

AMENDED BYLAWS
OF THE
AMERICAN COLLEGE OF ENVIRONMENTAL LAWYERS INCORPORATED

As Approved on February 14, 2022

by Vote of Membership

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BYLAWS
OF
AMERICAN COLLEGE OF ENVIRONMENTAL LAWYERS

ARTICLE I. NAME.

The name of this Delaware nonprofit corporation is the “American College of Environmental Lawyers Incorporated” hereinafter referred to as “the College.”

ARTICLE II. NATURE AND PURPOSE OF THE COLLEGE.

1. Nonprofit. The College is not organized for pecuniary gain or profit, incidental or otherwise, and no part of the income of the College may inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered.

2. Purpose. The College is a professional association that brings together lawyers who are distinguished by their experience and high standards in the practice of environmental law. College members are dedicated to maintaining and improving those standards, ensuring the administration of justice and the ethics of their profession, and contributing to the development of environmental law. By reason of their abilities and integrity, members of the College will contribute to its goals and accomplishments and enjoy its good fellowship.

ARTICLE III. MEMBERSHIP.

1. Environmental Law. For purposes of membership eligibility in the College, the practice of environmental law is intended to be broad in scope and encompass the protection of public health, the environment, and natural resources.

2. Categories of Membership. There shall be five (5) categories of membership in the College as follows: (a) Charter Fellows, (b) Active Fellows, (c) Emeritus Fellows, (d) Reserve Fellows, and (e) Honorary Fellows. Each of these categories of Fellows is described below. In addition, the Board of Regents may, at its sole discretion, create an International Affiliate Fellow membership status for outstanding lawyers from foreign countries who have achieved preeminence in the field of environmental law within the jurisdiction in which they are licensed to practice. If the Board of Regents creates an International Affiliate Fellow membership category, then it is the Board’s responsibility to develop appropriate policies, membership criteria, and procedures to identify, vet, and select candidates for admission as International Affiliate Fellows.

(a) Charter Fellows. In recognition of their efforts in establishing the College, all persons elected in 2007 are designated Charter Fellows. All references to Active Fellows include Charter Fellows.

(b) Active Fellows. Except as provided by unanimous consent of the Board of Regents, any lawyer in the practice of law who is licensed to practice in the highest court of any state or jurisdiction of the United States, and who has had substantial experience in environmental law for not less than fifteen (15) years, and whose professional activities

have been at least 50% in the area of environmental law for the five years prior to nomination for membership, shall be eligible for election as an Active Fellow of the College.

(c) **Emeritus Fellows.** Active Fellows may elect to become Emeritus Fellows when they choose to retire and cease to engage in the active practice or teaching of environmental law for a fee. Emeritus Fellows shall have all the rights of Active Fellows, including the right to vote and hold office, but they shall be relieved of the obligation to pay dues. Emeritus Fellows are encouraged to remain actively engaged in College activities, but they are not subject to the expectations of active engagement applicable to Active Fellows.

(d) **Reserve Fellows.** Fellows who move to in-house positions in for-profit corporations but wish to reserve their places as Fellows in the College should they return to the private, academic, government, or non-profit practice of law shall become Reserve Fellows of the College. Reserve Fellows are restricted from participating in College activities or otherwise benefiting from membership in the College. Reserve Fellows shall not be required to pay dues or fulfill other obligations of College membership. Reserve Fellows who subsequently leave their corporate in-house positions may be reinstated in the College by giving written notice to the President of the College of their wish to resume their roles as Active Fellows, getting the approval of the President for their return to Active Fellow status, and paying their membership dues for that year. Such reinstated Fellows shall be afforded all the benefits – and be required to fulfill all obligations – of Active Fellows of the College.

(e) **Honorary Fellows.** Members of the legal profession, including judges, and preeminent observers of environmental law who have made substantial contributions to the field of environmental law shall be eligible for election as Honorary Fellows of the College, provided that thirty (30) days' notice of their nomination is given to the Board of Regents prior to the Board's voting on their nomination. No more than two (2) Honorary Fellows may be elected in any year. Honorary Fellows shall not have the voting rights of Active Fellows and will be relieved of the obligation to pay dues and induction fees.

