office for members of the Board and the Council of Scholars shall be four  
483 years. Terms are renewable by election of the Board following review by the  
484 Nominating Committee.

485  
486 The Chairman and members of the Nominating Committee serve two-year terms.  
487 Members and the Chairman may not succeed themselves in the same positions, but a  
488 member may be elected Chairman in a succeeding year. The two-year term limit applies  
489 only to consecutive terms.

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Except as specifically indicated in the Bylaws, no individual may hold more than one chairmanship concurrently.

Procedures for filling interrupted terms shall be the same as for filling full terms. A partial term of two years or more shall be considered a full term.

All terms of office begin on the day following the close of the Annual Meeting of the Board.

**E. Removal from Office**

By two thirds majority vote, the Board shall have the power:

1. To declare vacant any office in which the incumbent is unable for any reason to act effectively, or is disqualified under the Bylaws, and
2. To remove any agents appointed by the Board, the Executive Committee, or the officers.

A Board member absent without reasonable cause from two consecutive meetings of the Board may be removed by the Board. A Council of Scholars member absent without reasonable cause from two consecutive meetings of the Council may be removed by the Board.

A standing committee member absent without reasonable cause from two consecutive committee meetings may be removed by the Chairman of the Board upon the advice of other members of the committee.

**ARTICLE IX  
ACCREDITATION STANDARDS**

The standards for accreditation approved through procedures stipulated in the Bylaws and other Academy documents shall go into effect only after approval by the Board of Trustees, following an opportunity for comment by the institutional members of the

522 Academy. Such standards for accreditation shall be explicitly stated and published, and  
523 shall serve as the Academy’s sole criteria for awarding or denying accreditation.

524  
525 The proper procedures for developing proposals to establish and amend the accreditation  
526 standards shall be governed by these Bylaws, and by decisions of the Board taken from  
527 time to time in a manner appropriate to the nature and scope of projected changes. Such  
528 procedures shall include the establishment of appropriate comment periods. Notice of  
529 proposed changes to the standards must be sent to all relevant institutional members at  
530 least thirty days before votes by the Board. (The term “relevant” as used here means that  
531 changes affecting higher education will be sent to institutional college and university  
532 members and changes affecting K-12 membership will be sent to pre-collegiate  
533 institutions.

534  
535 Comment on the standards is possible at any time through the office of the President.

536  
537 Institutional members are responsible for commenting on proposed revisions and  
538 additions to standards that are applicable to them and for maintaining compliance with all  
539 standards as they are developed.

540

541 **ARTICLE X**

542 **PARLIAMENTARY AUTHORITY**

543

544 *Roberts Rules of Order*, revised, shall govern all meetings of the Board, Executive  
545 Committee, the Council of Scholars, institutional members, and the parliamentary  
546 procedures of the Academy in so far as these rules are not inconsistent with applicable  
547 statutes, the Academy’s Articles of Incorporation, and these Bylaws, unless other specific  
548 procedures are established by the Board.

549

550 **ARTICLE XI**

551 **POWER OF ATTORNEY**

552

553 The Chairman, Vice-Chairman/Treasurer, and President each shall have authority as  
554 attorney-in-fact to execute and acknowledge on behalf of the Academy, legal documents,

555 or other instruments in connection with the operations of the Academy as approved  
556 generally and specifically by the Executive Committee or the Board.

557

558 **ARTICLE XII**

559 **ADMINISTRATION OF PROPERTY**

560

561 **A. General Powers**

562

563 The Board, representing the Academy as a corporation, shall have powers designated by  
564 these Bylaws to sue and be sued, to purchase, take, receive, lease, take by gift, devise or  
565 bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with  
566 real or personal property, or any interest therein, and otherwise dispose of all or any part  
567 of its property and assets; to make contracts and incur liabilities, borrow money at such  
568 rates of interest as the Board may determine, issue its notes, bonds, and other obligations,  
569 and secure its obligations by mortgage or pledge of all or any of its property, franchises,  
570 and income; to conduct its affairs, carry on its operations, hold property, and have offices  
571 and exercise its powers in any part of the world; to elect or appoint officers and agents of  
572 the corporation, and define their duties and fix their compensation; to make and alter  
573 policies, not inconsistent with its Articles of Incorporation, Bylaws, or with the laws of  
574 the (District of Columbia), for the administration and regulation of the affairs of the  
575 Academy.

576

577 Notwithstanding the above, the Academy shall not engage in any business or other  
578 activity which is not in the furtherance of and exclusively for its educational, research,  
579 mutual improvement, and professional purposes, and which does not comply fully with  
580 the Sherman Act, the Clayton Act, and the Federal Trade Commission Act.

581

582 **B. Funds**

583

584 The funds of the Academy shall be deposited in such depositories as may be approved by  
585 the Board or the Executive Committee, but such depositing authority may be delegated  
586 by them to the President.

587

588 **C. Litigation**

589

590 The Academy shall defend against suit or legal proceedings, pay the expenses of, and  
591 indemnify against judgment or loss, any Board or Council of Scholars member, officer,  
592 agent, or employee or former Board or Council of Scholars member, officer, agent, or  
593 employee of the corporation arising out of any connection with or activities on behalf of  
594 the Academy provided that person is not guilty of acting in bad faith. This provision  
595 shall not be deemed to be exclusive of any other rights to which such person may  
596 otherwise be entitled under any Bylaw, agreement, or vote of the Board; or under law or  
597 regulation.

598

599 **ARTICLE XIII**

600 **AMENDMENTS**

601

602 Amendments to these Bylaws may be proposed by any member of the Board or Council  
603 of Scholars, or by any institutional member of the Academy. Proposed amendments shall  
604 be submitted to the Board, the Council of Scholars, and institutional members of the  
605 Academy at least thirty days prior to consideration thereof by the Board. Amendments  
606 shall be adopted by a majority vote of the total voting membership of the Board.