

The Shakespeare Oxford Society, Inc.
(D/B/A THE SHAKESPEARE OXFORD FELLOWSHIP)

BYLAWS

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ARTICLE I:

DEFINITIONS:

1. "Society" and "Corporation" shall mean The Shakespeare Oxford Society, Inc.
2. "Fellowship" shall mean the Corporation operating under its assumed name, "The Shakespeare Oxford Fellowship," under which the Corporation shall conduct all ordinary activities.
3. "Board" shall mean the Board of Trustees of The Shakespeare Oxford Society, Inc.
4. "Trustee" shall mean a duly elected or appointed Member of the Board.
5. "Member" shall mean and refer to any person who applies for membership in the Fellowship, pays the appropriate dues and whose application for membership is accepted. The amount of Member dues shall be fixed annually by the Board in its discretion. The Board may, within its discretion, award one or more "gift" memberships at no cost to the recipient, and each such recipient shall be considered a Member in Good Standing, subject to all provisions of these Bylaws except the payment of dues.
6. "Good Standing" shall mean the status of a Member whose dues are paid up to date, whose membership has been accepted and who has not been removed as a Member under these Bylaws.
7. "Membership" shall mean and refer to all Members in Good Standing of the Fellowship at a particular time.
8. "Plan of Unification" shall mean and refer to the Plan of Unification between the Corporation and The Shakespeare Fellowship, Inc., dated September 5, 2013.

ARTICLE II:

NAME, SEAL, OFFICE AND BOOKS:

1. Name: The name of the Corporation is The Shakespeare Oxford Society, Inc. The Corporation shall do business for all ordinary activities under the assumed name "The Shakespeare Oxford Fellowship." The Corporation shall also own and retain the name "The Shakespeare Fellowship" as an additional assumed name with the intention that any testamentary or estate transfers, gifts or devises, now in existence or that may be created in the future, wherein the recipient of such transfers, gifts or devises is identified as "The Shakespeare Fellowship" (or "Shakespeare Fellowship," "The Shakespeare Fellowship, Inc.," or any other name intended to identify the Massachusetts non-profit corporation previously known by those names) be received by and inure to the benefit of that organization's successor, The Shakespeare Oxford Society, Inc. d/b/a/ the Fellowship.
2. Seal: The Fellowship may, but is not required to, obtain a seal reflecting the Corporation's name, and shall authorize it to be affixed, impressed or otherwise reproduced where appropriate or required.

3. Offices: The registered office of the Fellowship shall be located in New York City, State of New York. The Fellowship may have other offices and may change the location of the registered office of the Fellowship by resolution of the Board.
4. Books: There shall be kept at the registered office, or at such other office of the Fellowship as may be designated by the Board, correct books of account of the activities and transactions of the Fellowship, including a Minutes Book, which shall contain a copy of the Corporation's certificate of incorporation, a copy of these Bylaws and all amendments thereto, and all minutes of meetings of the Board and any other meeting of which minutes are to be kept, and any recording of meetings, or transcriptions thereof used and/or made by the Secretary.

ARTICLE III:

PURPOSE:

The Corporation is organized exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. In addition to, and by way of amplification of, the purposes set forth in the Corporation's certificate of incorporation, the purposes of the Fellowship shall be to promote and endow education and research relating to the life and literary works of Shakespeare, with the particular objective of establishing Edward de Vere, 17th Earl of Oxford (1550-1604) as the universally recognized author behind the pseudonym William Shakespeare (i.e., "the Shakespeare Authorship Question"). The conferences, publications, and other educational projects of the Fellowship will be open forums for all aspects of the Oxfordian theory of authorship.