3. Qualifications for Becoming Active Fellows in the American College of Environmental Lawyers. Membership in the College as Active Fellows shall be limited to lawyers in private practice, government service, academia or not-for-profit organizations in the field of environmental law who have not only achieved preeminence in the field of environmental law but who have also helped others in the field by sharing knowledge through writing, speaking, or teaching.

Membership in the College shall be limited to those lawyers who are outstanding and considered to be the best lawyers nationally and/or within individual states or jurisdictions in which they practice or are licensed to practice.

High ethical and moral standards and excellent character are indispensable attributes of any individual who is admitted to membership and no one shall be admitted to membership in the College who lacks these qualities.

Election to the College as an Active Fellow is limited to those who are actively engaged in environmental legal work or the teaching of environmental law. Membership shall not be limited to one area of environmental practice and should include outstanding lawyers and teachers from all fields of environmental practice who meet the qualification requirements.

No person otherwise qualified shall be excluded from consideration for membership or denied membership in the College on the basis of race, color, sex, sexual orientation, gender expression or identity, age, religion, ethnic or national origin, disability, military or veteran status, marital status, or citizenship.

Geographic location of those who are elected as Active Fellows in the College shall not be arbitrarily concentrated in metropolitan areas or denied to any area of the United States or its territories or tribal regions.

4. Election to Membership. The Board of Regents, Executive Committee, and individual College Fellows all play a role in the nomination and election of new members. Their roles are as follows.

The President shall appoint a Membership Committee. The Membership Committee's duties shall include the initiation of nominations for Fellowship, the consideration of proposed nominations, and the fulfillment of assignments made to it by the President of the College or by the Board of Regents. Each Committee member shall be appointed for a term of three years, and may be reappointed for succeeding terms. The Membership Committee shall consist of a chair and as many other Active Fellows as the President shall determine.

The Membership Committee may nominate candidates for membership by acting upon nomination proposals received from any Active or Emeritus Fellows. Those Fellows choosing to propose candidates for membership shall support their nominations by statements of their nominees' qualifications in forms identified by the Membership Committee. Fellows may not nominate lawyers from their own firms, academic institutions, government agencies, or not-for-profit organizations. No nomination shall be accepted from someone who is related by birth or marriage to the nominee. Each nomination shall be filed with the chair of the Membership Committee. A member of the Membership Committee shall not participate in the Committee's consideration of a professional colleague or relative of that Committee member.

When a nominated individual is a member of an entity which is already represented in the College by two or more Active Fellows, the nomination papers for that individual must specifically note that fact and must provide information which differentiates the nominee from the other members of the firm or entity who are members of the College. Relevant information would include, but not be limited to, the size of the firm or entity, the location of practice of the nominee and the locations of practices of the existing members, the type of environmental practice of the firm or entity, any special skills of the nominee, and the relative activity or inactivity of the other members in practice at the nominee's firm or entity.

The names of all nominees shall be circulated to the Executive Committee and all Fellows for comment prior to submission of the nominations by the Membership Committee to the Board of Regents for consideration. If 25% of the Fellows object to the election of any nominee, then the nomination of that individual will not be submitted to the Board of Regents for consideration.

After receipt of the recommendations of the Membership Committee, the Board of Regents shall vote upon whether the nominees shall be elected to Membership. The affirmative vote of two-thirds of the voting Regents is required to elect a Fellow. The Board of Regents may reconsider and revoke their decision to elect a nominee to Membership at any time before the nominee is inducted if information becomes available that the nominee does not meet the standards for admission to the College.

The Membership Committee shall establish and implement a schedule and process for receipt and consideration of nominations on at least an annual basis.

5. Fees, Dues and Contributions. The Board of Regents shall, from time to time, determine the amount of annual dues and contributions chargeable to Active Fellows. Honorary Fellows and Emeritus Fellows are not required to pay dues or contributions. The Board of Regents may make distinctions in the dues and contributions charged to Active Fellows depending on the type of practice or position they maintain. The Board of Regents may also determine the amount of an induction fee chargeable to each newly elected Active Fellow. Honorary Fellows are not required to pay an induction fee.

