

**BY-LAWS
OF THE**

ACADEMY OF COMMUNITY ENGAGEMENT SCHOLARSHIP

ADOPTED SEPTEMBER 4, 2013

AMENDED APRIL 24, 2017

AMENDED APRIL 15, 2021

**ARTICLE I
PURPOSE**

1.1. Definition of By-Laws. These By-Laws constitute the code of rules adopted by the Academy of Community Engagement Scholarship (the “Corporation”) for the regulation and management of its affairs.

1.2. Purposes and Powers. The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation. Furthermore, through the involvement of leading higher education and community based engagement scholars and practitioners, the Corporation will explore critical and complex societal and community issues and issue recommendations, upon request, to inform local, regional, national, and international research and policy agendas. The Corporation will seek to ensure that all scholarly activities and policy initiatives take into account the needs, voices, and opinions of the individuals, groups, communities, and constituents involved. The Corporation shall ascribe to the belief that rigor is not based solely in procedures utilized, but also in the openness and transparency of the scholarly enterprise in ways that value and welcome active participation on an equal basis by academic and community scholars and practitioners. The Corporation shall work to advance an agenda for community-engaged scholarship that establishes the highest standards for co-creation of knowledge.

The Corporation shall be a broad voice representing allied groups in the field of engagement and a common thread for the movement of community and university engagement. Examples of work the Corporation may undertake include, but are not limited to:

- (a) Releasing reports benchmarking the impact of community and university partnership and identifying models of outstanding community and university engagement;
- (b) Issuing statements on important issues related to society and the role of community and university engagement in addressing the issues;
- (c) Partnering with other organizations around funding issues for engagement informing public policy issues that relate to community and university engagement;

- (d) Publishing exemplary practices of scholarly engagement, community engagement, and service learning; and
- (e) Sponsoring and conducting transdisciplinary workshops and think tanks that address important societal issues involving mutually beneficial community and university engagement.

1.3. Rationale. Honorary academies recognize individuals for outstanding accomplishment in their disciplinary areas. Organizations devoted to promoting university, civic, and community engagement also exist. While these groups advance the work of engagement in meaningful ways, no single organization brings together the best minds in the field of engagement to examine all facets of engagement, thus bringing attention to the important role that community-university engagement plays in strengthening research for the betterment of society. No organization regularly pairs the most respected scholarly and community engagement leaders to consider and recommend how best to address regional, national, and global issues from both scholarly and societal perspectives. The Corporation shall fulfill these purposes.

The way the world creates knowledge is changing, both in and outside higher education institutions. Boundaries between knowledge creators and users are crumbling, presenting a unique opportunity to recognize and advocate for the highest quality engaged scholarship. An academy that champions the use of shared intellectual and community resources has the potential to produce better outcomes for communities, society, and higher education institutions. Reasons for establishing the Corporation now include:

- (a) More universities, academic institutions, and faculty are involved in community-university engagement than ever before, and an international movement is developing;
- (b) Faculty engagement has reached disciplinary and accreditation associations, and a knowledge base has developed, along with well-established networks and discourse communities;
- (c) Universities are giving significant attention to structures and processes for supporting and encouraging faculty engagement with their community counterparts in their work and scholarship;
- (d) Think tanks, associations and major projects are focused on integrating community engagement scholarship within core educational missions; and
- (e) Major international funding agencies (e.g., National Science Foundation and National Institute of Health in the United States, Social Sciences and Humanities Research Council of Canada, Aga Khan Development Network in Asia and Africa) require grant applications to include a statement of the societal impact of the proposed work.