In furtherance of these purposes, the Fellowship shall endeavor to:

1. Provide a congenial medium for collaboration among persons empathizing with the purposes of the Fellowship;
2. Hold Annual Conferences for the purpose of exchanging ideas and information pertinent to the study of Edward de Vere, the Shakespeare Authorship Question and related topics through the presentation of papers, seminars, debates and any other activities as approved from time to time by the Board or the Membership. The Annual Meeting of the Fellowship will be held during these Conferences. While non-members are encouraged to attend the Conferences themselves, non-members ordinarily shall not attend the Annual Meeting of the Membership unless specifically invited by a Member;
3. Foster publication of books, pamphlets, and other material, in all forms of media, providing information to the public about the Shakespeare Authorship Question and, in particular, the life and works of Edward de Vere;
4. Institute and organize workshops where scholars, students, and individuals with an interest in Shakespeare can meet, study, discuss and exchange ideas and information on Edward de Vere and the Shakespeare Authorship Question;
5. Sponsor projects of importance to the promotion of the Shakespeare Authorship Question and give assistance, support and recognition to research and achievement in the furthering of studies of the Shakespeare Authorship Question through citations, awards,

scholarships, grants and other means of recognition as approved from time to time by the Board; and

6. Operate and maintain the Fellowship exclusively for research and educational purposes in such a way that none of its Members, Trustees, or Officers enjoy any pecuniary benefits from its operation.

ARTICLE IV:

TRUSTEES:

1. Number: The property and business affairs of the Fellowship shall be governed by a Board consisting of nine persons. Trustees must be Members in Good Standing at the time of any meeting of the Board or any committee thereof. Unless a Trustee resigns, dies or is removed prior thereto, each Trustee shall continue to hold office until the meeting of the Board next following the expiration of such Trustee's term and until his or her successor has been elected and has qualified. Resignations of Trustees must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later, unless acceptance is made a condition of the resignation, in which event it shall be effective upon acceptance by the Board.
2. Term: Trustees shall, with the exception of special elections to fill vacancies, hold office for a term of three years from the date of election, which election shall be by the Membership at the Annual Meeting. To the extent practicable, terms of office shall be staggered such that the terms of three Trustees shall expire each year. No Trustee may serve more than two consecutive three-year terms, nor shall a Trustee be eligible for reelection or interim appointment thereafter until an interval of at least one year has elapsed.
3. Officers: The Trustees shall elect from the duly elected Trustees the Officers of the Fellowship, other than the President. Such elections shall occur immediately after the Annual Meeting of the Members. Officers shall serve for a term of one year or until their successors are duly elected, whichever occurs later. Officers may be elected to successive terms without limitation, except as otherwise provided in these Bylaws.
4. Compensation: No Trustee shall receive compensation for any service rendered to the Fellowship as a Trustee or in any other capacity. However, a Trustee may be reimbursed for any reasonable and necessary expenses incurred in the performance of his or her duties as Trustee provided such expenditures are authorized by the Board.
5. Nomination and Election: Nomination to the Board of Trustees shall be made by the Nominations Committee or by written petition (which may be made by email) of at least ten (10) Members in Good Standing, submitted to the Nominations Committee at least sixty (60) days before the Annual Meeting. The Nominations Committee shall be constituted as provided in Article IX, section 1.

Such nominations made by the Nominations Committee, along with the person that the Nominations Committee has nominated for President as provided in Article VII, section 1, shall constitute the Official Slate of Board Candidates proposed to the Membership.

The Official Slate of Board Candidates and qualifying petition candidates, if any, with short biographical sketches, shall be provided to the Membership at least thirty (30) days prior to the meeting at which the Official Slate of Board Candidates is to stand for election. If any additional nominations to the Board of Trustees are made by way of petition, then the election for contested positions shall be by mail ballot (or by electronic vote if practicable) among all Members, which ballots shall be sent to Members at least thirty (30) days prior to the Annual Meeting. If no nominations are made in addition to the Official Slate of Board Candidates, then the President may, in his or her sole discretion, entertain a motion and second thereto, to adopt the slate as elected by voice vote. The candidates receiving the largest number of votes will be appointed to the vacant positions on the Board of Trustees.

