

BY-LAWS

-of-

INSTITUTE OF ANDEAN STUDIES

As amended April 23, 1960, August 1, 2006, March 7, 2011, and November 20, 2017

ARTICLE I

OFFICES

Section 1. PRINCIPAL OFFICES. The principal office for the transaction of the business of the corporation is hereby fixed and located at ~~1029 Cragmont Avenue~~, 2280 Eunice Street¹ in the City of Berkeley, County of Alameda, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said County. Any such change shall be noted on the By-Laws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II

MEMBERS AND FELLOWS

Section 1 a. MEMBERS. Any person who is interested in supporting the program of the Institute is eligible for membership. Members shall be elected without

¹ Originally written as 2137 Rose Street; amended by hand; notation “pjl” in margin. Amended by the Board of Directors, August 1, 2006.

limit of time and shall be of five classes: Active, Associate, Corresponding, Honorary, and Institutional.

ACTIVE MEMBERS. Active members are entitled to one vote on each matter submitted to the membership and may hold office in the corporation. They are subject to the assessment of dues and shall receive all publications issues by the Institute.

ASSOCIATE MEMBERS. The wife or husband or domestic partner² of an Active Member is eligible for associate membership. Associate Members have the same voting rights as Active members and may hold office. The dues of Associate Members shall be set at a reduced rate, however, and they shall not receive publications issued by the Institute.

CORRESPONDING MEMBERS. Persons residing outside of the United States and Canada are eligible for corresponding membership. Corresponding Members may not vote or hold office in the corporation. They shall be exempt from the payment of dues but shall receive all publications issued by the Institute.

HONORARY MEMBERS. Election to honorary membership shall constitute recognition by the Institute of distinguished services to Andean studies over a long period. Honorary Members shall have the rights and perquisites of Active Members but be exempted from the payment of dues.

INSTITUTIONAL MEMBERS. Schools, colleges, universities, museums, libraries, research organization, government bureaus, and foundations are eligible for institutional membership and not eligible for any other class. Institutional members may

² Amended by the Board of Directors, August 1, 2006.

not vote or hold office in the corporation. They shall be subject to the assessment of dues and shall receive all publications issued by the Institute.

Section 1 b. FELLOWS. Any person engaged in research within the field of interest of the Institute may be elected a Fellow of the Institute for the period of his research project. The title of Fellow shall constitute an endorsement by the Institute of the scholarship of the person so designated and of the research value of his or her³ project. Each Fellow shall be provided with an official letter of introduction signed by the President and sealed with the corporate seal of the Institute. The title of Fellow shall be conferred for a fixed term and with reference to a specific project. Fellows may, but need not be, Members of the Institute. The title of Fellow as such shall confer no rights to vote or hold office in the Institute, and Fellows as such shall not be subject to the assessment of dues or receive Institute publications. Members who receive appointment as Fellows, however, retain the rights and perquisites of the class of membership to which they belong.

Section 2. ELECTION OF MEMBERS AND FELLOWS. Members and Fellows shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election of Members, and a unanimous vote for the election of Fellows.

Section 3. VOTING RIGHTS. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members, subject to the restrictions set forth in Section One of this Article.

³ Amended by the Board of Directors, August 1, 2006.

Section 4. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds of all of the Members of the Board, may suspend or expel a Member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed in Article X, Section 3, of these By-Laws.

Section 5. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. REINSTATEMENT. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the membership of the Board, may reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The Annual Meeting of the Members shall be held on the first or second Friday or⁴ Saturday of January in each year ~~at the hour of 8~~

⁴ Amended by the Board of Directors, August 1, 2006.

~~o'clock P.M., of said day~~⁵; provided, however, that should said day fall on a legal holiday, then any such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday. At such meeting Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the Members.

Section 2. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of California; but if all of the Members shall meet at any time and place, either within or without the State of California, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. SPECIAL MEETINGS. Special meetings of the Members may be called by the President, the Board of Directors, or not less than two-thirds of the Members having voting rights.

Section 4. NOTICE OF MEETINGS. Written or printed letters stating the place, day and hour of any meetings of Members shall be delivered either personally or by mail, to each Member entitled to vote at such meeting, not less than ten nor more than ~~fifty~~ ninety⁶ days prior to the day of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a Special Meeting or when required by Statute or by these By-Laws, the purpose or purposes for which a

⁵ Amended by the Board of Directors, November 20, 2017.

⁶ Amended by the Board of Directors, August 1, 2006.

meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his or her⁷ address as it appears on the records of the corporation, with postage thereon prepaid, or other system or technology designed to record and communicate written messages, telegraph, facsimile, or electronic mail addressed to the member at the address of the member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice.⁸

Section 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM. The Members holding 33-1/3% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 7. PROXIES. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her⁹ duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

⁷ Amended by the Board of Directors, August 1, 2006.

⁸ Amended by the Board of Directors, August 1, 2006.

⁹ Amended by the Board of Directors, August 1, 2006.

Section 8. VOTING BY MAIL. Where Directors or Officers are to be elected by Members, or any class or classes of Members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of California, but must be Members in good standing of the corporation.

