



By-Laws of the Association

as revised June 11, 2019

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ARTICLE I: PREAMBLE

This Corporation, existing under the Not-for-Profit Corporation Law of the State of New York, shall be known as the Association of University Presses, Inc. (hereinafter referred to as the "Association"). The Association expects members to recruit, employ, train, compensate, and promote their employees without regard to race, ethnic background, national origin, status as a veteran or handicapped individual, age, religion, gender, gender orientation, marital status, or sexual orientation.

ARTICLE II: PURPOSES

The purposes of the Association shall be:

- a. To encourage dissemination of the fruits of research and to support university presses in their endeavor to make widely available the best of scholarly knowledge and the most important results of scholarly research;
- b. To provide an organization through which the exchange of ideas and information relating to university presses and other non-profit publishers within the scholarly communications ecosystems may be facilitated;
- c. To afford technical advice and assistance to learned bodies, scholarly associations, and institutions of higher learning; and
- d. To do all things incidental to and in furtherance of the foregoing purposes without extending the same.

ARTICLE III: MEMBERSHIP

The Association admits members in three categories: (1) regular membership, (2) affiliate membership, and (3) introductory membership.

Section 1: Regular Membership.

The regular membership of the Association shall consist of those members who were in good standing at the time of the incorporation of the Association in 1964, except those who have since resigned or whose membership has been otherwise terminated, and all other members who have since been admitted in accordance with the procedures set forth in Section 3 of this Article. Presses with associate member or international member status as of June 2016 (both of which have now been eliminated as membership categories) will be instated as regular members.

Section 2: Definition of a Press Eligible for Regular Membership.

A press eligible for regular membership is hereby defined as: (i) the nonprofit scholarly publishing arm of a university or college, or of a group of such institutions within a defined geographic region, or (ii) the scholarly publishing arm of a non-profit organization (as constituted under local law) that functions in a manner substantially similar to an entity described in clause (i) herein. A non-profit scholarly publisher eligible for membership as here defined must be an integral part of one or more such non-profit institutions, and should be so recognized in the manual of organization, catalog, website, or other official publication of at least one such parent institution. The organization and functions of the non-profit scholarly publisher described herein must lie within the prescription of its parent institution or institutions.

Section 3: Eligibility Criteria for Regular Membership.

Any non-profit scholarly publisher described in Section 2 of these Bylaws and satisfying the requirements set forth in the "Guidelines on Admission to Membership and Maintenance of Membership" (hereinafter, the "Guidelines") that are in force at the time of application shall be eligible for election to regular membership in the Association. A non-profit scholarly publisher shall be elected to membership by a majority vote of the membership on the recommendation of the Board of Directors at the Annual or a Special Meeting of the membership. Such action shall be taken by the Board only on the prior recommendation of the Committee on Admissions and Standards, which shall be responsible for determining that the applying non-profit scholarly publisher satisfies the minimum requirements for membership. Annual dues for regular members shall be set from time to time by the Board of Directors.

Section 4: Associate Membership.

This category of membership shall be closed to new applicants as of June 2016.

Section 5: Affiliate Membership.

The affiliate membership of the Association shall consist of those affiliate members who have been admitted since the time of the incorporation of the Association in 1964, in accordance with the procedures in force at the time of application.

Affiliate membership may be applied for by a non-profit scholarly publisher that meets some but not all of the criteria for regular membership. To qualify for affiliate membership in the Association, a non-profit scholarly publisher must submit the same application as applicants for regular member status, but only will need to meet a subset of the editorial, staffing and organizational requirements applicable to regular members, as that subset may be set forth from time to time in the Guidelines. Admission to affiliate membership shall be by a majority vote of the membership at an Annual or Special Meeting, a quorum being present, on the prior recommendation of the Committee on Admissions and Standards and the Board of Directors.