6. Removal: A Trustee may be removed for cause provided that he or she is served with written notice of the Board's intentions thereof at least thirty (30) days prior to a meeting of the Board called for that purpose, and provided that at least two-thirds (2/3) of the Trustees present at such meeting vote for removal.
7. Vacancy: In the case of a Board vacancy created by the death, resignation, removal or other circumstance rendering a Trustee unable to continue his or her service, the other members of the Board may appoint a Member in Good Standing as a temporary Trustee to serve until the next Annual Meeting. At that time, a successor Trustee shall be elected by the Membership to fill the remainder of the term.
8. Honorary Trustees: From time to time, the Board may choose to recognize a well-known person of national or international renown in any field of endeavor who brings special luster to the Oxfordian movement. At its discretion, the Board may nominate and elect by a two-thirds (2/3) vote such an individual as a non-voting "Honorary Trustee." The term for an Honorary Trustee shall be his or her lifetime. An Honorary Trustee shall not be included in the count of Trustees required to conduct any of the affairs of the Fellowship under these Bylaws. An Honorary Trustee may also be elected as a Trustee under these Bylaws. All Honorary Trustees heretofore recognized by The Shakespeare Fellowship, Inc., shall become, and all Honorary Trustees now recognized by the Society shall continue to be, Honorary Trustees of The Shakespeare Oxford Society, Inc., d/b/a The Shakespeare Oxford Fellowship.

ARTICLE V:

MEETINGS:

1. Annual Meeting: An Annual Meeting of the Fellowship shall be held during the Annual Conference or, if this is rendered unfeasible by extraordinary circumstances, at a time and place to be determined by the Board. Notice of such Annual Meeting shall be sent to all members in Good Standing at least thirty (30) days prior to the date of the Meeting.
2. Board of Trustees: Meetings of the Board shall be conducted at least quarterly, at which time any and all affairs of the Fellowship may be addressed. With respect to the conduct of these meetings, the following principles of civility and cohesiveness shall be observed at all times:
 - (a) Board meetings shall start and end on time;

- (b) Trustees shall come prepared to conduct the Fellowship's business;
 - (c) During meetings, Trustees are encouraged to engage in open and honest discourse characterized by listening carefully to the opinions of others and expressing opinions with sensitivity to those holding contrary views;
 - (d) Trustees shall not publicly criticize decisions made by the Board with which they disagree;
 - (e) Trustees shall support and honor the programs and accomplishments of the Fellowship in general through donations, research and/or publication, and shall promote an atmosphere within the Fellowship favoring the open dissemination of knowledge as it pertains to the Shakespeare Authorship Question; and
 - (f) Trustees shall attend at least one Annual Meeting of the Membership during each three-year term of service.
3. Special Meetings: Special meetings of the Board may be called by the President or by at least one-third (1/3) of the Trustees then serving. Notice of at least five days for a special meeting of the Board shall be required. A special meeting of the Membership may also be called by the Board or by submission to the Board of a petition signed by at least one-tenth (1/10) of the Members in Good Standing. For special meetings of the Membership, notice of such special meetings shall adhere to the notice requirements provided in Article V, section 1; moreover, the business conducted at special meetings of the Membership shall be limited to those parameters set forth in the notice to the Membership.
 4. Quorum: Except as specifically provided otherwise in these Bylaws, a majority of the currently elected and serving members of the Board shall constitute a quorum for the transaction of the affairs of the Fellowship. Except as specifically provided otherwise in these Bylaws, every action or decision taken by a majority of the Trustees at a duly called meeting at which a quorum is present shall be the valid action of the entire Board. Proxies shall not be valid. When a quorum is once present to open a meeting, the meeting is not invalidated by the subsequent withdrawal of any member of the Board.
 5. Action Taken Without a Meeting: The Trustees shall have the right to take any action without a meeting of the Board which they could take at a meeting of the Board by obtaining the written necessary approval of the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Board.
 6. Telephone Meetings: Trustees may participate in a Board meeting via telephone conference or similar communication equipment, provided all Trustees participating in such meeting can hear and speak with one another. Participation in a Board meeting pursuant to this provision constitutes presence in person at such meeting.
 7. Electronic Meetings: The Board is empowered to conduct business by electronic means and is thus considered to be in continuous session. Any Trustee may propose a motion by electronic means sent to all other Trustees. If such motion receives an affirmative vote from a Trustee other than the proponent, it shall be deemed to have been seconded. A motion so seconded shall then be voted on by the other Trustees within seven days of

being seconded. If the motion receives the vote of a majority of Trustees then serving, it shall be deemed to be adopted (unless by operation of law or these Bylaws the motion requires more than a simple majority, in which case such greater voting requirement must be met before the motion is deemed adopted).