~~Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be three. Each Director shall hold office until the next Annual Meeting of Members and until his successor shall have been elected and qualified.¹⁰~~

~~Section 2. NUMBER AND TENURE. The number of Directors shall be three. The tenure of each director shall be three years. One director who has served three years as director shall not stand for re-election to the board of directors in 2007, and each year thereafter another director who has served as director for three years shall not stand for re-election. After three years of not being director, a member may once again stand for election as a director.¹¹~~

Article IV Section 2. NUMBER AND TENURE. The number of directors shall be three. The tenure of each director shall be one year or until the next Annual Meeting of the Members and until a successor has been elected and qualified.¹²

¹⁰ Amended by the Board of Directors, August 1, 2006.

¹¹ Amended by the Board of Directors, August 1, 2006.

¹² Amended by the Board of Directors, March 7, 2011.

Section 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, ~~immediately after, and at the same time as,~~ within 48 hours after¹³ the Annual Meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of California, for the holding of additional regular meetings of the Board without other notice than this resolution.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of California, as the place for holding any special meeting of the Board called by them.

Section 5. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. VACANCIES. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her¹⁴ predecessor in office.

Section 7. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special

¹³ Amended by the Board of Directors, August 1, 2006.

¹⁴ Amended by the Board of Directors, August 1, 2006.

meetings of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V

OFFICERS

Section 1. OFFICERS. The Officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The board of Directors may elect or appoint such other Officer, including, but not limited to,¹⁵ one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary, and President and Treasurer.¹⁶

Section 2. ELECTION AND TERM OF OFFICE. Officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best

¹⁵ Amended by the Board of Directors, August 1, 2006.

¹⁶ Amended by the Board of Directors, August 1, 2006.

interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she¹⁷ shall preside at all meetings of the Members and, if he or she¹⁸ is a member of the Board of Directors, at all meetings of the Board of Directors. He or she¹⁹ may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors ~~have~~ has²⁰ authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by Statute to some other Officer or agent of the corporation; and in general he or she²¹ shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE-PRESIDENT. In the absence of the President or in event of his inability or refusal to act, the Vice-President (or in the event there shall be more than one Vice-President, the Vice-Presidents in order of their election) shall perform the duties of

¹⁷ Amended by the Board of Directors, August 1, 2006.

¹⁸ Amended by the Board of Directors, August 1, 2006.

¹⁹ Amended by the Board of Directors, August 1, 2006.

²⁰ Amended by the Board of Directors, August 1, 2006.

²¹ Amended by the Board of Directors, August 1, 2006.

the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her²² by the President or by the Board of Directors.

Section 7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her²³ duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she²⁴ shall have charge of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her²⁵ by the President or by the Board of Directors.

Section 8. SECRETARY. The Secretary shall keep the Minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office and/or

²² Amended by the Board of Directors, August 1, 2006.

²³ Amended by the Board of Directors, August 1, 2006.

²⁴ Amended by the Board of Directors, August 1, 2006.

²⁵ Amended by the Board of Directors, August 1, 2006.

electronic²⁶ address of each Member which shall be furnished to the Secretary by such Member; and in general perform all the duties incident to the office of Secretary and such other duties as may be assigned to him or her²⁷ from time to time by the President or the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The BOARD OF DIRECTORS may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice-President of the corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

²⁶ Amended by the Board of Directors, August 1, 2006.

²⁷ Amended by the Board of Directors, August 1, 2006.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the corporation.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice-President and by the Secretary, and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. ISSUANCE OF CERTIFICATES. When a Member has been elected to membership and has paid the dues that may then be required, a certificate of membership shall be issued in his or her²⁸ name and delivered to him or her²⁹ by the Secretary, if the Board of Directors shall have provided for the issuances of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE VIII

CORPORATION BOOKS AND RECORDS

²⁸ Amended by the Board of Directors, August 1, 2006.

²⁹ Amended by the Board of Directors, August 1, 2006.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of ~~January~~ July³⁰ and end on the last day of ~~December~~ June³¹ of each year.

ARTICLE X

DUES

Section 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by Members of each class.

Section 2. PAYMENT OF DUES. Dues shall be payable in advance on the first day of January in each fiscal year. A new Member shall pay dues for the full fiscal year in which his or her³² membership become effective, regardless of the date of his or her³³ election to such membership.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any Member of any class shall be in default in the payment of dues for a period of six months

³⁰ Amended by the Board of Directors, August 1, 2006.

³¹ Amended by the Board of Directors, August 1, 2006.

³² Amended by the Board of Directors, August 1, 2006.

³³ Amended by the Board of Directors, August 1, 2006.

from the beginning of the fiscal year or period of which such dues become payable, his or her³⁴ membership may thereupon be terminated by the Board of Directors in the manner provided by these By-Laws.

ARTICLE XI

SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, together with the date of incorporation and any additional design which the Board of Directors may determine to be appropriate.

ARTICLE XII

AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all Directors of the corporation, hereby consent to the foregoing By-Laws and adopt them as the By-Laws of this corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 23rd day of April 1960.

[signed] John H. Rowe

³⁴ Amended by the Board of Directors, August 1, 2006.

[signed] Dorothy Menzel

[signed] Edward P. Lanning

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Secretary of the corporation known as the Institute of Andean Studies does hereby certify that the above and foregoing By-Laws were duly adopted by the Directors of said corporation, as the By-Laws of said corporation, on the 23rd day of April, 1960, and that they do now constitute the By-Laws of said corporation.

ATTEST:

[signed] Dorothy Menzel

Secretary