

Bylaws
of
Guatemala Scholars Network

**Article 1
Offices**

Section 1. Name and Address

The name of this corporation shall be the Guatemala Scholars Network. The Board of Directors may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located at PMB 351806; 2301 Vanderbilt Place; Nashville, Tennessee 37235, Davidson County. The Board of Directors may move the office and/or establish new offices at any place where the corporation is qualified to do business, at such places that the Board of Directors may from time to time determine.

**Article 2
Nonprofit Purposes**

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The Guatemala Scholars Network seeks to nurture active networks for research, scholarly collaboration and solidarity among scholars in Guatemala and those who study that country in the United States, Europe and beyond.

The specific objectives and purposes of this corporation shall be:

- a. To maintain communication among scholars and others with interest in or pertaining to Guatemala;
- b. To share information about publications and other resources of interest;
- c. To stay informed about Guatemala so that we may better pursue our research and professional activities in that country;

- d. To provide a forum for Guatemalan voices to be heard in North American discussions of Guatemala, and to educate the North American and European populations about Guatemala
- e. To emphasize academic and intellectual freedoms and the rights of all investigators to access archives and other forms of data, and to protect these sources of information
- f. To support the renaissance of Mayan intellectual and academic activity currently taking place in Guatemala.
- g. To plan, organize, and run the bi-annual Global Scholars Network Conference.

Article 3 Directors

Section 1. Power of the Board of Directors

The business and affairs of the corporation shall be supervised by its Board of Directors (known hereinafter as the "Board of Directors"), which shall exercise in the name of and on behalf of the corporation all of the rights and privileges legally exercisable by the corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. The Board of Directors may accept, on behalf of the corporation, any contribution, bequest, or devise. The Board of Directors shall have exclusive discretion and control over the acceptance of all contributions and will not accept contributions earmarked in any manner that would make them not deductible under Section 170I(2) of the Internal Revenue Code. The Board of Directors shall have the authority to hire and dismiss any employees as necessary in order to carry out the objectives of the corporation. Furthermore, the Board of Directors shall have the authority to receive, administer, and distribute property on behalf of the corporation in accordance with the provisions set forth in Article II of these Bylaws. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Composition of the Board of Directors

The number of Directors shall be six (6): Coordinator, Treasurer, Communications Chair, Conference Chair (2), and Public Relations Chair. The number of Directors may be increased or decreased by the Board of Directors by amendment of this Bylaw, but no decrease shall have the effect of reducing the number of Directors below three.

Section 3. Election

Directors shall be elected by the members in August of each year via electronic ballot. Nominations will be made at the LASA meeting in May, and nominations will be received until July 31. Self-nominations may be accepted. The slate of nominees will be sent to the membership and will remain open for a period of 2 weeks. The GSN Coordinator or a member of the board designated by the Coordinator (whose position is not up for re-election) will collect nominations, and manage the elections. Each Member as defined by Article 12 may cast as many votes as positions available to be elected to the board and shall cast up to one vote per candidate. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

Section 4. Terms

The Coordinator and Treasurer will serve for a period of 5 years, or until a successor is selected. Both of these positions require a period of overlap to ensure proper training and continuity with the GSN mission. The other officers of the Board will serve for two years each. These terms will be staggered: elections for the Communications Chair and the Public Relations Chair will be held in even years; elections for the Conference Chairs will be held in odd years. All officers may serve any number of consecutive terms.

Section 5. Removal

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

An officer may be removed for any reason by a vote of two-thirds of the Directors then sitting. Removal also constitutes removal as a member of committees.

Section 6. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, the Board of Directors will appoint an individual to fulfill any vacancy by an affirmative vote of a majority of all the Directors remaining in office until the end of that term for that position, when a regular election will be held.

The director elected under this section shall serve until the next annual meeting, at which time the position shall be filled according to the election procedures in Art. 3, Section 3.

Section 7. Annual Meetings

Regular meetings of officers shall be held once per year at the annual Latin America Studies Association Conference (LASA). This conference usually takes place the fourth week of May at locations in the United States, Latin America, or Canada. Directors who

are not able to attend the conference are expected to make every effort to join the meeting via Skype or other such technology.

Regular meetings of members will also take place at the LASA conference and may take place at annual meetings of disciplinary-specific conferences such as the American Anthropological Association (AAA).