ARTICLE II OFFICES AND AGENCY

2.1. Principal and Branch Offices. The principal place of business of this Corporation in Pennsylvania will be located at 405 Old Main, University Park, Pennsylvania, or at such location as the Board may, from time to time, designate. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

2.2. Location of Registered Office. The location of the registered office of this Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE III MEMBERS

3.1. Initial Members. The initial members of the Corporation are listed on Exhibit A. The initial members shall be responsible for selecting and authorizing an incorporator to execute Articles of Incorporation, adopting By-Laws, and selecting initial officers and employees of the Corporation. The initial officers shall serve until the Board of Directors determines by resolution that the membership of the Corporation has reached a viable and sustainable state. Thereafter, the Board of Directors shall elect the officers of the Corporation at its annual meeting as outlined in Article V, Section 5.06.

- (a) **3.2. Annual Membership Invitations.** The Board of Directors shall fix annually the maximum number of individuals to be induced into the Corporation. Individuals shall be nominated in accordance with such processes and procedures as may be further prescribed by the Board of Directors.
- (b) Individuals may not self-nominate.
- (c) Nominators and referees are requested to maintain confidentiality with regard to those being nominated for membership in the Corporation.
- (d) Nominations shall be submitted to the Membership Committee by September 30 of each year.
- (e) The nomination procedures, nomination form and any changes to the nomination procedures or form will be proposed by the Membership Committee and approved by the Board of Directors.

3.3. Criteria for Identification of Nominees for Election to Membership. Distinguished persons from higher education and society at large are elected to membership in the Corporation in recognition of the documented contributions of three distinctive aspects of their professional work:

- (a) The excellence of his/her past contributions to the theory and practice of community engagement scholarship (including creative work);
- (b) The excellence of his/her past successes in collaborative work that result in significant improvements for society; and
- (c) The capacity and willingness of the nominee to join actively within the Corporation to develop policy-focused studies and analysis of major social, economic, and environmental issues in contemporary societies.

To fulfill its objectives and purposes, the membership of the Corporation shall be comprised of engaged scholars, artists, scientists, and community members demonstrating notable contributions to the theory and practice of working collaboratively to address societal needs, advance community-university engagement, and advance the scholarship of community engagement. Nomination of an individual to the Corporation honors past achievement and empowers future engagement advocacy. “Community engagement scholarship,” including arts and humanities, means the collaborative generation, refinement, conservation, and exchange of mutually beneficial and societally relevant knowledge that is communicated to and validated by peers in academe and the community.

3.4. Categories of Membership. The Corporation shall have the following categories of members:

- (a) **Active Members.** Active members shall have the right to vote for the election of the Board of Directors. Each active member shall have one (1) vote for the election of representatives to the Board. Each active member shall be eligible to serve as a director, officer, or chair of a standing committee, be eligible to serve on all committees, have the right to nominate candidates for membership, have the right to attend the annual meeting and regular and special meetings of the membership, and receive all ordinary correspondence and communications related to corporate matters.
- (b) **Members Emeriti.** Following at least ten (10) years in active status, active members who wish to be relieved of the status of active membership (due to retirement or other personal reasons) may, at their own request, be transferred to the roll of member emeriti. A member emeritus shall not be eligible to nominate candidates for membership, but may serve as a reference for a nomination, shall not be eligible to vote on matters of the Corporation or in the election of members, directors, or officers, and shall not be eligible to hold office or serve on a committee of the Corporation. Members emeriti shall have the right to serve on ad hoc study committees and to attend the annual meeting and regular and special meetings of the membership and shall receive ordinary communication and correspondence regarding corporate matters.

3.5. Term of Membership. Following election, a member shall be a member for life provided that all conditions of membership in Section 3.04 are met.

3.6. Removal of a Member. Upon the unanimous affirmative vote of all the members of the Board of Directors, a member may be removed from active membership for failure to meet

the initial and continuing requirements of membership or for engaging in conduct detrimental to the mission of the Corporation.

3.7. Withdrawal by a Member. A member who wishes to be relieved of the status of active member may, at his or her own request and upon notification to the Board of Directors, withdraw permanently or take a leave of absence. Members who require a leave of absence may request temporary suspension of their membership and may be reinstated upon request to and approval by the Board of Directors.