8. Rules of Order: The rules of order which shall govern the conduct of the regular meetings of the Fellowship are the rules of Parliamentary Procedure published in the Robert's Rules of Order Newly Revised, 11th edition, except when such rules conflict with these Bylaws, in which event these Bylaws shall prevail.

ARTICLE VI:

POWERS AND DUTIES OF TRUSTEES:

1. Powers: The Board shall serve as the governing body of the Fellowship and shall have the authority to:
 - (a) Adopt and publish rules and regulations governing the Fellowship;
 - (b) Exercise for the Fellowship all powers, duties, and authority vested in or delegated to the Fellowship not otherwise reserved to the Membership by other provisions of these Bylaws, the Corporation's certificate of incorporation, or the laws of the State of New York;
 - (c) Exercise for the benefit of the Fellowship all powers given to the Board by the laws of the State of New York governing non-profit corporations;
 - (d) Authorize any Officer or Trustee of the Fellowship to hire or contract with one or more persons, individual or corporate, short or long term, as from time to time the Board in its discretion may deem necessary, and to authorize the payment of fees, deposits, and/or salaries; and to undertake and to enforce such contracts;
 - (e) Determine the qualifications and fees for Membership in the Fellowship, as well as determine different levels of Membership, if any, for which voting rights may apply; and
 - (f) Approve a budget for the Fellowship's expenditures during the financial year, or portion thereof.
2. Duties: It shall be the duty of the Board to:
 - (a) Care for and have custody and management of the real, personal and other property of the Fellowship;
 - (b) Elect Officers of the Fellowship other than the President;
 - (c) Keep a complete written record of all its actions and Fellowship affairs, and to make the same available to any Member in Good Standing upon his or her reasonable request therefor and upon reasonable terms; and

- (d) Fulfill all other duties required by applicable law.

ARTICLE VII:

OFFICERS:

1. Enumeration of Offices: The chief Officers of the Fellowship shall be the President; one or more Vice Presidents (with such designated order of precedence as the Board considers necessary); Treasurer; and Secretary. All Officers must be members of the Board of Trustees. The Board may create additional offices for *ad hoc* purposes as deemed necessary. A Trustee may not hold more than one of the principal offices concurrently, but may hold a principal office and an ad hoc office concurrently.

The Nominations Committee shall nominate one person to serve as President. Candidates for President may also be nominated by written petition of at least ten (10) Members in Good Standing, submitted to the Nominations Committee at least sixty (60) days prior to the Annual Meeting. If there are nominations by petition for President, then the election for President shall be by mail or electronic ballot as provided in Article IV, section 5. If there are no nominations by petition for President, then a motion shall be made at the Annual Meeting to approve and accept as elected the nomination for President made by the Nominations Committee; if such motion is passed, the person so nominated shall be deemed elected as President.
2. Term limits: No Officer shall hold an office for more than three successive yearly terms. An Officer who does hold an office for three successive yearly terms will not be eligible for reelection or reappointment to that office until an interval of at least one year has elapsed, unless the Board, in its discretion and by unanimous vote, decides to extend the term of such officer beyond three successive yearly terms for a period not to exceed one year.
3. Resignation: Any Officer may resign at any time upon written notice given to the President or the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the formal acceptance of such resignation shall not be necessary to make it effective.
4. Removal: An Officer may be removed for cause provided that he or she is served with written notice of the Board's intentions thereof at least thirty (30) days prior to a meeting of the Board called for that purpose, and provided that all Trustees, not including the Officer whose removal is sought, are present at such meeting and vote unanimously for removal.
5. Vacancy: In the case of an office vacancy (other than the office of the President unless no Vice President is then serving) created by the death, resignation, removal or other circumstance rendering an Officer unable to continue his or her service, the other members of the Board may appoint a Trustee by majority agreement (not including the Officer being replaced) to serve in the vacant office. Any Officer so appointed shall serve for the remainder of the term of the Officer being replaced.
6. Duties: The duties of the Officers are as follows:

(a) President: The President shall be the chief executive officer of the Fellowship and shall preside over or designate an agent to preside over all meetings of the Membership and the Board. The President shall have general and active management of the affairs of the Fellowship and shall see that all orders and resolutions of the Fellowship are carried into effect and shall carry out such other duties as set forth in these Bylaws. The President shall be empowered to establish such *ad hoc* committees as he or she shall deem necessary and shall be deemed to be an *ex officio* member of all Fellowship committees except the Nominations Committee. The President shall appoint all members of all committees provided such members are also Members in Good Standing of the Fellowship. The President shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

By way of amplification, and not limitation, the President shall present a report at the Annual Meeting of the Membership showing the whole amount of real and personal property owned and/or held by or for the benefit of the Fellowship, where located and where and how invested; the amount and nature of the property acquired during the last completed fiscal year and the manner of the acquisition; the amount applied, appropriated or expended during such fiscal year, and the purposes, objects or persons to or for which such applications, appropriations and expenditures have been made; and the names of all committees and the persons and their respective positions and duties comprising said committees. This report shall be filed with the records and books of the Fellowship at the registered office (or other office as may be designated by the Board) and an abstract thereof entered into the minutes of the proceedings of the Annual Meeting, in no event later than thirty (30) days after the Annual Meeting of the Membership.

(b) Vice-President(s): The Vice-President(s), in the order designated by the Board, or in the absence of any designation, then in the order of their election, during the absence or disability of the President, will perform the duties and exercise the powers of the President and will perform such other duties as the Board of Directors will prescribe. The Vice-President(s) will, in successive order, act as President if the President cannot, for any legitimate reason, so act. In the event that the office of President becomes vacant, the Vice-President of highest order of precedence will act as President until the next regular election.

(c) Treasurer: The Treasurer shall have custody of all Fellowship funds and securities and shall keep in the books belonging to the Fellowship full and accurate account of all receipts and disbursements; and shall receive and deposit all moneys and all other valuable effects in the name and the credit of the Fellowship in such depositories of the Fellowship as may be designated by the Board; and make all payments which the Board or these Bylaws have authorized the Treasurer to make; and provide a report of Fellowship accounts to the Membership and the Board on not less than an annual basis at the regular Annual Meeting, and whenever requested by the Board, such annual report shall contain an account of transactions and the financial condition of the Fellowship.

The Treasurer shall be responsible for the development of annual budgets and budget projections including all phases of income and expense control within such budgets. The Treasurer shall distribute copies of the approved annual budget to all Members in Good Standing requesting a copy. Access to the books and the bank statements by two members of the Board is permitted to assure oversight and internal control.

The Treasurer shall be responsible for the timely and accurate submission of government reports, all fees and taxes and shall hold copies of the documentary proofs of incorporation and tax exemption available for official inspection when called upon. The Treasurer shall maintain all Fellowship securities, deeds, valuable papers or assets in a safe place.

(d) Secretary: The Secretary shall attend all meetings of the Members and of the Board and shall preserve in the books of the Fellowship true minutes of the proceedings of all meetings. The Secretary shall file with the records and books of the Fellowship, at the principal office of the Fellowship (or such other office as may be designated by the Board), a copy of the minutes of every meeting for which minutes are to be kept, in no event later than thirty (30) days after the adoption and approval of said minutes by the Board. The Secretary shall send to each newly elected Trustee as soon as reasonably practicable following his or her election copies of (1) the Corporation's certificate of incorporation and all amendments thereto, (2) these Bylaws and all future amendments thereto, and (3) the Plan of Unification until such time as the Plan of Unification is no longer relevant to the operation of the Fellowship.