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by the Coordinator or by a majority of the Board of Directors. Special Meetings require 7 days' notice to each Director of the date, time, place, and format of such special meeting, which may take place virtually (see Section 13 below).

Section 9. Notice of Meetings

Members of the Board of Directors shall receive at least three weeks' notice before the week of a regular meeting to submit times and dates of availability. Members will receive one week notice of the time and date that is compatible with the majority of the Board members' schedules.

Section 10. Quorum

A quorum shall be a majority of the Directors then sitting.

Section 11. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

In special cases, the two Executive Directors (the Coordinator and the Treasurer) have the power to make a final decision when the Board cannot come to a decision.

Section 12. Action Without A Meeting

The Board of Directors may take any required or permitted action without a meeting, if a quorum of the Directors shall individually or collectively consent in writing (including via email) to such action. A consent shall have the same force and effect as a meeting vote of the Board of Directors or committee, and may be described as such in any document.

In special cases, the two Executive Directors (the Coordinator and the Treasurer) have the power to make a final decision when the Board cannot come to a decision.

Section 13. Attendance by Telephone or other Electronic Communications Format

If a member of the Board of Directors is not reasonably able to attend a meeting in person, a meeting may be attended via conference telephone or another electronic communications format, so long as the absent director can hear, or be advised of the discussion of business, and other Directors can hear, or be advised of the absent director's votes or comments. An absent director participating by telephone or other electronic communications format may count toward a quorum.

Section 14. Resignations

Any director may resign at any time by giving notice of resignation to the Coordinator or to the Board of Directors. Resignation shall be effective immediately, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective in accordance with the selection process in Article 3, Section 6. No Director may resign when the corporation would then be left without a duly elected officer in charge of its affairs.

Section 15. Compensation of Board of Directors

No member of the Board of Directors shall receive any salary or compensation for service as director. No director shall receive any service or benefit not provided to the general public. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business or making purchases on behalf of the corporation only if funds are available and are designated for this purpose.

Any Directors from Guatemala may be compensated for up to \$1000 of their travel expenses to attend the annual Board of Directors meeting at LASA. No other Directors will be compensated for travel to LASA or to conferences in Antigua.

Section 16. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the corporation;
- c. Supervise all officers and any individuals contracted by the corporation to assure that their duties are performed properly;

- d. Meet at such times and places as required by these bylaws and, in particular, attend the Latin American Studies Association conference;
- e. Register their addresses with the Public Relations Chair or acting secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- f. If office holders do not or cannot fulfill their duties the Executive Directors have the power to appoint someone else to fill the position until the end of the term.

Section 17. Conduct of Meetings

Meetings of the Board of Directors shall be presided over and governed by the Coordinator of the corporation, or in his or her absence, by the Treasurer of the corporation, or in the absence of both of these persons, by a director designated by the Board. The Public Relations Chair of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Article 4 Directors

Section 1. Designation of Directors

See Article 3, Section 2.

Section 2. Qualifications

Any adult who is a member of the GSN may serve as a Director of this corporation.

Section 3. Election and Term of Office

See Article 3, Sections 3 and 4.

Section 4. Removal and Resignation

See Article 3, Section 5 and 14.

Section 5. Vacancies

See Article 3, Section 6.

Section 6. Duties of the Coordinator

- a. The Coordinator shall, when present, preside at all meetings of the Board executive committee. Subject to the control, advice, and the consent of the Board of Directors, the Coordinator shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- b. The Coordinator shall initiate action without a meeting in response to any issues that arise related to the mission of the GSN.
- c. The Coordinator shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board.
- d. The Coordinator is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate business transactions of the corporation.
- e. The Coordinator may appoint individuals to regular and ad hoc committees.
- f. The Coordinator shall maintain and amend the GSN bylaws as needed.
- g. The Coordinator shall perform whatever duties the Board of Directors may from time to time assign.

Section 7. Duties of the Treasurer

- a. The Treasurer shall carry out the duties of the Coordinator when the Coordinator is absent or incapacitated; shall have the same power and duties of the Coordinator when acting in that capacity; and shall perform whatever duties the Board may from time to time assign.
- b. The Treasurer shall have custody of all corporate funds, property, and securities subject to such regulations as may be imposed by the Board of Directors. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited, all corporate funds in a bank account(s) designated by the Board of Directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.
- c. The Treasurer shall give to the Coordinator or Board, whenever they require it, an account of transactions as Treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.
- d. The Treasurer shall be responsible for filing all necessary documents and reports with all federal, state, and local government entities. These filings include, but are

not limited to, the federal tax return, annual report, and any other filings required by law. Such books shall be open for inspection as provided by law.