The calendar year shall be the fiscal year of the College. On or before December 1, the Treasurer shall send each Active Fellow, by first class mail or electronic mail, a statement of the dues owed for the next fiscal year, specifying that the dues are payable on receipt of the statement.

Promptly following each induction, the Treasurer shall send to each newly elected Active Fellow, by first class mail or electronic mail, a statement of the amount of any duly established induction fee, specifying that the fee is payable on receipt of the statement. If the fee is not paid within three months of the newly elected Fellow's induction, such membership automatically terminates and that inductee's name shall not be included in the roster of Fellows of the College.

6. Rights to Vote and Hold Office. The right to vote and to hold office in the College shall be limited to Active Fellows and Emeritus Fellows.

7. Expulsion and Discipline for Misconduct. The Board of Regents, by a vote of two-thirds of those present at a meeting conducted in person or via telephone, and entitled to vote, may expel from membership, call for the resignation of, or otherwise discipline or censure any Fellow of the College for reasonable cause which includes, but is not limited to, misconduct in the Fellow's relationship with the College; conduct discreditable to the College or the profession; or conduct injurious or derogatory to the order, dignity, peace, reputation, interests, purposes and objectives of the College. A Fellow charged with such misconduct shall be given written notice of the charges, mailed to the Fellow's address appearing on the membership roster, and provided an opportunity for a hearing at a time and place designated in the notice, not less than twenty (20) days from the date of the mailing. The Board of Regents may delegate a committee of members

to investigate the matter and conduct such a hearing and to report its conclusions to the Board of Regents, which may act upon the report without further notice or hearing.

Any Fellow disbarred from the practice of law pursuant to disciplinary procedures of any bar organization or of any court shall cease to be a Fellow of the College.

Any Fellow who is more than three (3) months delinquent in the payment of membership dues may be dropped from membership and shall not be eligible for reinstatement to membership in the College until the delinquency has been remedied. The Treasurer shall notify a Fellow of prospective termination of membership for nonpayment of dues by electronic mail or by notice mailed to the Fellow's address appearing on the membership roster, not less than fifteen (15) days prior to the date of termination; if payment is not received by the College by the 16th day, the Fellow's membership may be terminated.

8. Refunds. No dues shall be refunded to any Fellow whose membership terminates for any reason, unless such refund is approved by the Board of Regents.

ARTICLE IV. MEETINGS.

1. Annual Meeting and Other Meetings of the College. The College shall hold an annual meeting and any other meetings called in accordance with these bylaws. Meetings of the College may be called at any time by the President or by the Board of Regents or upon a written request of not less than twenty percent of the Active Fellows. At least thirty (30) days advance notice of the time and method of any meeting must be given by the Secretary by mail, postage prepaid, or by electronic mail addressed to all Fellows at their addresses as listed in the roster of Fellows. Meetings may be held in person, by telephone conference, or any method authorized by Delaware law.

2. Voting. At all meetings of the College, each Active Fellow and Emeritus Fellow may vote by any means authorized by Delaware law, including accepted methods of electronic communications. At all elections of Regents, each Active Fellow and Emeritus Fellow may cast as many votes as there are Regents to be elected but may cast no more than one (1) vote for any one candidate. Election of Regents and the passage of all resolutions shall require a majority of the Active Fellows and Emeritus Fellows voting, unless, by provision of law, bylaw or prior resolution, a greater number shall be required.

3. Quorum. The participation of 20% of Active Fellows (exclusive of Regents) whose presence shall be counted either in person or signified by vote delivered in writing by mail, electronic mail, or other means authorized by Delaware law, shall constitute a quorum.

4. Emergency Meeting. In case of an emergency, the President may call an emergency meeting of the College, giving as much notice as is possible by electronic mail and/or telephone to all Fellows.

5. Attendance. All Fellows of every category (except Reserve Fellows) shall be entitled to attend any meeting of the College and to speak upon all issues discussed.

ARTICLE V. BOARD OF REGENTS.