3.8. Member's Rights Upon Removal or Withdrawal. Upon removal or withdrawal, a Member relinquishes any and all rights to any funds, supplies, materials, equipment or property owned by the Corporation, or held by the Corporation's fiscal agent on the Corporation's behalf. To the extent any such property owned by the Corporation is in the physical possession of a removed or withdrawing member, the Board of Directors of the Corporation shall negotiate the means, conditions and time frame for the return of said property to the Corporation. Removal of or withdrawal by a member shall not relieve such member of any accrued financial obligations to the Corporation. Any member that is removed or withdraws from the Corporation shall not be prohibited from applying for reinstatement as a member at a later date.

ARTICLE IV MEMBER MEETINGS

4.1. Annual Meeting. An annual meeting of the Members shall be held each year on such date and at such time and place as the Board of Directors may determine by resolution. The annual meeting of the Members shall be held for the purpose of electing members to the Board of Directors and conducting the business of the Corporation. If election of office shall not be held on the day designated for an annual meeting or any adjournment, the President or the Executive Committee shall cause the election to be held at a special meeting of the members as soon as is convenient.

4.2. Notice of Meeting. Notice of any annual or special meeting shall be given at least ten (10) days prior to such meeting by written notice delivered personally, electronically or mailed to each active member at his/her business or home address. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except for any proposal to alter, amend or repeal the By-Laws or to adopt new By-Laws, for which notice of the terms must be given as above provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting.

4.3. Quorum. The presence of a majority of all active members shall constitute a quorum for the transaction of business at any meeting of the members. If there be less than a quorum present, a majority of the active members present may adjourn the meeting from time to time

and place to place and cause notice of each such adjourned meeting to be given to all absent members.

4.4. Action by Majority Vote. The act of the majority vote of the active members present at a meeting of the members at which a quorum is present shall be the act of the members unless a greater number is required under the Articles of Incorporation, these By-Laws, or under any applicable laws of the Commonwealth of Pennsylvania. Each active member shall have one (1) vote on all matters that come before the members. Proxy or absentee voting is not permitted.

4.5. Meetings by Conference Telephone. One or more persons may participate in a meeting of the members by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

4.6. Action by Unanimous Consent. 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 action so taken, shall be signed by all of the members and filed with the Secretary of the Corporation.

ARTICLE V BOARD OF DIRECTORS

5.1. Number. The number of directors of the Corporation shall not be less than ten (10) nor more than fifteen (15) as shall be determined from time to time by the Board of Directors. Ex officio members of the Board of Directors may be appointed from time to time by the Board of Directors, on an as needed basis.

5.2. Expectations of Board of Directors. Members of the Board of Directors are expected to:

- (a) Be informed about the Corporation's mission, services, policies, and programs;
- (b) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-Laws;
- (c) Elect officers of the Corporation;
- (d) Establish, serve on, and disband committees or task forces as appropriate to conduct the work of the Corporation;
- (e) Be active members in good standing of the Corporation;
- (f) Inform others about the Corporation and assist in member recruitment;
- (g) Keep up-to-date on developments in the field;
- (h) Avoid conflicts of interest and breaches of confidentiality; and

- (i) Assist the Board in carrying out its fiduciary responsibilities, such as reviewing the Corporation's annual financial statements and acting with due diligence and care when making financial decisions on the Corporation's behalf.

5.3. Election. When vacancies on the Board occur, candidates for the Board are nominated by the members of the Corporation. Self-nominations are not acceptable. Each nominated candidate shall have the support of two (2) additional members of the Corporation. The Nomination Committee shall prepare the slate of candidates and distribute the slate to the members no less than 30 days prior to the annual meeting of the Board. Election of board members shall be by secret ballot and take place as specified elsewhere in the bylaws. Members of the Board of Directors shall serve a three-year term.

