

BY-LAWS

THE DANTE SOCIETY OF AMERICA, INCORPORATED

ARTICLE I: GENERAL

SECTION 1. Name--The name of the corporation shall be "The Dante Society of America, Incorporated." The corporation is hereinafter referred to as the Society.

SECTION 2. Mission--The Society's mission shall be the encouragement of the study and appreciation of the time, life, works and cultural legacy of Dante Alighieri.

SECTION 3. Location--The Society's Council may establish the Society's principal office at its discretion, at a location within the Commonwealth of Massachusetts or, to the extent permitted by the laws of the Commonwealth of Massachusetts, elsewhere.

SECTION 4. Fiscal Year--The Society's fiscal year shall be from January 1st to December 31st, both dates inclusive.

SECTION 5. Powers--The Society shall have all powers, to be exercised in furtherance of its mission, that are granted to nonprofit corporations under the laws of the Commonwealth of Massachusetts. All activities of the Society shall be conducted in compliance with the laws of the Commonwealth of Massachusetts including Chapter 180 of the General Laws.

ARTICLE II: ORGANIZATION

SECTION 1. The Members--Any person who is interested in the time, life, works and cultural legacy of Dante Alighieri is eligible for membership in the Society (each such person shall be a "**Member**"). The Society's Members shall consist of all such persons who pay dues in the amounts and on a schedule that the Council, at any time or from time to time, determines. The Council may, at any time or from time to time, determine that there is to be more than one class of Members and that the various classes of Members (i.e. senior, junior, honorary) shall have different voting rights, if any, and be obligated to pay dues, if any, in different amounts and at different times, but there shall always be one (1) class of Members who are obligated to pay the full amount of dues that the Council determines to assess against any Member and shall have full voting rights. The Members shall (1) elect a Council with the power and authority described below; (2) vote to approve or disapprove any amendments to the By-Laws; (3) be entitled to participate in events organized or otherwise sponsored by the Society, including annual meetings; and (4) be entitled to receive the Society's publications, including its journal, *Dante Studies*.

SECTION 2. The Council--The Society's Council shall have no fewer than six (6) and no more than ten (10) Councilors (each a "**Councilor**"). The Members shall initially elect six (6) Councilors for three-year terms on a rotating basis (one-third of all Councilor positions coming up for election each year). The President, the Vice President, the Secretary/Clerk and the Treasurer shall also be voting, ex officio Councilors. The immediate past President of the Society and the

Editor of *Dante Studies* shall be ex officio (non-voting) Councilors. A committee of three (3) persons selected by the President with the Council's advice and consent shall nominate candidates for election to the Council. The committee shall, in the period between September 1 and December 15 of each year, send a notice to all of the Members which shall ask the Members to suggest one or more candidates for election as Councilors (it being understood that the committee shall have sole and absolute discretion in determining whether or not to accept any such suggestion). Members shall also be permitted to nominate candidates for election to the Council at any annual meeting of the Members by delivering to the Society's Secretary at least forty-five (45) calendar days prior to such annual meeting a written notice of nomination signed by at least ten (10) Members which notice provides the name and curriculum vitae of each candidate. The committee's notice to the Members described in this section shall also remind the Members of the opportunity to nominate candidates as set forth above in this section.

SECTION 3. The Officers--The Council shall appoint all officers of the Society. The Council shall appoint the President from its membership for a three-year term; the President may then be re-appointed for a second three-year term. The Council shall appoint the Vice President from its membership for a one-year term. The Council shall appoint the Secretary/Clerk and the Treasurer for a three-year term and such officers may be re-appointed for further three-year terms without limitation. The President, the Vice President, the Secretary/Clerk and the Treasurer shall all be voting, ex officio Councilors. The Council may create other offices as needed at its discretion and may fill such offices with persons that it appoints, but such officers will not, unless otherwise elected pursuant to Article II, Section 2, be Councilors. In case of the absence or disability of any officer of the Society, the Council may appoint another person to exercise for the time being the powers and perform the duties of such officer in his or her place and the authority of such person shall continue until it is revoked by the Council.

SECTION 4. Committees--The President, with the approval of the Council, may constitute standing and ad hoc committees and may appoint persons thereto.