Affiliate members shall enjoy such rights and privileges as determined by the Board of Directors, but in no event shall their rights extend to: (i) service on the Board of Directors; (ii) vote in any business being conducted by the Association, the Board of Directors, or the membership; (iii) receive without charge any compilation of member or other statistics undertaken by the Association from time to time; (iv) serve in any capacity on the Committees of the Board; or serve as chair of the Annual Meeting Program Committee. Any reference elsewhere in these By-Laws to a voting right, therefore, shall be read so as to exclude affiliate members. Annual dues for affiliate members shall be set from time to time by the Board.

As a condition of membership, an Association affiliate member shall include the term "affiliate" in any reference to its Association membership.

As a condition of membership, an Association affiliate member shall refrain from referring to itself as a "university press" unless it is recognized as such in the manual of organization, catalog, website, or other official publication of its parent institution.

Section 6: Introductory Membership.

Eligible for introductory membership are non-profit scholarly publishers that intend to apply for Association membership in one of the other categories either during their introductory term or at the end of that term. Introductory members may not stay in that category for more than five years.

Candidates for introductory membership will be expected to provide evidence concerning the scholarly character of their publishing programs and information about present staffing, reporting relationships, editorial review processes, and also any changes or developments proposed in these areas, but they will not be expected to meet the requirements of regular or affiliate membership. Admission to introductory membership shall be made at the discretion of the Executive Director of the Association after favorable review by the Committee on Admissions & Standards upon receipt of an application that includes the requested information.

At any time during the introductory period introductory members may apply for regular or affiliate membership. After five years, introductory membership is automatically terminated.

Introductory members shall enjoy such rights and privileges as determined by the Board of Directors, but in no event shall their rights extend to: (i) service on the Board of Directors; (ii) vote in any business being conducted by the Association, the Board of Directors, or the membership; (iii) receive without charge any compilation of member or other statistics undertaken by the Association from time to time; (iv) chair any Association committee (v) serve in any capacity on the Committees of the Board of the Association. Any reference elsewhere in the By-Laws to a voting right, therefore, shall be so read as to exclude introductory members. Annual dues for introductory members shall be set from time to time by the Board.

Section 7: Voting and Other Privileges.

Each regular member of the Association shall be entitled to one vote in such business as may come before the Association. Only regular members in good standing shall be entitled to vote, and only members in good standing shall be entitled to enjoy the other privileges of membership in the Association.

Section 8: Cancellation of Membership and Resignation.

An Association member, by its very nature, must be devoted to scholarly and educational ends; the failure of a member to pursue such ends as its fundamental business shall constitute grounds for canceling its membership in the Association. Any accusation of such a failure will be brought to the Committee on Admissions and Standards for a recommendation to the Board.

A membership may also be canceled for continued nonpayment of dues or for continued failure, after admission to membership, to meet the minimum requirements set forth in the Guidelines.

Cancellation of membership shall be effected, on recommendation of the Board of Directors, by a two-thirds vote of the members present and voting at the Annual Meeting or a Special Meeting, a quorum being present; provided, however, that upon certification by the Executive Director that a member has failed to pay its membership dues for two consecutive years, cancellation of membership shall be effected by a vote of the Board of Directors.

Any member may resign at any time if its current annual dues are paid, provided its resignation is confirmed in a written communication to the Executive Director and President of the Association from a responsible officer or group of officers of the parent institution or institutions.

Should a member in any class of membership resign after the due date of the annual dues payment and before the next annual dues payment date, the member is responsible for the payment of such dues at the time of resignation.

Section 9: Determination of Membership Category.

All Association members are expected to maintain their membership in the Association at the highest level of membership for which they qualify. Association members are expected to notify the Association promptly of any material change in circumstance which might impact the category in which they are eligible to maintain their membership.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1: The Annual Meeting.

The Annual Meeting of members shall be held at such time and place within or without the State of New York as may be designated by the Board of Directors after giving due weight to preferences expressed by members. Such meetings shall be held for the purpose of electing the Board of Directors, approving the annual budget, and transacting such other business as may be properly brought before the meeting. At each Annual Meeting of members, the Board of Directors shall cause to be presented to the membership a report verified by the President and the Treasurer, or by a majority of the Board, in accordance with the requirements of Section 519 of the New York Not-for-Profit Corporation Law.