1. Powers. The Board of Regents shall provide direction for and shall exercise oversight with regard to the activities of the College that pertain to its mission within the legal profession. The Board of Regents shall exercise control and management of all property, business and affairs of the College, and may adopt any procedure or method of performing its duties, including the delegation of duties, or otherwise, which it believe to be in the best interests of the College, unless otherwise provided by law or by these bylaws or prior resolution. Consistent with these powers, the Board of Regents has delegated to the College's officers and Executive Committee the control of the day-to-day business and affairs of the College. The officers and Executive Committee have the authority to adopt any procedures or performance methods necessary for accomplishing their work in a manner that they believe to be in the best interests of the College, unless otherwise provided by law or by these bylaws or prior resolution.

2. Membership Election and Terms of Office. The Board of Regents shall set by resolution the number of Regents, which shall consist of no more than 25 and no fewer than 12 Regents elected from among the Fellows by the Active Fellows. Each Regent shall serve for a term of up to three (3) years, but the terms shall be staggered so that no fewer than four (4) Regents shall be elected at each annual meeting of the College. The term of office of each Regent shall commence at the conclusion of the annual meeting of members at which the Regent was elected, and shall end at the conclusion of the annual meeting of members at which a successor is elected.

3. Board of Regents and Officer Nominations. At least one hundred twenty (120) days prior to the annual meeting of the College, the President-Elect shall appoint an Elections Committee composed of at least five (5) Active Fellows in good standing, not more than three (3) of whom shall be Regents. The President-Elect shall serve as chair of the Elections Committee. The Elections Committee shall nominate as many members for election as Regents as there will be vacancies to be filled at the annual meeting, and shall nominate the officers. The Elections Committee shall report all such nominations to all Fellows at least sixty (60) days prior to the annual meeting. Other nominations for the Board of Regents may be made by a writing signed by not less than ten (10) Active Fellows of the College, and submitted to the Secretary not less than thirty (30) days prior to the annual meeting of the College.

No more than two (2) of the nominees for Regent in any year shall be incumbents having served one (1) full three-year term.

No Regent, who shall have failed to attend a majority of the annual, midyear or special meetings during the Regent's term of office without having been excused by the Board of Regents, shall be eligible for reelection for a consecutive term.

No Regent shall serve more than two (2) terms of three (3) years each consecutively, but a Regent who has served two (2) such terms shall, after one (1) year out of office, again be eligible for election.

4. Vacancies. Vacancies on the Board of Regents shall be filled for the unexpired term by election at the next annual meeting of the College following the occurrence of such vacancy. The Board of Regents may appoint an eligible Fellow to serve as Regent until the vacancy is filled by election.

5. Notice of Meetings. The Secretary shall cause written notice of any meeting of the Board of Regents to be given to each Regent and each individual who is nominated to serve as a Regent and who, in the event of election, would take office at or prior to the meeting. Notice of the time and place or method of meetings shall be delivered by first class mail, telephone, or electronic mail or any method authorized by Delaware law to each Regent at that Regent's address as it is shown on the records of the College. If the notice is mailed, it shall be deposited in the United States mail, at least twenty days before the time of the holding of the meeting; if the notice is delivered personally, by telephone or by electronic mail, it shall be delivered at least 15 days before the time of the holding of the meeting.

6. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Regents may be taken without a meeting if written consent to such action is signed by all the Regents, and such written consent is filed in lieu of minutes of such meeting. For purposes of this section, signed written consent includes electronic mail sent from the electronic mail address of the Regent.

7. Quorum. A majority of the Regents, whose presence may be counted in person or by written statement delivered by mail, electronic mail, or other means authorized by Delaware law, shall be necessary to constitute a quorum for the transaction of business, except to adjourn.

8. Voting. Votes by the Regents may be taken only when a quorum is present. A majority of the Regents present and voting in favor of any proposed action by the Board of Regents shall be sufficient to carry the proposed action, with the exception of the election, expulsion, or discipline of Fellows for which two-thirds of the voting Regents shall be required.

9. Service Without Compensation. Regents shall serve without compensation, but may receive reimbursement for authorized out-of-pocket expenses incurred on behalf of the College.

ARTICLE VI. OFFICERS.

1. Officers. The officers of the College shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President.

The Board of Regents may appoint such other officers, assistant officers and agents as it may deem necessary, and shall delegate to such officers their respective powers and duties.