ARTICLE III: THE MEMBERS

SECTION 1. Meetings--Meetings of the Society's Members may be held either within or without the Commonwealth of Massachusetts at a place determined by the Council.

SECTION 2. Annual Meetings--The annual meeting shall be held in the spring each year on a date and at a time determined by the Council. At such meeting the Members, voting either in person or by proxy, shall elect the Councilors and transact such other business as may properly come before the meeting.

SECTION 3. Special Meetings--Special meetings of the Society's Members may be called by the President or by a majority of the Council. Special meetings shall also, on written application of not fewer than 10% of the Society's Members who are entitled to vote, be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer. The notice calling the special meeting shall state the date, time, place and purpose of

the meeting and the matters to be considered at the special meeting shall be limited to the matters set forth in the notice.

SECTION 4. Notices--The Secretary/Clerk shall give each Member of the Society written notice of any meeting of the Society's Members, stating the place, date, time and purposes thereof at least ten (10) days before the meeting but at least thirty (30) days before a meeting of the Society's Members at which one (1) or more candidates shall be nominated for election to the Council. Any notice of a meeting of the Society's Members at which one (1) or more candidates shall be nominated for election to the Council shall contain a ballot which shall include the name and curriculum vitae of each nominated candidate, irrespective of whether such candidate has been nominated by the nominating committee established in accordance with Article II, Section 2 of these By-Laws or by the Members in accordance with the procedure set forth in Article II, Section 2 of these By-Laws.

SECTION 5. Waivers--Notice of meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. A Member's attendance at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute his or her waiver of notice.

SECTION 6. Proxies--At all meetings a Member may be represented and may vote in person or by proxy, but no proxy shall be voted if dated more than six (6) months before the meeting identified in the proxy and no such proxy shall be valid after the final adjournment of such meeting. Every proxy shall be revocable at the pleasure of the Member executing it. Members may deliver proxies to the Society's Secretary by hand delivery, nationally recognized overnight courier or postal service, facsimile, electronic mail, a password-protected website, or any other means prescribed, from time to time, by law or in advance by the Council.

SECTION 7. Quorum--The presence at a meeting of not less than one quarter (1/4) of the Members entitled to vote, either in person or by proxy, shall be necessary to constitute a quorum for the transaction of all matters at any meeting except as provided in Article VIII and except that a lesser number of Members may adjourn the meeting to any other date and time or sine die.

SECTION 8. Voting--Unless otherwise provided with respect to a class of Members, all Members of the Society shall be entitled to vote at any meeting of the Members and each Member shall have one (1) vote. Unless otherwise required by law, the Articles of Organization of the Society or these By-Laws, the vote of a majority of the Members present, in person or by proxy, at the time of the vote, if a quorum is present at such time, shall be the act of the Members except that in respect of election to the Council only the vote of a plurality of the Members present, in person or by proxy, at the time of the vote, if a quorum is present at such time, shall be required to effect the election of one or more Councilors.

SECTION 9. Honorary Members--Honorary Members shall be persons distinguished for their interest in the Society's mission or who have rendered valuable services to the Society. Honorary Members shall be entitled to all the privileges of the Society, but, unless the Council determines otherwise, shall not be required to pay any dues. Any Member may, at any time or from time to time, propose candidates to the Council for consideration for honorary membership.

ARTICLE IV: THE COUNCIL

SECTION 1. Power--The Council shall establish policy for the Society and shall manage, and make all decisions with respect to, the Society's property and affairs. The Council shall have power (1) to constitute one or more committees and to appoint all officers and members of committees; (2) to elect honorary Members of the Society; (3) to fill, subject to the provisions of Article II, vacancies from whatever cause occurring in the Council or other offices; (4) to employ and to dismiss at will such employees and agents as may be necessary or appropriate to employ in connection with the Society's mission; (5) to fix the compensation of all officers and employees of the Society; (6) to engage such attorneys, accountants and other persons or entities to provide goods or render services to the Society as may be necessary or appropriate in the transaction of the Society's operations; and (7) in addition thereto, generally to control and manage all of the Society's affairs and to exercise, in addition to the powers and authorities by these By-Laws expressly conferred on it, all such powers as may be exercised, and to do all such things as may be done by the Society that are not expressly reserved to the Members.