If the Secretary is not present at any applicable meeting, then a Recording Secretary *pro tempore* shall be appointed on a temporary basis by the Officer presiding at that meeting and the minutes and records of that meeting so kept by the appointed Secretary *pro tempore* shall be forwarded to the Secretary as soon as practicable after such meeting and in no event later than thirty (30) days thereafter. The Secretary shall send minutes of all official meetings to all Trustees within thirty (30) days of the meeting or his or her receipt of the minutes of such meeting from any Recording Secretary *pro tempore*, whichever is later. The Secretary shall keep safely in his or her custody the corporate Seal, if any, and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, Bylaws or resolutions and shall perform any other duties as may be delegated by the Board. He or she shall have custody of and maintain the books and records of the Fellowship.

Except as otherwise directed by the Board, the Secretary shall also be responsible for compiling and maintaining an up-to-date Membership roster of the Fellowship, processing the applications for new members and soliciting membership renewals of existing Members.

ARTICLE VIII:

MEMBERS:

1. Membership: Without limit as to number, membership is open to anyone who expresses an interest in the Shakespeare Authorship Question; is interested in the objectives and purposes of the Fellowship as articulated in the Society's certificate of incorporation; and pays the annual dues, as established from time to time by the Board. Membership categories shall be established by the Board. The categories of Membership shall enjoy those rights and privileges that the Fellowship shall designate and post on its website and other official publications. Except for "gift" memberships as awarded by the Board, Members shall forfeit Membership status and be removed automatically from the Membership rolls if payment of dues is in arrears for ninety (90) days.

2. Removal of Members: Any Member may be removed from the Membership by a majority vote of the Board for conduct deemed prejudicial to the Fellowship, provided that the Member shall have been served first with written notice of the accusations thirty (30) days prior to the Board meeting at which the vote is taken. The Member shall be given an opportunity to produce witnesses and to be heard at the Board meeting. Any Member may voluntarily withdraw from Membership in the Fellowship. However, no portion of Membership dues paid shall be refunded.
3. Rights of Members: No Member shall be entitled to share in the distribution of Fellowship assets or benefit directly or indirectly from the distribution thereof in the event the Corporation is legally dissolved. See Article XII, section 7 (Dissolution). No Member shall use the Membership rolls, including any mailing list(s) or other list(s) belonging to the Fellowship, without the express written consent of the Board.
4. Notice: Any notice to Members required by these Bylaws may be accomplished by means of the Fellowship's newsletter, either in printed or electronic form, or by any other means of communication, either printed or electronic, that the Board deems will effectively provide such notice to Members.
5. Quorum: One-tenth (1/10) of the Members in Good Standing shall constitute a quorum for the transaction of business at the Annual Meeting of the Membership or at any other duly called meeting of the Membership. Except as otherwise specifically provided for in these Bylaws, the vote of a majority of the Members casting votes shall constitute the valid action of the Membership. Members in Good Standing can vote in person or by proxy. Proxies may be solicited and/or granted by electronic means. The form of all proxies for use by the Members shall be prepared by the Fellowship and delivered to the Members.

ARTICLE IX:

STANDING COMMITTEES:

There shall be the following standing committees to assist the Board and the Officers of the Fellowship in the conduct of the affairs of the Fellowship:

1. Nominations Committee: Shall consist of three persons appointed by the President with approval of two-thirds (2/3) of the Board, provided, however, that the President cannot appoint himself or herself to the Nominations Committee. At least one member of the Nominations Committee shall be a member of the Board, and at least one shall be a non-trustee. All must be Members of the Fellowship. Membership on the Nominations Committee shall be for a one-year period, commencing at the Annual Meeting and expiring at the next Annual Meeting. The Nominations Committee shall propose candidates for vacancies on the Board and for President in accordance with these Bylaws. The Nominations Committee may not nominate any of its own members as President or to the Board.
2. Communications Committee: Shall consist of at least three persons appointed by the President and shall arrange for and oversee all projects of the Fellowship involving the dissemination of Fellowship information through all forms of media. Such media shall include, but not be limited to, the Fellowship journals and newsletter, books, pamphlets,

brochures, publicity and news media, social network media, as well as the Fellowship's website. Journal and newsletter editors will be chosen by the Board and will be "at will" independent contractors. The Communications Committee may make suggestions to the journal and newsletter editors, but the editors shall have final say on all editorial matters. At least one member of the Communications Committee shall be a member of the Board of Trustees. All must be Members of the Fellowship.