Section 2: Special Meetings.

Special Meetings of the members shall be held at such time and place within or without the State of New York as may be designated by the Board of Directors. Such meetings may be called by (a) the Board of Directors; or (b) the Executive Committee; or (c) the President, the President-elect, or the Executive Director, acting on a request received in writing that states the purpose or purposes of the meeting and signed by 30 percent or more of the members of the Association.

Section 3: Notice of Meetings.

Notice of the purpose or purposes and of the time and place of every meeting of members of the Association shall be in writing and signed by the President, President-elect, or the Executive Director, and a copy thereof shall be delivered personally, by first class mail, by facsimile or by electronic mail not less than ten or more than fifty days before the meeting, to each member entitled to vote at such meeting. In the case of a special meeting, such notice shall also set forth the purpose or purposes of the meeting.

Section 4: Representation by Proxy.

A member may authorize a person or persons to act by proxy on all matters in which a member is entitled to participate by providing such authorization in writing, including by facsimile or electronic mail, to the person who will be the holder of the proxy, provided that any such authorization by electronic mail shall set forth information from which it can be reasonably determined that the authorization by electronic mail was authorized by the member. If it is determined that such authorization by electronic mail is valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the nature of the information upon which they relied. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

Section 5: Quorum.

Except for a special election of Directors pursuant to Section 604 of the New York Not-for-Profit Corporation Law, the presence at a meeting in person or by proxy of a majority of the members entitled to vote thereat shall constitute a quorum for the transaction of any business, except that the members present may adjourn the meeting even if there is no quorum.

Section 6: Voting.

In the election of members of the Board of Directors and the election of Officers, a plurality of the votes cast at an Annual Meeting shall elect. Any other action requires a majority of votes cast except as otherwise specifically provided in these By-Laws. Any action required or permitted to be taken at a meeting of members may be taken without a meeting, without prior notice, if all of the members consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The resolution and consents thereto shall be filed with the minutes of the proceedings of the members.

ARTICLE V: DIRECTORS AND OFFICERS

Section 1: The Board of Directors.

The Association shall be managed by its Board of Directors, and, in this connection, the Board of Directors shall establish the policies of the Association while considering the wishes of the membership and the constituency of the Association (which constituency consists of the employees of the member presses), and shall evaluate the performance of the Executive Director. The Board of Directors shall meet at least three times each year, once in the fall and once in the winter, and in conjunction with the Annual Meeting of the membership of the Association. The Board of Directors shall consist of not fewer than nine or more than thirteen Directors, all of whom shall be at least nineteen years of age, at least two-thirds of whom shall be citizens of the United States, four of whom shall be the elected Officers of the Association as described in Section 3 (hereinafter, "Officers"). Directors other than Officers (hereinafter, "Directors-at-Large"), like Officers, must be on the staff of a member press, except that the Executive Director shall serve ex officio as a nonvoting member of the Board of Directors and the Executive Committee.

Section 2: Election Procedure and Term of Office.

Directors shall be elected by a plurality vote of the members present at the Annual Meeting. Candidates may be nominated by the Nominating Committee appointed by the President or from the floor. Officers shall be elected for a one-year term, except that the President shall remain on the Board of Directors for an additional year as Past-President. Directors-at-Large shall be elected for a three-year term. Directors shall not succeed themselves except that (a) Directors who are elected Officers shall continue as Directors as long as they remain Officers, and (b) the Treasurer shall remain on the Board for an additional year as a Director-at-Large. Each newly elected Director and Officer shall assume office at the close of the Annual Meeting at which the election is held. Any Director or Officer may resign by notifying the President, the President-elect, or the Executive Director. The resignation shall take effect at the time therein specified. Except as provided for in Article IX ("The Executive Director"), Directors shall not receive any compensation for serving as Directors. However, nothing herein shall be construed to prevent a Director from serving the Association in another capacity for which compensation may be received.

Section 3: Officers.