- e. The Treasurer shall maintain the GSN listserv, and a spreadsheet with members' names noting payment of dues and conference registrations.
- f. The Treasurer shall perform whatever duties the Board of Directors may from time to time assign.

Section 8. Duties of the Communications Chair

- a. The Communications Chair will receive and distribute news about Guatemala to the membership of the organization. This will be done via a weekly news e-letter (or mailer).
- b. The Communications Chair is entrusted with guaranteeing that all pertinent documents for the Guatemala Scholars Network are accessible and intelligible to ensure maximum transparency. S/he will do this with the assistance of the Public Relations Chair (see below) and an individual contracted to manage the GSN website.
- c. The Communications Chair shall, in general, perform all the duties incident to the office of Communications Chair subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

Section 9. Duties of the Conference Chairs

- a. The Conference Chairs shall organize all aspects of the bi-annual GSN Conference, including the conference program, logistics, and publicity. This conference is held in July of odd-numbered years, and may be held in Guatemala or the United States.
- b. The Conference Chairs are elected in August of odd-numbered years, giving them 2 years to prepare.
- c. Unless re-elected to their position, the Conference Chairs will be encouraged to serve as members of the Conference committee for the subsequent GSN Conference to offer their experience.
- d. The Conference Chairs shall, in general, perform all the duties incident to the Office of Communications Chair subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

Section 10. Duties of the Public Relations Chair

- a. The Public Relations Chair shall maintain the GSN's Facebook page and other social media.
- b. The Public Relations Chair will be responsible for making advance room reservations for meetings at LASA, or at other disciplinary conferences where GSN meetings will be held. If s/he is unable to make these reservations, s/he is expected to appoint someone to carry out this duty to ensure that meeting space is reserved prior to conference schedule deadlines.

- c. The Public Relations Chair will be responsible for reserving and setting up any technology needed for virtual meetings.
- d. The Public Relations Chair will act as secretary at Board of Directors meetings. S/he shall work with the other Directors to develop an agenda for the meeting. During the meeting, s/he shall record general notes and any votes, and circulate notes from the meeting as deemed appropriate by the Board.
- e. For general membership meetings, the Public Relations Chair will make sure the names and email addresses are recorded, and will send those to the Treasurer.
- f. The Public Relations Chair shall lead any advocacy efforts for GSN, including but not limited to asylum case workshops and education outreach in the United States.
- g. The Public Relations Chair shall, in general, perform all the duties incident to the office of Communications Coordinator subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

Article 5 Committees

Section 1. Designation of Committees

The Board of Directors may designate one or more committees to exercise all or a portion of the authority of the Board. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

Section 2. Power of the Committees

As authorized by the Coordinator and/or the Board, committees may exercise all or a portion of the authority of the Board. However, no committee, regardless of Board resolution may:

- a. Fill vacancies on or remove the members of the Board of Directors or in any committee that has the authority of the Board.
- b. Fix compensation for the Directors for serving on the Board or on any committee.
- c. Amend or repeal the articles of incorporation or Bylaws or adopt new Bylaws.
- d. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- e. Appoint any other committees of the Board of Directors.
- f. Approve a plan of merger, consolidations, voluntary dissolution, bankruptcy, or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- g. Approve of any self-dealing transaction.

- h. Bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 3. Composition of the Committees

All committees shall consist of at least one chair who is a member of the Board, and may also include persons who are not on the Board, who are appointed by the chair.

Section 4. Formation of Committees

Four of the Directors serve as committee chairs (Communications, Conferences, and Public Relations). These chairs may appoint committee members from the GSN membership or from the Board to help carry out their duties. The designation of additional committees must be approved by a majority of the Board of Directors. The Board will appoint a chair for each of these additional committees.

Section 5. Appointment of Committees

The Board of Directors and Chairs of committees may appoint committee members.

Section 6. Resignation and Removal of Committee Members

A member of a committee may resign at any time by giving written notice both to the Coordinator and the chair of the committee from which the member is resigning. The Coordinator or the committee chair may remove a member of a committee when, in its judgment, the best interests of the corporation will be served by such removal.

Section 7. Meetings

Meetings of committees may be called by their respective chairs or by the Coordinator. Each committee shall meet as often as is necessary to perform its functions.

