



BYLAWS OF THE WAC CLEARINGHOUSE

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TABLE OF CONTENTS

	Page
Article I. Offices	4
1.01 Business Offices.....	4
1.02 Registered Office.....	4
Article II. Membership	4
2.01 No Members.....	4
Article III. Board of Directors	5
3.01 General Powers.....	5
3.02 Number and Qualification.....	5
3.03 Resignation.....	5
3.04 Removal.....	5
3.05 Vacancies.....	6
3.06 Meetings.....	6
3.07 Notice.....	6
3.08 Waiver of Notice.....	6
3.09 Assent to Action.....	7
3.10 Quorum and Voting.....	7
3.11 Proxies.....	7
3.12 Participation by Telephone or Electronic Media.....	7
3.13 Written Action in Lieu of Meeting.....	8
3.14 Compensation.....	8
3.15 Board Committees and Advisory Boards.....	9
Article IV. Officers.....	9
4.01 Designation and Qualification.....	9
4.02 Election and Tenure.....	10
4.03 Resignation.....	10
4.04 Removal.....	10
4.05 Compensation.....	10
4.06 Authority and Duties.....	11
Article V. Fiduciary Matters.....	12
5.01 Indemnification.....	12
5.02 Standards of Conduct.....	12

5.03	Conflict of Interest Policy.	13
5.04	Unlawful Distributions to Directors and Officers.	13
5.05	Loans to Directors and Officers.	13
Article VI. Books and Records.....		13
6.01	Minutes, Proceedings.	13
6.02	Accounting Records.	13
6.03	Records in Written Form.	14
6.04	Records Maintained at Principal Office.....	14
Article VII. Miscellaneous.....		14
7.01	Definitions.	14
7.02	Fiscal Year.	14
7.03	Contracts.	14
7.04	Conveyances and Encumbrances.	14
7.05	Designated Contributions.....	15
7.06	Amendments.	15

**BYLAWS
OF
THE WAC CLEARINGHOUSE**

**Article I.
Offices and Mission**

1.01 Business Offices.

The corporation will continuously maintain a principal office, which may be located inside or outside of Colorado. The street address and mailing address, if different, of the principal office can be found on the Colorado Secretary of State's website. The corporation may change the location of the principal office at any time by filing a statement of change with the Colorado Secretary of State. The corporation may maintain business offices in other locations as well.

1.02 Registered Office.

The corporation will continuously maintain a registered agent and registered agent address located in Colorado. The registered agent address must be the street address and mailing address, if different, of the registered agent's home or usual place of business. The corporation may change the registered agent or address at any time by filing a statement of change with the Colorado Secretary of State.

1.03 Mission. As an open-access publishing collaborative, the WAC Clearinghouse is dedicated to providing barrier- and cost-free access to scholarly work, including journals and journal articles, monographs, edited collections, conference proceedings, and professional and pedagogical resources.

**Article II.
Membership**

2.01 No Members.

The corporation will have no voting or nonvoting members.

Article III. Board of Directors

3.01 General Powers.

All corporate powers will be exercised by or under the authority of, and the business and affairs of the corporation will be managed by, its board of directors, unless the Colorado Revised Nonprofit Corporation Act ("Act"), the corporation's articles of incorporation, or these bylaws provide otherwise.

3.02 Number and Qualification.

The size of the board of directors will range from 5 to 13 directors, with the specific number to be determined by the board from time to time. Directors must be individuals who are age 18 or older. Directors need not be residents of Colorado. The members of the board of directors shall consist of the publisher of the WAC Clearinghouse, at least half of the Clearinghouse associate publishers, at least one journal editor who does not serve as a publisher or associate publisher, and at least one book series editor who does not serve as a publisher or associate publisher.

3.03 Resignation.

A director may resign at any time by giving written notice to the chair or the secretary. The resignation does not have to be accepted to be effective, unless the notice specifies otherwise. The resignation will be effective upon receipt, unless the notice specifies a later effective date. If a resignation has a later effective date, the board of directors may permit the director to remain in office until the effective date and fill the pending vacancy with a deferred effective date, or may remove the director before the effective date and fill the resulting vacancy. A director will be considered to have resigned if a court of competent jurisdiction determines they are incapacitated. Further, a director will be considered to have resigned if they fail to attend 50% of the regular board meetings during any 12-month period without an excused absence, and their failure to attend is confirmed by a majority vote of the board.