5.4. Term of Office of Directors. Except as set forth below, each director shall serve a three (3) year term. Each director is eligible for re-election for one consecutive term (to serve a maximum of six (6) consecutive years). Elections shall, to the extent possible, take place on a staggered basis, so that approximately one-third of the overall Board membership is appointed annually.

5.5. Powers. The property, affairs, and business of the Corporation shall be managed and controlled by the Board of Directors of the Corporation. The Board of Directors shall have and is vested with all the unlimited powers and authorities, except as they may be expressly limited by law, the Articles of Incorporation or these By-Laws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not-for-profit corporation organized under the laws of the Commonwealth of Pennsylvania and (b) none of the powers of the Corporation shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation. The Board of Directors may by general resolution delegate to the officers and to any committee its powers as described in this paragraph.

5.6. Annual Meeting. An annual meeting of the Board of Directors shall be held each year on such date and at such time and place as the Board of Directors may determine by resolution. The annual meeting of the Board of Directors shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If election of officers shall not be held on the day designated for an annual meeting or any adjournment, the Board of Directors shall cause the election to be held at a special meeting of the Board as soon as is convenient.

5.7. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold one (1) regular meeting at such time and place as shall from time to time be designated by the President or determined by resolution of the Board of Directors. Such resolution may provide that its adoption shall constitute notice of such regular meeting.

5.8. Special Meetings and Executive Sessions. Special meetings and executive sessions of the Board of Directors may be called by or at the request of the President or by at two (2) members of the Executive Committee.

5.9. Place of Meetings. All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at such other place as may be designated by the Board of Directors and specified in the notice of the meeting.

5.10. Notice of Meeting. Notice of any annual, regular or special meeting shall be given at least ten (10) days prior to such meeting by written notice delivered personally, electronically or mailed to each director at his/her business or home address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.11. Quorum. The presence of a majority of all the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If there be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time and place to place and cause notice of each such adjourned meeting to be given to all absent directors.

5.12. Action by Majority Vote. The act of the majority vote of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these By-Laws, or under any applicable laws of the Commonwealth of Pennsylvania. Each member of the Board of Directors (except any ex officio member) shall have one (1) vote on all matters that come before the Board. Proxy or absentee voting is not permitted.

5.13. Vacancies. Whenever a vacancy on the Board of Directors exists, whether by reason of death, resignation or removal of the director, or increase in the number of directors, then the Board may receive nominations for a new director from members and present Board directors and provide the slate of nominations to the Board of Directors. At the next regular Board meeting, the Board of Directors shall select a new director from the slate of nominations. Any new director elected to fill a vacancy shall serve for the remainder of the original three (3) year term.

5.14. Resignation. Resignation from the Board of Directors must be in writing and submitted to the Secretary of the Corporation.

5.15. Removal. Any director may be removed by the Board if he or she has two (2) unexcused absences from any meeting of the Board within a two (2) year period. A director may be removed for cause by the vote of three-fourths (3/4) of the directors then in office at any meeting for which notice has been given in accordance with Article V, Section 5.10.

5.16. Meetings by Conference Telephone. One or more persons may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

5.17. Action by Unanimous Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and filed with the Secretary of the Corporation.

ARTICLE VI OFFICERS

6.1. Qualifications. The officers of the Corporation shall consist of a President, who has duties of chairperson of Board, a Vice President, a Secretary, and a Treasurer. Officers shall be required to be members of the Board of Directors. Officers shall be elected at the annual meeting of the Board of Directors by a majority vote of those Board members present at such meeting. Officers serve 3-year terms. An officer cannot serve more than 2 terms consecutively.

6.2. Removal. Any officer elected or appointed by the Board of Directors may be removed as an officer by the action of not less than a majority of the entire Board of Directors whenever in their judgment the best interests of the Corporation would be served, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

6.3. 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 by a vote of not less than a majority of the members of the Board of Directors present at the meeting during which the vacancy is to be filled.