2. Nomination and Election. The President-Elect, Secretary and Treasurer of the College shall be nominated from the Fellows of the College by the Elections Committee in the manner provided in Article V of these bylaws. Other nominations for such officers may be made by a writing signed by not less than three (3) Regents entitled to vote for the election of such officers and submitted to the Secretary not less than thirty (30) days prior to the meeting of the Board of Regents at which officers are to be elected.

The officers, other than the President, shall be elected by the Board of Regents at its annual meeting which shall coincide with the annual meeting of the College. The term of each officer shall be one (1) year, ending during the annual meeting of the College following the election of the officer's successor. The President-Elect shall succeed to the Presidency at the annual meeting

of the College following that individual's election as President-Elect. Upon earlier removal, resignation or death of the President, the President-Elect shall succeed to the Presidency. In the event the President-Elect is required to fill an unexpired term as President, the President-Elect shall serve as President for both the remainder of the unexpired term and for the term for which the President-Elect was elected. The President, President-Elect, Secretary and Treasurer of the College shall serve as Regents during their terms of office with full voting powers. Following the expiration of a completed term of office as President, the Immediate Past President shall become a member of the Board of Regents for the year following such term, and thereafter shall become a nonvoting Honorary Regent with the right to attend all meetings of the Board of Regents for the next four (4) years.

3. Removal and Resignation. Any officer may be removed, with or without cause, by a resolution of the Board of Regents at a regular or special meeting of the Board of Regents. Any officer may resign at any time by giving written notice to the President and the Secretary of the College.

4. President. The President shall be the chief executive officer of the College and, subject to the control of the Board of Regents, shall have general supervision, direction and control of the affairs of the College. The President shall preside at all meetings of the College, including all meetings of the Board of Regents and the Executive Committee; shall be ex officio a member of all standing committees; shall have the general powers and duties of management usually vested in the office of President of a corporation, including the power to appoint all committees of the College; and shall have such other powers and duties as may be prescribed by the Board of Regents or the bylaws. The President shall have the discretion to add duties to the officers on the condition that the affected officer consents to or the Board of Regents approves such additional duties.

5. President-Elect. In the absence or disability of the President, the President-Elect shall perform all the duties of the President; and when so acting shall have the powers of and be subject to all the restrictions upon the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Regents.

6. Secretary. At the principal office of the College or at such other place as the Board of Regents may order, the Secretary shall keep, or cause to be kept a book of minutes of all meetings of the College, including the annual meeting of the College, meetings of the Board of Regents, and meetings of the Executive Committee. The minutes shall indicate the time and place of holding of each such meeting, how authorized, the notice given, and the names of those present. The Secretary shall also keep, or cause to be kept, a membership register (showing the name and category of membership of each member and the dates upon which such membership commenced and terminated); a file of historical records of the College (including Resolutions, the current bylaws, all prior revisions of the bylaws, and other documents deemed significant); and an annual calendar for the College.

The Secretary shall give, or cause to be given, notice of all meetings of the College (including meetings of the Executive Committee and of the Board of Regents), as required by law, the bylaws or prior resolution. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Regents or the bylaws.

The duties of the Secretary as set forth in these bylaws may be delegated by the Secretary at any time with the consent and approval of the President.

7. Treasurer. The Treasurer shall keep and maintain all financial records of the College and be responsible for the funds of the College, shall make such reports as the Board of Regents and the Executive Committee may require, and shall discharge any other duties that are incident to the office or that the Board of Regents or the Executive Committee may require.

Such duties of the Treasurer as may be specified by a resolution of the Board of Regents may be delegated to a designated member of the staff of the College, or to any member of the College.

8. Vacancies. Subject to the provision of Article VI of these bylaws, any vacancy that may occur in the office of the President-Elect, Treasurer or Secretary may be filled by a majority vote of the Board of Regents. An officer so elected shall hold office until the conclusion of the next annual meeting of the Board of Regents.

ARTICLE VII. EXECUTIVE COMMITTEE; OTHER COMMITTEES.

1. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, the four (4) Past Presidents immediately preceding the Immediate Past President, and the chairs of other committees created by the President under these bylaws. The President shall be the Chair of the Executive Committee and the Secretary shall be the Secretary of the Executive Committee. Consistent with the powers delegated to it by the Board of Regents, the Executive Committee shall have the power to manage and conduct the business and affairs of the College except that it shall not have the power to amend the bylaws; fix fees and contributions; elect, expel or discipline Fellows of the College; or adopt rules and regulations with respect to such actions. The Secretary shall keep and maintain minutes of all meetings of the Executive Committee and its activities. The Executive Committee shall timely report to the Board of Regents on all matters over which the Board of Regents retains control, as set out in Article V.

2. Other Committees. The President may create such other committees with such numbers of members as the President may deem advisable to further the purposes of the College.

3. Quorum. A majority of the members of any committee – whether such members participate in person, through virtual platforms, or by written statements delivered by mail, electronic mail, or other means authorized by Delaware law – shall constitute a quorum for the transaction of business.

4. Notice of Meetings. Notice of all regular meetings of any committee shall be given to committee members by first class mail not less than ten (10) days before the meeting is held, or by telephone, or electronic mail at least twenty-four (24) hours before the meeting is held.

5. Policies. If any Member proposes that the College take a policy position on behalf of the College on important environmental issues, the President shall create a Policy Committee which will, following review, make a recommendation to the Executive Committee whether the proposed policy position should be considered for adoption. All proposed positions shall be posted

on the Members-only section of the College website. An e-mail announcement shall be sent advising the Members of the posting of a proposed position. Comments of the Members shall be accepted no later than 14 days following the e-mail message announcing the posting. The Executive Committee shall set a date for a conference call among the Members to consider the proposed position and the comments received. All timely electronic and written comments shall be given the same weight as oral comments received during the conference call. Thereafter, and based upon the comments received, the Executive Committee shall circulate a final proposed position for a vote of the Members, to be completed, if possible, by the thirtieth day following the posting of the proposed position on the College website. The vote shall be taken electronically. Any deadlines contained in this bylaw subsection may be waived by a majority of the Board of Regents. A proposal which receives two thirds of the votes cast by the Members shall be adopted. Policy positions adopted by the Members shall be posted on the College website. Any dissenting opinions shall also be posted on the website. A press release may be issued by the President or President's designees on behalf of the College announcing the position. If requested by any member of the media or any government official to address the policy, only the President, the Chair of the Policy Committee, or a designee of the President is authorized to speak on behalf of the College. It shall be clear in all communications with any third party that positions taken by the College are the positions of the College, and not of any individual Members of the College.

ARTICLE VIII. FINANCE AND PROPERTY.

1. Fiscal Period. The fiscal year of the College shall be the calendar year unless otherwise established by the Board of Regents.

2. Ownership of Property. The title to any property, equipment or apparatus heretofore or hereafter acquired and owned shall be assigned, transferred and vested in the name of the College, or its nominee, as directed by the Board of Regents.

ARTICLE IX. AMENDMENT OF BYLAWS.

Amendment of these bylaws may be proposed at any time by either (a) a recommendation of the Board of Regents, or (b) a recommendation to the Board of Regents from not less than twenty (20) members entitled to vote suggesting a bylaw amendment. In the event that the Board of Regents proposes a bylaw amendment or receives such a recommendation for amendment, the Board of Regents shall give notice to all Fellows of the proposed bylaw amendment, which shall be considered at a meeting of the College to be held not less than thirty (30) days nor more than one hundred eighty (180) days following such notice. Said meeting may be held in person, by telephone, or by other methods authorized by Delaware law.

If voting on a bylaw amendment is conducted at an in-person, virtual, or hybrid in-person/virtual meeting of Fellows, a quorum – consisting of at least 33% of Active Fellows – must be present, and the amendment must be approved by at least two thirds of the Active and Emeritus Fellows whose votes are cast at that meeting.

Alternatively, if voting on a bylaw amendment is conducted by written communication delivered by first class mail, electronic mail or other methods authorized by Delaware law, the amendment must be approved by at least sixty percent (60%) of Active Fellows.

ARTICLE X. PRONOUNS.

In these bylaws, any third person pronouns that are written in the masculine or feminine are to be understood to be gender neutral.

As Amended on February 14, 2022