Section 8. Governance of Committees

The Board of Directors may not adopt rules inconsistent with the provisions of these Bylaws for the government of any committee. Each committee may adopt rules for its own governance, provided such rules are not inconsistent with the law, the Charter, or these Bylaws.

Section 9. Advisory Assistance

Committees may invite additional individuals with expertise or familiarity in a pertinent area to meet with and assist the committee. Such individuals shall not vote in committee decisions.

Section 10. Ad Hoc Committees

The Coordinator, with the approval of the Board, as evidenced by resolution, may from time to time create such ad hoc committees as the Coordinator believes necessary or desirable to investigate matters or to advise the Board. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power except as specifically conferred by the Board.

Article 6

Finances

Section 1. Fiscal Year

The corporation shall operate on the calendar year; beginning January 1 and ending December 31 of each year.

Section 2. Budget

The Board of Directors shall prepare and adopt an annual budget at its meeting at LASA each May.

Section 3. Annual Financial Statement

The Treasurer shall prepare an annual financial statement for distribution to the Board of Directors by May 31 of each year, presented at LASA. This statement will be available to members upon request. The Treasurer shall be responsible for preparing the annual financial statement, or for working with an accountant to ensure that this statement is prepared.

Section 4. Fiscal Policy

Through these by-laws, the Board adopts a fiscal policy that sets out a formal procedure to govern the designation of funds, and other significant aspects of the organization's fiscal operation.

These are:

- a. Income to the corporation consists of annual dues payments from members (\$50 for professionals, \$25 for students) and conference registrations (\$75 for professionals, \$25 for students). Individuals residing in Guatemala are not required to make dues payments to maintain their membership or register for conferences to attend.
- b. \$300 allocated per year to food and drinks for membership meetings (at LASA and other disciplinary conferences)
- c. \$500 per year donation to the Maya Educational Foundation (FEP) in June.
- d. Payments of \$50 per month to the website technician (responsible for website updates, posting of weekly emails, creating member login's for the Directory, online conference registration forms, etc). Two payments of \$300 each will be made in June and December of each year.
- e. Income from dues will be used to cover conference expenses that exceed income from conference registrations.
- f. The Treasurer is responsible for keeping a record of all income and expenditures noted above.
- g. The Board must approve any allocations not included here, and must approve any expenses that exceed the amounts noted here.

Section 5. Seal

The corporation will not use a common seal. The signature of the name of the corporation by an authorized person will be legal and binding, generally the Treasurer.

Article 7 Standards of Conduct

Section 1. Standards of Conduct

A director of the corporation shall complete his or her duties as a director, including duties as a committee member:

- a. In good faith;
- b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- c. In a manner he or she reasonably believes to be in the best interest of the corporation.

Section 2. Reliance on Third Parties

In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared and presented by:

- a. One or more Directors of the corporation who the Director in question reasonably believes to be reliable and competent in the matters presented;
- b. Legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or
- c. A committee of the Board of Directors of which the director or officer is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.
- d. **Bad Faith.** A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Subsection (B) unwarranted.
- e. **No Liability.** A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article.
- f. **No Fiduciary.** No director or officer shall be deemed to be a fiduciary with respect to the corporation or with respect to any property held or administered by the corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Article 8 Indemnification and Advancement of Expenses

Section 1. Indemnification of Directors and Officers

Except as provided in Subsection (D) in this Article VIII, the corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director or officer against liability incurred in the proceeding if:

- a. The individual's conduct was in good faith; and
- b. The individual reasonably believed:
 - i. In the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interest; and
 - ii. In all other cases, that the individual's conduct was at least not opposed to its best interests; and
 - iii. In the case of any criminal proceeding, that the individual had no reasonable cause to believe that the individual's conduct was unlawful.

Section 2.

A director's or officer's conduct with respect to an employee benefit plan for a purpose the director or officer reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirements of Subdivision (a)(2)(B).

Section 3.

The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the director or officer did not meet the standard of conduct described in this section.

Section 4.