6.4. President of the Board. The President of the Board (also known as the Chair) shall preside at meetings of the Board of Directors, serve as chief executive officer and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The President shall not vote in the Executive Committee, except in the case of a tie. The President must ensure the continuous vitality of the Corporation and offer active attention and leadership toward fulfillment of the Corporation's purpose and mission. The President is not eligible to become the Vice President the year following the expiration of his or her term.

6.5. Vice President. In the absence of the President, the Vice President (also known as the Vice-Chair) shall preside at all meetings of the Board of Directors and in general shall perform all duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Directors. The Vice President may chair committees on special subjects as designated by the Board of Directors or the President.

6.6. Secretary. Unless otherwise determined by the Board of Directors, the Secretary shall be responsible for the custody of all corporate records, keeping records of Board and member actions, including overseeing the taking of minutes at all Board and member meetings,

sending notices of Board and member meetings, distributing copies of minutes and any agendas, and rendering such statements and reports as may from time to time be required by the Board of Directors. He or she may delegate the performance of any of the above duties, but shall at all times be responsible for their proper performance. In the absence of the President and Vice President, the Secretary shall preside at all meetings of the Board of Directors.

6.7. Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors and to the members as required by the Board of Directors or by law, will make a financial report at each meeting of the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors. The Treasurer shall be chairman of the Finance Committee, if any.

6.8. Election. Officers shall be elected at the annual meeting of the Board of Directors. The Nominating Committee shall develop a slate of officers. The Board and members shall be informed of the official slate of officer no less than thirty (30) days prior to the annual meeting of the Board of Directors. Nominations by members may be taken from the floor at the annual meeting of the Board of Directors.

ARTICLE VII COMMITTEES AND TASK FORCES

7.1. Organization. The Board of Directors may designate from among its members standing or ad hoc committees which shall have and exercise such authority in the management of the Corporation's affairs as may be determined from time to time by a resolution of the Board of Directors. The President shall be a member of every such committee, ex officio. The President shall appoint the chairs of each committee, with approval of the Board of Directors.

7.2. Term. Each member of a standing committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member. The standing committees shall initially consist of the Financial Operations Committee, Executive Committee, and Nomination Committee. Each member of an ad hoc committee (such as a development, policy, and issues committee or advisory committee) shall serve for the duration of the existence of such committee unless removed by the Board of Directors. All committees must reflect a balance of community and higher education representatives.

7.3. Standing Committees. The standing committees shall be:

- (a). Executive Committee: The Executive Committee shall consist of the immediate Past President of the Corporation and the Corporation's current officers. The Executive Committee is advisory to the President of the Corporation.

(b). **Nomination Committee:** The Nomination Committee shall consist of Members appointed by the Board of Trustees to oversee the recruitment and election of members of the Board of Directors whenever vacancies arise. When appropriate the Nominations Committee also recommends a slate of officers for election by the Board of Directors. The Nomination Committee shall consist of seven (7) members, three of whom are Members of the Board of Directors, and three of whom are Members at large of the Corporation, with the immediate past president serving a Chairperson.

(c) **Financial Operations Committee.** The Financial Operations Committee shall consist of Members in good standing including the Treasurer who shall be chair of the committee. The Financial Operations Committee shall oversee all financial operations of the Corporation, including its investments and fund-raising efforts, and its annual internal audit.

(d). **Membership Committee.** The Membership Committee shall consist of Members in good standing, including at least 1 member of the Board of Directors. The Membership Committee shall oversee the annual nomination and election process for new Members of the Corporation and conduct the induction ceremony for newly elected Members.

(e) **Communications and Digital Media Committee.** The Communications and Digital Media Committee shall consist of Members in good standing and shall oversee all media productions of the Corporation, including podcasts, webinars, and all other forms of digital media communication.

(f) **Policy Committee.** The Policy Committee shall consist of Members in good standing and shall work collaboratively with all Corporation Committees to assure that policy proposals are consistent with the Bylaws of the Corporation. The Policy Committee shall also review Corporation policies to assure they reflect diversity and inclusion of the Members and of Corporation policy.