3.04 Removal.

Directors may be removed at any time, with or without cause, by a majority vote of all other directors in office. The notice of a meeting at which a director is to be removed must state that one of the purposes of the meeting is to consider removal of a director.

3.05 Vacancies.

Any director vacancy occurring in the board of directors, whether by reason of death, resignation, or removal of a director, or by reason of an increase in the number of directors, may be filled by the majority vote of the elected directors in office at any time during the year.

To facilitate staggered terms, the board may assign a partial term of one or two years, or a full term of three years to any person elected to fill an elected director vacancy, which will commence at the end of the meeting at which the director is elected and conclude at the end of the annual meeting held in the year their assigned term expires.

3.06 Meetings.

No regular annual meeting of the board of directors will be required. Regular meetings may be held at the time and place set forth in a resolution adopted by the board, without further notice other than the resolution. Special meetings may be called by or at the request of the chair or one-third of all directors in office. The chair shall fix the time and place of the special meeting.

3.07 Notice.

The chair may change the time and place for any regular meeting of the board of directors (including the annual meeting) by giving notice of the change to each director at least two weeks prior to the meeting. Notice of any special meeting must be given to each director at least 48 hours prior to the meeting. Except for notice that is given in person or by personal delivery to a director, notice must be given to each director at their business or residential address or the email address they provide to the corporation for purposes of corresponding with the corporation. Notice may be given in person or by personal delivery; by mail or private carrier; or by telephone, facsimile, email, or other form of wire or wireless communication. The method of notice can be different for each director. If mailed, notice will be considered delivered on the earlier of: 1) the date received; 2) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed first class mail; or 3) the date on the return receipt, if mailed registered or certified mail, return receipt requested, and the receipt is signed by or for the addressee. Notice transmitted by facsimile, email, or other means will be considered given upon receipt, except if emailed to an address regularly used for correspondence with the director, notice sent to such an email address will be considered delivered upon the earlier of receipt or on the day following the day the email is sent to the director.

3.08 Waiver of Notice.

A director may waive the required notice of any regular or special meeting of the board of directors before, during, or after the meeting. The waiver must be in writing and signed by the director. A director's attendance at or participation in any meeting will constitute a waiver of

notice, unless: 1) at the beginning of the meeting or promptly upon their later arrival, the director objects to holding the meeting or transacting business because of lack of notice or defective notice and does not vote for or assent to action taken at the meeting; or 2) if special notice was required of a particular purpose of the meeting under the Act or these bylaws, the director objects to transacting business regarding the purpose for which the special notice was required, and does not vote for or assent to action taken at the meeting regarding such purpose.

3.09 Assent to Action.

A director who attends or participates in any meeting when corporate action is taken will be considered to have assented to all action taken at the meeting, unless: 1) at the beginning of the meeting or promptly upon their later arrival, the director objects to holding the meeting or transacting business and does not vote for or assent to any action taken at the meeting; 2) the director contemporaneously requests their dissent or abstention on any specific action taken be entered in the minutes of the meeting; or 3) the director causes written notice of their dissent or abstention on any specific action to be received by the presiding officer of the meeting before its adjournment or by the corporation promptly after adjournment. This right to dissent or abstain is not available to a director who votes in favor of the action taken.

3.10 Quorum and Voting.

A majority of all directors in office immediately before a meeting begins will constitute a quorum for taking action. A majority vote of directors present at a meeting at which there is a quorum will constitute an action of the board of directors, unless the Act, the corporation's articles of incorporation, or these bylaws require a greater vote. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting until a quorum is achieved without further notice other than an announcement at the meeting.

3.11 Proxies.

For quorum and voting purposes on a proposal under consideration at a meeting, a director may grant a signed written proxy to another director present at the meeting, authorizing that other director to cast the vote directed to be cast by the written proxy, if the proposal voted upon is described with reasonable specificity in the proxy. Otherwise, directors may not vote or otherwise act by proxy.

3.12 Participation by Telephone or Electronic Media.

Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication where all directors participating can hear each other during the meeting. A director participating in this manner will be considered present in person at the meeting.