A corporation may NOT indemnify a director under this section:

- a. In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- b. In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- c. **Permissive Application to Employees and Volunteers.** The corporation, by a majority vote of the Directors present, may choose to indemnify and advance expenses in a proceeding to any person who is or was an employee, volunteer, or agent of the corporation, or to such person's heirs, executors, and administrators, to the same extent as set forth in the above subsections, provided that the proceeding was instituted by reason of the fact that such person is or was an employee or agent of the corporation and met the standards of conduct set forth in Subsections (A-C) above.
- d. **Non-Exclusive Application.** The rights to indemnification and advancement of expenses set forth in Subsections (A-E) are contractual

between the corporation and the individual being indemnified, and his or her heirs, executors, and administrators, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the corporation of insurance on behalf of a director, officer, employee, or agent of the corporation, or by an agreement with the corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

- e. **Prohibited Indemnification.** Notwithstanding any other provision of this Article VIII, the corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, volunteer or agent of the corporation, or such person's heirs, executors, or administrators:
- f. If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the corporation, for acts or omissions not in good faith, or which involve intentional misconduct or knowing violation of the law; or
- g. In connection with a proceeding by or in the right of the corporation in which such person was adjudged liable to the corporation; or
- h. In connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her personal capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
- i. **Repeal or Modification Not Retroactive.** No repeal or modification of the provisions of this Article VIII, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set for the herein, existing in favor of a particular individual at the time of such repeal or modification.

Article 9 Amendment of Bylaws

These bylaws may be amended or repealed as necessary with the approval of the majority of the membership. The Board will approve any changes, and then members move to approve the changes.

Article 10 Statement of Nondiscrimination

The corporation shall not discriminate against any person in the elections of members of the Board of Directors, provision of services to the public, the contracting for or purchasing of services or in any other way on the basis of race, color, sex, national origin,

disability, age, sexual orientation, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Article 11 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

THESE BYLAWS WERE APPROVED AT A MEETING OF THE BOARD OF DIRECTORS BY A 2/3 MAJORITY VOTE ON MAY 23, 2014 AT THE ANNUAL MEETING OF THE LATIN AMERICAN STUDIES ASSOCIATION IN CHICAGO, ILLINOIS.

Membership Provisions of the Bylaws of Guatemala Scholars Network

Article 12 Members

Section 1. Determination and Rights of Members

The corporation shall have active and inactive members. Active members are members who have paid annual dues, and who have access to the members-only section of the website (including the GSN Directory). Inactive members will remain on the listserv but will not have access to the entire website. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all member, whether active or inactive, are eligible to vote in elections and all shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications and Admission of Members

Any person is qualified to become a member of this corporation.

Section 3. Admission of Members

Individuals shall be admitted to membership upon payment of the first annual dues, as specified in the following section of this bylaw.

Section 4. Fees and Dues

(a) No fee shall be charged for applying for membership in the Guatemala Scholars' Network.

(b) The annual dues payable to the corporation by members shall be \$50 for professionals and \$25 for students. Membership fees may be adjusted from time to time by resolution of the Board of Directors. There is no membership fee for individuals living in Guatemala.

Section 5. Number of Members

There is no limit on the number of members the corporation may have.

Section 6. Membership Records

The corporation shall keep a list of members containing the name and email address of each member. This information shall be available in the form of the organizations' listserv and the record of annual dues and conference registrations maintained by the Treasurer.

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or upon written request for the termination of membership by the member and subsequent removal from the GSN listserve.

Article 13 Meetings of Members

Section 1. Annual Meetings

Meetings of members shall be held at the annual Latin American Studies Association Congress each May with the purpose of discussing any business or issues suggested by the Board or by members. The Coordinator will set the date and time of the annual meetings at LASA and preside over the meeting. The focus of the meeting will be informal networking, but the meeting will also include: a brief financial report presented by the Treasurer (or a designee), a list of the organizations' significant activities during that year presented by the Coordinator (or designee), and any upcoming events of interest presented by members. Meetings may also occur at annual disciplinary conferences (e.g., the American Association of Anthropology). The purpose of these meetings is informal networking.

Section 2. Notice of Meetings

Meetings will be announced via email through the weekly e-newsletter at least two weeks before the meeting date. The e-newsletter goes to all individuals on the listserve.

Section 3. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

Section 4. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Elections of Directors will occur in January each year.

Section 5. Actions

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of

members may be taken without a meeting if the corporation distributes a written ballot electronically to members through the listserv. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be emailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 6. Conduct of Meetings

Meetings of members shall be presided over by the Coordinator or one of the Directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of _____ preceding pages, as the bylaws of this corporation.

Dated: 5/29/15

U Harold Burnett

Lois Little-Siebold

AE Adams

D H Pod

Avery D. G. G.