(f) **Publications and Reports Committee.** The Publications and Reports Committee shall consist of Members in good standing and shall develop policies to standardize formats and publication guidelines for all Corporation reports and documents.

7.4. Committee Vacancies. Should a vacancy occur on a standing or other committee, the President will appoint a member to fill that vacancy until the end of the term.

7.5. Chairpersons Whenever possible, all Standing Committee shall have co-chairpersons, one member each from the pool of Academic and Community Members. Co-chairpersons shall be appointed by the President, with the concurrence of the Board of Directors, except that the Treasurer shall be chairperson of the Financial Operations Committee immediate past President shall be the chair of the Nomination Committee.

7.6. Acts of the Committees. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.7. Task Forces. The Board of Directors may from time to time designate task forces to assist the Board of Directors in effectuating the purposes of the Corporation. Members of a task force need not be members of the Board of Directors.

ARTICLE VIII OPERATIONS

8.1. Fiscal Year. Subject to the approval of the Internal Revenue Service, the fiscal year of this Corporation shall begin on July 1 and end on June 30.

8.2. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payments of money and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and countersigned by the Secretary.

8.3. Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and Committees. The Corporation will keep at its registered office or principal place of business the original or a copy of its By-Laws, including amendments to date, certified by the Secretary of the Corporation.

8.4. Non-Profit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its members, directors, or officers. Officers and directors will not receive compensation for services rendered to the Corporation other than reimbursement for reasonable expenses.

8.5. Loans to Management. This Corporation will make no loans to any of its members, directors or officers or to any of its key management or other personnel.

ARTICLE IX INDEMNIFICATION

9.1. Limitation of Directors' Liability. No director of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the director has breached or failed to perform the duties of his or her office under Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this paragraph shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

9.2. Indemnification and Insurance

(a) Indemnification of Directors and Officers

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this paragraph shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this paragraph shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues to so require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this paragraph or otherwise.

(iii) Indemnification pursuant to this paragraph shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article, (a) "Indemnitee" shall mean each director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

(b) Indemnification of Employees and Other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(c) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person

may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or By-Laws, agreement, vote of members or directors, or otherwise.

- (d) Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to ensure its indemnification obligations whether arising hereunder or otherwise.
- (e) Fund for Payment of Expenses. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of members or directors, or otherwise.

9.3. Amendment. The provisions of this Article relating to the limitation of directors' and officers' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its directors and officers which may be modified as to any director or officer only with that person's consent or as specifically provided in this paragraph. Notwithstanding any other provision of these By-Laws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any director or officer shall apply to such director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as either to reduce the limitation of directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the directors of the Corporation then serving; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

9.4. Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation to the Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by members or directors to limit further the liability of directors or limit the liability of officers or to provide broader indemnification rights or rights to the advancement of expenses then the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

**ARTICLE X
DISSOLUTION**

Should there be a dissolution of the Corporation, the Board of Directors shall follow the procedure described in the Articles of Incorporation.

**ARTICLE XI
MISCELLANEOUS**

The corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation and the word “seal” in such form as shall be designated by the Board of Directors. Unless required by law or express provision of these By-Laws, the use of the corporate seal shall not be necessary to the validity of any instrument.

**ARTICLE XII
AMENDMENT**

The By-Laws of the Corporation may be altered, amended or repealed, and new By-Laws adopted, by the vote of two-thirds (2/3rds) of all members entitled to vote at any meeting for which notice has been given in accordance with Article IV, Section 4.02.

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of the By-Laws of the Academy of Community Engagement Scholarship, a Pennsylvania nonprofit corporation, and that the said By-Laws are in full force and effect as of September 4th, 2013.

A handwritten signature in blue ink, reading "Kathryn J. Campbell", is written over a horizontal line.