3.13 Written Action in Lieu of Meeting.

Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting by following the process set forth in this Section. An action so taken will have the same force and effect as an action taken at a meeting of the board.

(a) Notice of Vote. Written notice must be delivered to each director setting forth: 1) the action to be voted upon; 2) the time by which the director must respond; and 3) a statement that failing to respond by the time stated will have the same effect as abstaining in writing and failing to demand a meeting.

(b) Response by Director. In response to the written notice, a director may: 1) vote in writing for the action; 2) vote in writing against the action; 3) abstain in writing from voting; 4) fail to respond; or 5) demand in writing action not be taken without a meeting. The response must be in a form sufficient to inform the corporation of the director's identity; the director's vote, abstention or demand; and the proposed action to which the vote, abstention, or demand relates. A director's right to demand a meeting will be waived unless the corporation receives the demand by the time stated in the written notice. All signed written instruments to effect action under this Section must be filed with the minutes of the meetings of the board of directors.

(c) Action Taken. An action will be considered taken under this Section only if, at the end of the time stated in the written notice: 1) the affirmative votes in writing for the action received by the corporation and not revoked equal or exceed the minimum number of votes that would be necessary to take action at a meeting, assuming all directors in office were present and voted; and 2) the corporation has not received a written demand by a director, other than a demand that has been revoked, that action not be taken without a meeting. Unless the written notice to the directors states a different effective date, action taken under this Section will be effective at the end of the time stated in the written notice for director response.

(d) Method of Delivery. Communications under this Section may be sent or received by the corporation by facsimile, email, or other form of wire or wireless communication. Communications provided under this Section are not effective until received.

3.14 Compensation.

Directors will not receive compensation for their services as directors of the corporation. However, their reasonable expenses incurred for attendance at meetings of the board of directors or for performance of their official functions may be paid or reimbursed by the corporation, if allowed under the corporation's expense reimbursement policies or approved by the board. Directors may also receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, including as officers of the corporation so long as such

payment is approved in accordance with Section 4.05 of these bylaws, if applicable, and the corporation's conflict of interest policy.

3.15 Board Committees and Advisory Boards.

(a) Creation. By resolution adopted by a majority vote of all directors in office, the board of directors may establish standing or ad hoc committees or advisory boards, composed of members and having officers as the board designates in the resolution. The name, objectives, and responsibilities of each committee or advisory board will be as set forth in the resolution.

(b) Reliance on Committees; Limitations on Authority. The delegation of authority to any standing or ad hoc committee or advisory board will not operate to relieve the board of directors or any director from any responsibility or standard of conduct imposed by law or these bylaws. If any such committee or advisory board has a voting member who is not also a director of the corporation, it may exercise no power or authority reserved to the board of directors by the Act, the corporation's articles of incorporation or these bylaws. Further, it will have no authority to incur any corporate expense or make any representation or commitment for the corporation unless express authority is provided in these bylaws or the resolution establishing the committee or advisory board, or unless express approval is given by the board of directors or the chair or the treasurer, and the expense or commitment complies with any expenditure policies of the corporation.

(c) Rules and Procedures. Rules governing procedures for meetings of any standing or ad hoc committee or advisory board will be the same as those set forth in these bylaws or the Colorado Revised Nonprofit Corporation Act for the board of directors, unless the board of directors determines otherwise in the resolution establishing or governing the committee or advisory board.

Article IV. Officers

4.01 Designation and Qualification.

The officers of the corporation will include a chair, a vice chair, a secretary, a treasurer, and such other officers and assistant officers as the board of directors considers necessary or useful. If the publisher of the Clearinghouse does not serve as chair, vice chair, secretary, or treasurer, they will serve on the board as executive director. One person may hold more than one office at a time. Officers need not be directors but must be individuals who are age 18 or older.

4.02 Election and Tenure.

The officers will be elected or appointed by the board of directors. Each officer will hold office until their successor has been duly elected or appointed and qualified, or until their death, resignation, or removal.