SECTION 2. Meetings--Meetings of the Council, whether regular or special, may be held either within or without the Commonwealth of Massachusetts.

SECTION 3. Regular Meetings--Regular meetings of the Council may be held at such times and places as the Council may fix by vote, and, unless by such vote provision is made for notice of such meetings, no notice need be given of regular meetings of the Council held at the date, time and place fixed by such vote.

SECTION 4. Special Meetings--Special meetings of the Council may be called by the President, the Vice President or the Secretary/Clerk at the request of any Councilor. Each Councilor shall be notified of such meeting not less than three (3) business days prior to the date and time set for such meeting.

SECTION 5. Waivers-- Notice of any meeting need not be given to any Councilor who signs a waiver of notice, whether before or after the meeting. A Councilor's attendance at a meeting, without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute his or her waiver of notice.

SECTION 6. Quorum--A majority of the Councilors then elected shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting sine die or to a stated date, time and place.

SECTION 7. Voting--Unless otherwise required by law, the Articles of Organization of the Society or these By-Laws, the vote of a majority of the Councilors present at the time of the vote, if a quorum is present at such time, shall be the act of the Council. Each Councilor present shall have one (1) vote, but if there is a tie vote, the President shall have an additional (a second) vote in order to break the tie.

SECTION 8. Vacancies, Removal and Resignation--One or more Councilors may be removed for cause by vote of the Members or by action of the Council. Any and all Councilors may be removed at any time and without cause by a vote of the Members. A Councilor may resign at any time by giving written notice to the Council, the President or the Secretary of the Society. Unless otherwise specified in the notice, the resignation shall take effect on receipt thereof by the Council or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 9. Written Consent--Whenever, by law, the Articles of Organization or these By-Laws, the vote of the Council or any committee thereof is required or permitted to be taken at a meeting thereof in connection with any action, the meeting and the vote of the Councilors or any committee of the Council thereof may be dispensed with if all the Councilors, or the persons on that committee, respectively, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the Councilors or the persons on the committee shall be filed with the minutes of the proceedings of the Council or committee.

SECTION 10. Participation Of Councilors By Conference Telephone--Any Councilor or any person on a committee of the Council may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 11. Service without Compensation—No elected or appointed member of the Council shall receive any compensation for carrying out the duties of Councilor provided for in these By-Laws.

ARTICLE V: OFFICERS

SECTION 1. Officers--All officers shall be appointed to hold office for the term provided in Article II, Section 3, of these By-Laws or, if no term is provided in that section, until the meeting of the Council following the annual meeting of Members. Each officer shall hold office for the term for which he or she is appointed and until his or her successor has been appointed. Any officer appointed by the Council may be removed by the Council at any time, with or without cause. In the event of the death, resignation or removal of an officer, the Council, in its discretion, may appoint a successor to fill the unexpired term.

SECTION 2. President--The President shall be the Society's Chief Executive Officer and shall preside at all meetings of the Members and of the Council at which she or he is present and shall have such other powers and duties as are usually vested in the office of president of a corporation or as may be vested to her or him from time to time by vote of the Council and shall see that all orders and resolutions of the Council are implemented.

SECTION 3. Vice President--The Vice President shall, in the President's absence or disability, discharge all the duties of the President's office and such additional duties as may be vested in him or her from time to time by vote of the Council.

SECTION 4. Secretary/Clerk--The Secretary/Clerk shall (1) document all votes and minutes of all proceedings of the Members and of the Council in records kept for that purpose and shall note any amendment of the By-Laws against the By-Law so amended; (2) give all notice required by these By-Laws to be given of meetings of the Society and of the Council; and (3) perform all other duties of secretary or of the clerk as prescribed by the laws of the Commonwealth of Massachusetts.

SECTION 5. Treasurer--The Treasurer shall have charge of all funds of the Society and shall be the general financial agent of the Society under the Council. He or she shall keep full and accurate accounts of the receipts and disbursements of the Society and shall render a statement of the Society's financial affairs at each annual meeting of the Society and to the Council whenever the Council may require such a statement. He or she shall at any time when required to do so by the Council give bond with surety satisfactory to the Council for the faithful performance of the duties of the office.