The elected Officers of the Association, each of whom must be on the staff of a member press, shall be a President, a President-elect, a Treasurer, and a Treasurer-elect, each to be elected for a one-year term by a plurality vote of the members present at the Annual Meeting. No employee of the

Association may serve as President. Between Annual Meetings of members, a Special Meeting of members may elect, by a plurality vote of the members present, an Officer to complete the term of an Officer who has resigned or otherwise ceased to act as an Officer.

Section 4: Duties of Officers.

The President shall serve as presiding officer at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee. The President, with the Executive Director, serves as spokesperson for the Association. At the Annual Meeting of members, the President and the President-elect shall provide a forum for the Association membership and constituency to discuss and assess the Association's program. The President-elect shall discharge the duties of the President in the President's absence, and shall succeed to the office of President in the event of a vacancy in that office, filling out the unexpired term as well as the term to which he or she subsequently may be elected President.

The Treasurer shall be custodian of the Association's funds, shall be responsible for the preparation of its financial records as the basis for an annual audit, and shall report at the Annual Meeting of members on the Association's financial condition. The Treasurer-elect shall discharge the duties of the Treasurer in the Treasurer's absence, and shall succeed to the office of Treasurer in the event of a vacancy in that office, filling out the unexpired term as well as the term to which he or she may be elected Treasurer.

Section 5: Removal from Office and Replacement.

Any Director or elected Officer may be removed from office at any time, for cause or without cause, by a majority vote of the membership or may be removed for cause by a majority vote of the Board, in either case acting at a meeting duly assembled, a quorum of not less than a majority being present. If one or more Director-at-Large vacancies should occur on the Board for any reason, the remaining members of the Board, although less than a quorum, may by majority vote elect a successor or successors to hold office until the next Annual Meeting of members at which the election of directors is in the regular order of business and until the election and qualification of a successor or successors.

Section 6: Board Meetings.

Meetings of the Board of Directors shall be held at such place within or without the State of New York as may from time to time be fixed by resolution of the Board, or as may be specified in the notice of the meeting. Notice of any meeting of the Board need not be given to any Director who submits a signed waiver of such notice. Special Meetings of the Board may be held at any time upon the call of the Executive Committee, the Executive Director, the President, or the President-elect.

Section 7: Board Quorum.

A majority of the members of the Board of Directors then acting, but in no event less than one-half of the entire board of Directors, acting at a meeting duly assembled, shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice from time to time until a quorum shall have been obtained. The "entire Board of Directors" shall mean the total number of Directors entitled to vote that the Association would have if there were no vacancies.

Section 8: Board Voting.

Except as otherwise specified in these By-Laws, all decisions of the Board shall be by majority vote of the Directors in attendance, a quorum being present. Any Board action may be taken without a meeting if all members of the Board or committee thereof consent to the adoption of a resolution

authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and consents thereto shall be filed with the minutes of the proceedings of the board or committee as applicable. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board. Any member of the Board or of any committee thereof may participate in a meeting of such Board or committee thereof by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI: EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, Past-President, President-elect, Treasurer, Treasurer-elect, and the Executive Director (ex officio, nonvoting). The Executive Committee shall advise and confer with the Executive Director, call Special Meetings of the Board of Directors as necessary, appoint committee members not otherwise appointed pursuant to these By-Laws, and unless otherwise delegated serve as the investment committee for the Association. The Executive Committee shall, if necessary, act for the full Board of Directors between meetings of the Board, but only in those matters not establishing policy or not requiring a vote of more than a majority of Directors in attendance. Neither the Executive Committee nor any other committee shall have the power to (a) submit to the members any action requiring the approval of the members, (b) amend, repeal or adopt By-Laws, (c) fill vacancies in the Board of Directors or in any committee of the Board, (d) fix the compensation of Directors for serving on the Board or on any Committee of the Board, or (e) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

ARTICLE VII: COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other Committees of the Board, each including three or more Directors. Such Committees of the Board, to the extent provided in a resolution, shall have the authority of the Board, except as limited by the Board of Directors or by law. The Committees of the Board (in addition to the Executive Committee) shall be the Committee on Admissions and Standards, the Committee on the Audit, and the Nominating Committee. The Committee on Admissions and Standards shall be constituted as provided in the Guidelines. Appointments to the Committee on the Annual Meeting Program and the Nominating Committee shall be made in accordance with Article VIII of these By-Laws.