4.03 Resignation.

Any officer may resign at any time by giving written notice to the chair or the secretary. The resignation will be subject to any rights or obligations under any existing contract between the officer and the corporation. Acceptance of the resignation is unnecessary to make it effective, unless the notice specifies otherwise. The resignation will take effect upon receipt unless the notice specifies a later effective date. If a resignation has a later effective date, the board of directors may permit the officer to remain in office until the effective date and fill the pending vacancy with a deferred effective date, or the board may remove the officer before the effective date and fill the resulting vacancy. An officer will be considered to have resigned if a court of competent jurisdiction determines they are incapacitated.

4.04 Removal.

The board of directors may remove an officer at any time, with or without cause, by a majority vote of all directors in office. The notice of a meeting at which an officer is to be removed must state that one of the purposes of the meeting is to consider removal of an officer. Removal will not affect any contract rights of the officer removed. However, the election or appointment of an officer will not by itself create contract rights.

4.05 Compensation.

The compensation of officers will be determined by the board of directors or a person or group of persons to whom that authority has been delegated by the board. In all cases, the compensation will be determined in accordance with the compensation policy, if any, adopted by the board of directors from time to time. If there is no compensation policy, to the extent reasonably feasible, the person(s) determining compensation will: 1) follow the corporation's conflict of interest policy in approving the compensation arrangement of officers of the corporation; 2) approve the compensation arrangement in advance of paying the compensation; 3) obtain data on the compensation of officers holding similar positions of authority within comparable organizations; 4) set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position; and 5) document in writing the date and terms of the approved compensation arrangement, the basis for the compensation determination, including the comparison data used, the requirements of the position and the evaluation of the officer's performance and experience, and the decision of each individual who decided on or voted in favor of the compensation arrangement. However, no

payment of compensation or payment or reimbursement of expenses may be made in any manner to result in the imposition of any liability under Section 4958 of the Internal Revenue Code.

4.06 Authority and Duties.

(a) Chair. The chair will serve as chair of the board. As such, the chair will lead the board of directors, convene regularly scheduled board meetings, call special board meetings as necessary, prepare the agenda for all board meetings, and oversee or arrange for another officer to oversee all board meetings. The chair will work with the board or a committee of the board to recruit new board members, conduct new board member orientation, and consult with board members on their roles and help them assess their performance. The chair will also perform all other duties customary to that office or as assigned by the board of directors.

(b) Vice-Chair. The vice-chair will assist the chair. At the request of the chair, or in the chair's absence or inability or refusal to act, the vice-chair will perform the duties of the chair and when so acting will have all the authority of and be subject to all the restrictions on the chair. The vice-chair will also perform all other duties customary to that office or as assigned by the board of directors.

(c) Secretary. The secretary will see that minutes of the proceedings of the board of directors and any board committees are kept, that all notices are duly given as provided in these bylaws or the Act, and that the corporate records are kept in good order in accordance with these bylaws and applicable law. The secretary will also perform all other duties customary to that office or as assigned by the board of directors. Assistant secretaries, if any, will have the same duties and authority as the secretary, subject to supervision by the secretary.

(d) Treasurer. The treasurer will be the principal financial officer of the board of directors with general responsibility for oversight of the financial affairs of the corporation, and will present financial reports to the board as requested by the board. The treasurer will also perform all other duties customary to that office or as assigned by the board. Assistant treasurers, if any, will have the same duties and authority as the treasurer, subject to supervision by the treasurer.

(e) Executive Director. Subject to the direction and supervision of the other officers, the executive director will serve as chief executive and operating officer of the corporation. The executive director will have general responsibility for all day-to-day operations of the corporation. The executive director will develop, direct, and supervise implementation of specific programs and activities that further the corporation's purposes, and report on those programs and activities to the chair and vice chair. The executive director will also perform all other duties customary to that office or as assigned by the other officers.

Article V.

Fiduciary Matters

5.01 Indemnification.

The corporation will indemnify each person who is or was a director, officer, employee, or volunteer of the corporation to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act, and it may purchase insurance insuring its obligations under this Section or otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a director, officer, employee, or volunteer of the corporation existing at the time of the repeal or modification. The corporation may, but is not obligated to, indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent allowed under the Act. However, the corporation will not indemnify any person, nor advance any expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with the corporation's status as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under Section 4958 of the Internal Revenue Code.