Kathryn J. Campbell, Secretary of the Corporation

EXHIBIT A

CORPORATION FOUNDING MEMBERS

1. Burton Bargerstock, Co-Director, National Collaborative for the Study of University Engagement; and Director, Communication and Information Technology, University Outreach and Engagement, Michigan State University
2. Linda K. Benning, Associate Director, Extension and Outreach, Association of Public and Land-Grant Universities, Washington, DC
3. Lynn Blanchard, Director, Carolina Center for Public Service, University of North Carolina at Chapel Hill
4. Karen Bruns, Assistant Director, Family & Consumer Sciences Leader, OSU CARES/ OSU Extension, Ohio State University, Ohio State University
5. Katy Campbell, Engagement Scholarship Consortium Board, and Professor and Dean, Faculty of Extension University of Alberta
6. Jeri Childers, Director, Outreach Program Development, Virginia Polytechnic Institute and State University
7. Janet Conner, Director, Strategy, Planning, and Faculty Student Engagement, Pennsylvania State University
8. Ellis Cowling, University Distinguished Professor At-Large Emeritus, NC State University
9. David Cox, Executive Assistant to the President, The University of Memphis
10. Hiram Fitzgerald, Associate Provost for University Outreach and Engagement; University Distinguished Professor, Department of Psychology, Michigan State University
11. Nancy Franklin, Assistant Director, Outreach, Pennsylvania State University
12. Nancy Franz, Associate Dean for Extension and Outreach for Families and 4-H Youth Development, Iowa State University
13. Andrew Furco, Associate Vice President for Public Engagement; Associate Professor, Organizational Leadership, Policy and Development; Director, International Center for Research on Community Engagement; University of Minnesota
14. Philip Greasley, Associate Provost, University Engagement, University of Kentucky
15. Budd Hall, Director of the University of Victoria's Office of Community-Based Research (OCBR), University of Victoria
16. Lyla Houglum, Executive Director for WEDA, and Director of Special Initiatives, Oregon State University

17. Audrey Jaeger, Associate Professor of Education; Executive Director of the National Initiative for Leadership and Institutional Effectiveness (NIUE)
18. Trish Kalivoda, Senior Associate Vice President, and Editor, Journal of Higher Education Outreach and Engagement, Office of Vice President for Public Service and Outreach, University of Georgia
19. Teresa Mangum, Director, Obermann Center for Advanced Studies, University of Iowa
20. Michael Martin, Chancellor, Louisiana State University
21. Kerry Ann O'Meara, Associate Professor; Higher Education, University of Maryland, College Park
22. Joan Pennell, Professor and Center Director, Center for Family and Community Engagement, NC State University
23. Scott J. Peters, Imagining America, Co-Director, Syracuse University, and former Associate Editor of the Journal of Higher Education Outreach and Engagement, and Associate Professor of Education, Cornell University
24. Samory Pruitt, Vice President, Community Affairs, University of Alabama
25. Roger Rennekamp, Associate Dean for Outreach and Engagement, College of Public Health and Human Sciences, Oregon State University
26. John Saltmarsh, NE Resource Center for Higher Education, University of Massachusetts at Boston
27. Lorilee Sandmann, Department of Lifelong Education, Administration and Policy, University of Georgia
28. Mary Evans Sias, President, Kentucky State University
29. Patricia (Pat) M. Sobrero, Professor and Extension Education Specialist, College of Agriculture and Life Sciences, and Convener and facilitator for the Corporation's Think Tank; formerly Associate Vice Chancellor, Office of Extension, Engagement, and Economic Development, NC State University (2008-2011).
30. Courtney Thornton, Research Director, University of North Carolina General Administration
31. Craig Weidemann, NOSC Board of Directors, CEO Executive Committee and Chair 2010 Vice President Outreach, Pennsylvania State University
32. Jim Zuiches, Former Vice Chancellor, Office of Extension, Engagement, and Economic Development, NC State University