ARTICLE VIII: OTHER COMMITTEES AND TASK FORCES

Other committees and task forces may be established by agreement of the Executive Director and the Board, to include a Committee on the Annual Meeting Program. Such committees shall be advisory in nature and shall not have the authority to bind the Board of Directors or the Association. The President-elect shall appoint chairs of said committees (and the Committees of the Board) and such of their members as the Executive Committee may care to designate. The President-elect shall charge the

said committees with such duties, including reporting duties, as he or she may deem appropriate. Task forces shall be established for a limited time to accomplish a specific goal. The President shall appoint chairs of task forces and provide their charges. Reports of Committees of the Board and all other committees and task forces shall be made to the Board of Directors, in writing or orally, as requested by the Executive Director.

ARTICLE IX: THE EXECUTIVE DIRECTOR

The Board of Directors may appoint at such times, and for such terms as it may prescribe, an Executive Director of the Association who shall report to the Board of Directors and who is responsible for implementing policy through fiscally sound programs; monitoring the work of committees and task forces; and managing the Central Office (such Central Office consisting of salaried employees hired by the Executive Director in order to carry out the business of the Association). The Executive Director shall prepare an operating plan and budget and shall participate in meetings of the Board of Directors and Executive Committee in an ex officio nonvoting capacity as appropriate. Under the authority of the Board of Directors, the Executive Director shall have responsibility for the execution of Association policy, for the furtherance of the Association's interests, and for the day-to-day operation of the Association's business and programs. The Executive Director or his or her designee shall act as secretary at all Board meetings, Executive Committee meetings, and Annual and Special Meetings of the Association, and shall prepare and distribute minutes of the same. The Executive Director shall serve as Corporate Secretary. The Executive Director's salary shall be fixed annually by the Board, or by the Executive Committee if the Board so decides.

ARTICLE X: DUES

The amount of the annual dues payment by members shall be voted each year at the Annual Meeting on recommendation of the Board of Directors. The fiscal year of the Association shall be April 1 to March 31. Dues shall be payable by September 30, at which time any member which has not paid its dues shall be subject to suspension at the Board's discretion. When a member is suspended for nonpayment of dues, the President of the Association shall so notify the director of the said member and the responsible officer or officers of its parent institution or group of institutions, and shall further advise them that if such member has not paid its dues by the end of the Association's fiscal year its membership shall be subject to cancellation.

ARTICLE XI: BOOK AND RECORDS

The Association shall keep at its office within the State of New York correct and complete books and records of account; minutes of meetings of the members, of the Board of Directors, and of the Executive Committee; and an up-to-date list of the names and addresses of all members. These books and records may be in written form or in any other form capable of being converted to written form within a reasonable time.

ARTICLE XII: CHANGES IN BY-LAWS

Members may propose changes to these By-Laws by submitting the proposed change and its rationale to the Executive Director. S/He will arrange for the Board's review of any such proposal at

the next appropriate Board Meeting. If the Board recommends Association approval of the proposed change, the change will be presented with at least thirty days advance notice to the membership at the next Annual Meeting or Special Meeting called for that purpose at which a quorum is present. A change to the By-Laws requires a two-thirds majority of all Members eligible to vote (in person or by proxy). Whenever there is a conflict between these By-Laws and the Guidelines, any Statement of Governance, or a resolution of the membership, Board of Directors, or Executive Committee, or any other document published by the Association, these By-Laws shall prevail.

In the event the Board recommends against approval of a proposed change, the member proposing the change may call a vote on the measure at the Annual Meeting or at a Special Meeting for that purpose, provided thirty days' notice is given and thirty percent of the Association's voting members sign a request that said proposal be voted upon. Requirements for adoption of the measure in such circumstance are as stated elsewhere in this Article.