ARTICLE VI: INDEMNIFICATION AND EXCULPATION.

SECTION 1. General--The Society shall, to the fullest extent permitted by the laws of the Commonwealth of Massachusetts indemnify any and all Councilors and officers, and any other persons whom it shall have power to indemnify, from and against any and all expenses, liabilities or other matters incurred by such person, by reason of services rendered by such person for or on behalf of the Society in all capacities. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any insurance policy, agreement, or vote of Members, or otherwise, shall not be terminated because such a person has ceased to be a member of the Council, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 2. Procedure--A person claiming the right of indemnification shall submit in writing to the Council a statement setting forth the basis upon which such right to indemnification is claimed. He or she shall also submit an itemized statement of the costs and expenses incurred by him or her together with such vouchers and other receipts as the Council may request. The Council shall determine whether the conditions under which indemnification may be granted are present and if present shall, by proper resolution, direct that such person be reimbursed by the Society for his or her costs and expenses.

SECTION 3. Advances--Expenses incurred in defending a civil or criminal action, suit, or proceeding, may be paid by the Society, in accordance with the procedure set forth in Section 2 above, in advance of the final disposition of such action, suit or proceeding provided that, in addition to submitting a statement setting forth the basis on which the right to indemnification is claimed and an itemized account together with receipts and vouchers, the person seeking an advance shall furnish an undertaking to reimburse the Society for such advances if it shall ultimately be determined that he or she is not entitled to indemnification.

SECTION 4. Insurance--In the Council's discretion, the Society will have the power to purchase and maintain insurance on its own behalf and on behalf of any Councilor, officer and

agent as the Council determines at any time or from time to time, at the Society's expense, against any liability that may be asserted against or incurred by the Society or by any such Councilor, officer or agent in any capacity, whether or not the Society would have the power to indemnify the Councilor, officer or agent against such liability under the provisions of these By-Laws.

SECTION 5. Exculpation--A Councilor, officer or agent ("**Exculpatee**") will not have any liability to the Society or to any other Councilor, officer or agent for errors in judgment or for losses, claims, damages, liabilities, expenses, judgments, fines, amounts paid in settlement or defense and other amounts arising from any and all claims (including fees and expenses of attorneys, accountants, experts and other professional advisors), demands, actions, suits or proceedings (whether threatened, pending, or completed and whether civil, criminal, administrative or investigative) with respect to which the Exculpatee is entitled to be indemnified by the Society in accordance with these By-Laws or applicable law.

ARTICLE VII: MISCELLANEOUS PROVISIONS

SECTION 1. No Private Benefit--No Member, Councilor, officer, or employee of, individual serving on a committee of, person connected with the Society, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this sentence shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be fixed by the Council; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Society. All Members, Councilors, officers and employees of the Society, and all other persons acting for or on behalf of the Society, shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Society, whether voluntary or involuntary, the assets of the Society, after all debts have been satisfied, then remaining in the hands of the Council shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 2. No Prohibited Activity--Notwithstanding any other provision of these By-laws, no Member, Councilor, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c) of such Code and Regulations as they now exist or as they may hereafter be amended, or by a corporation incorporated as a nonstock corporation under the laws of the Commonwealth of Massachusetts, as such may be amended.

ARTICLE VIII: REPEAL OR AMENDMENT OF THE BY-LAWS

These By-Laws may be repealed or amended in whole or in part, and additional By-Laws may be adopted, at any regular or special meeting of the Members, in which a majority of the then Members of the Society participates, by vote of a majority of the Members voting in person or by proxy at said meeting provided that in the notice of said meeting it is specified that action will be taken on a repeal or amendment of these By-Laws or on an adoption of additional By-Laws. By-Laws may also, subject to the provisions of the laws of the Commonwealth of Massachusetts, be amended, repealed or adopted by the Council in the manner required for the authorization by the Council of any action. If any By-Law is adopted, amended or repealed by the Council, there shall be set forth in the notice of the next meeting of Members for the election of Councilors of the Council, the By-Laws so adopted, amended or repealed, and such By-Laws shall be subject to ratification or rejection by the Members voting as provided above in this Article. Any such adoption, repeal or amendment will be duly noted in the Society's records.