3. Membership/Fundraising Committee: Shall consist of at least three persons appointed by the President and shall explore innovative ways to raise funds and donations and to attract and recruit new Members to the Fellowship. The Committee shall make appropriate recommendations to the Board with respect thereto.
4. Annual Conference Committee: Shall consist of such persons appointed by the President in whatever number he or she deems appropriate and shall be responsible for the preparation and implementation of all aspects of the Annual Conference and Annual Meeting of the Membership.

ARTICLE X:

FISCAL YEAR:

The fiscal year of the Fellowship shall begin on the first day of January and end on the thirty-first day of December.

ARTICLE XI:

AMENDMENTS:

Amendment of these Bylaws may be proposed by the Board by a two-thirds (2/3) vote or by written petition signed by at least ten (10) Members in Good Standing. Such proposed Amendment shall be submitted to the Secretary at least sixty (60) days prior to the Annual Meeting. All Members must be notified of any proposed Amendments at least thirty (30) days before the Annual Meeting. Voting shall be conducted among all Members by mail ballot or electronic voting, under the procedure delineated in Article IV, section 5. Such proposed Amendment shall become effective upon approval by a two-thirds (2/3) vote.

ARTICLE XII:

MISCELLANEOUS:

1. Adoption: These Bylaws will become effective forthwith upon being adopted by the members of the Society and of The Shakespeare Fellowship, Inc., as provided in the Plan of Unification.
2. Replacement: These Bylaws replace in their entirety the Bylaws that were adopted on October 12, 2002, as amended on November 10, 2006 and October 11, 2008.

3. Construction and Severability: If there arises any conflict between the provisions of the Society's certificate of incorporation and these Bylaws, then the provisions of the certificate of incorporation shall govern. If any portion of these Bylaws shall be deemed unenforceable or void by any court, then the remaining portions of these Bylaws shall survive and remain in full force and effect.
4. Inspection: The books of account, records, and minutes maintained by the Fellowship shall be available for inspection at the site where each is maintained by any Member in Good Standing upon written request to the Board. The Board shall specify a time during regular business hours for inspection of the requested documents. The certificate of incorporation and the Bylaws of the Fellowship shall be available for inspection upon reasonable notice by any Member in Good Standing at the registered or other office of the Fellowship, where copies may be purchased at reasonable cost.
5. Committees: The function of Committees, in addition to those stated herein and whether standing or *ad hoc*, shall be to explore projects, problems, or maintain oversight within the scope of their designated purview and to present recommendations to the Board for its consideration and action. The Board may authorize a Committee to undertake projects for the Fellowship as it deems advisable.
6. Change to Names: Notwithstanding anything to the contrary stated or implied in these Bylaws, any change to or in the name of the Corporation or its assumed name, "The Shakespeare Oxford Fellowship," shall require a two-thirds (2/3) vote of both the Board and the Members, as provided in Article XI.
7. Dissolution: In the event of the dissolution of The Shakespeare Oxford Society, Inc., the Board shall, after payment or provisions for payment of all reasonable expenses and outstanding liabilities of the Corporation, dispose of all assets and property thereof exclusively and in such manner for the purposes for which the Corporation was formed, and/or distribute its assets and property to such other organization(s) as shall at the time qualify as exempt under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board in its discretion may determine. No Member, Trustee, or Officer of the Fellowship shall be entitled to a share in the distribution of the Corporation's assets upon dissolution, nor shall the disposition of the assets in any way inure to their benefit.