5.02 Standards of Conduct.

(a) Discharge of Duties. Each director shall discharge their duties as a director, including their duties as a member of a committee of the board of directors, and each officer with discretionary authority must discharge their duties under that authority, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the corporation.

(b) Reliance on Others. In discharging their duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: 1) officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; 2) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within that person's professional or expert competence; or 3) as to a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if they have knowledge concerning the matter in question that makes reliance otherwise permitted by this Section unwarranted.

(c) Liability to Corporation. A director or officer will not be liable to the corporation in their capacity as a director or officer for any action taken or omitted to be taken as a director or

officer if, in connection with the action or omission, they performed the duties of the position in compliance with this Section.

5.03 Conflict of Interest Policy.

The board of directors will maintain in effect a conflict of interest policy covering directors and officers of the corporation and such other persons as the board may determine. This policy will satisfy the requirements of all applicable laws, including the Colorado Revised Nonprofit Corporation Act and the Internal Revenue Code.

5.04 Unlawful Distributions to Directors and Officers.

The corporation is not permitted to make distributions to directors or officers. For this purpose, a “distribution” is the payment of a dividend or any part of the income or profits of the corporation to the directors or officers, but it does not include payment of reasonable compensation for services rendered. Any director who votes for or assents to a distribution made in violation of this Section will be liable to the corporation for the distribution, if they did not perform their duties in compliance with the general standards of conduct in Section 5.02. A director who is liable under this Section for a distribution is entitled to contribution from every other director who could be liable under this Section for the distribution, and from each person who accepted the distribution knowing the distribution was made in violation of the Colorado Revised Nonprofit Corporation Act.

5.05 Loans to Directors and Officers.

The corporation is not permitted to make loans to directors or officers. Any director or officer who assents to or participates in making any loan in violation of this Section will be liable to the corporation for the amount of the loan until the loan is repaid in full.

Article VI. Books and Records

6.01 Minutes, Proceedings.

The corporation will keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board without a meeting, a record of all actions taken by a board committee in place of the board, and a record of all waivers of notices of meetings of the board or any board committee.

6.02 Accounting Records.

The corporation will maintain appropriate accounting records.

6.03 Records in Written Form.

The corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

6.04 Records Maintained at Principal Office.

The corporation will keep a copy of each of the following records at its principal office: 1) the corporation's articles of incorporation; 2) these bylaws; 3) a list of the names and business or home addresses of the current directors and officers; 4) a copy of the most recent corporate report delivered to the Colorado Secretary of State; 5) financial statements, if any, prepared for at least the last three years; 6) the corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; 7) the corporation's annual tax information returns (with donor information redacted) for at least the last three years; and 8) all other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Article VII. Miscellaneous

7.01 Definitions.

As used in these bylaws, the term "Colorado Revised Nonprofit Corporation Act" includes, to the extent incorporated therein, the Colorado Corporations and Associations Act. The term "Internal Revenue Code" refers to the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any subsequent laws.

7.02 Fiscal Year.

The fiscal year of the corporation will be the calendar year unless otherwise determined by the board of directors.

7.03 Contracts.

Contracts of the corporation may be entered into by officers or agents of the corporation authorized by the board of directors, and this authority may be general or specific.

7.04 Conveyances and Encumbrances.

Property of the corporation may be assigned, conveyed, or encumbered by officers or agents of the corporation authorized to do so by the board of directors, and authorized persons will have power to execute and deliver all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and

assets of the corporation will be authorized only in the manner prescribed by the Colorado Revised Nonprofit Corporation Act.

7.05 Designated Contributions.

The corporation may accept any contribution, gift, grant, bequest or devise with such designation, restriction or condition as may be imposed by the donor, so long as the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. However, the corporation reserves all right, title and interest in and to and control of such contributions, including authority over the ultimate expenditure of such contributions, so long as such expenditure is consistent with the donor-imposed designation, restriction or condition or applicable law.

7.06 Amendments.

The board of directors has the power and authority to amend or repeal these bylaws and adopt new bylaws by a majority vote of all directors in office; provided, however, that these bylaws may not be amended in a manner which is inconsistent with the Articles of Incorporation, or which would disqualify the Corporation under §501(c)(3) of the Internal Revenue Code.

(END)