

Summary of the Bylaws of the
Bachelier Finance Society

The Bachelier Finance Society was incorporated as a non-profit organization in the state of Pennsylvania, United States of America, in October 2014. At that time, the existing bylaws were revised to comply with the laws of Pennsylvania and the requirements necessary to obtain tax-exempt status. This is a summary of those new bylaws. The unabridged bylaws are available on the Society website.

ARTICLE I – NAME, FORM, OFFICES AND SEAL

The Bachelier Finance Society is a nonprofit corporation under the laws of the Commonwealth of Pennsylvania in the United States of America.

ARTICLE II – PURPOSES AND OPERATION

The purposes of the Society include but are not limited to the following:

- (i) Seeking individuals and institutions who will organize conferences to achieve the charitable purposes of the Society;
- (ii) Approving plans of volunteers who wish to organize conferences or sessions at other meetings;
- (iii) Choosing/approving the official list of invited speakers for the conferences;
- (iv) Approving other major issues associated with the conferences, e.g., dates, venue, timing, etc.;
- (v) Facilitating participants' attendance at meetings;
- (vi) Supporting relevant publications;
- (vii) Establishing interrelationships between academics and others to foster the Society's charitable purposes;
- (viii) Offering honorary membership in the Society.

ARTICLE III – GENERAL ASSEMBLY

The collection of all members is called the General Assembly, the General Assembly meets at the biennial international World Congress of the Society, and special meetings of the General Assembly can be called. Ten percent of the membership constitutes a quorum at General Assembly meetings.

Members are required to pay dues. Other requirements for membership may be established by the Executive Committee (President, Past-President, Vice-President, Executive Secretary and Treasurer), and they must be reasonable and germane to the purposes of the organization. The Executive Committee can revoke an individual's membership.

ARTICLE IV – COUNCIL

The Council consists of ten persons who are elected by the members for four-year terms. Half the Council members are elected to begin service January 1 of each even-numbered year. Council members are nominated by a Nominating Committee, which is appointed by the Executive Committee. The report of the Nominating Committee is due April 1 in odd-numbered years. Members of the Nominating Committee may not be nominated.

In addition, any two Council members or any two members of the Society may nominate candidates for Council, except that a person may not nominate himself or herself.

All nominations are due by September 1. Voting is to be concluded by October 1.

Council members may serve any number of terms, but may serve only two consecutive terms. Council members may be removed from office by a majority vote of both the combined Executive Committee and the Council, a body hereafter referred to as the Extended Council. Council positions that become vacant are to be filled for the remainder of the term by a vote of the remaining Council members.

When the Council or the Extended Council convenes, a quorum is a majority of those in office. When a quorum is present, a simple majority of those present is required to take action.

Council members receive no financial compensation for their service, except that they may be reimbursed for expenses incurred on behalf of the Society.

ARTICLES V and VI – EXECUTIVE COMMITTEE

The members of the Executive Committee are:

- (a) Vice-President. Candidate(s) for Vice-President are nominated by the Nominating Committee. In addition, any two Council members may nominate a candidate for Vice-President. Nomination and election of the Vice-President follows the same schedule as Council members, and the Vice-President takes office on January 1 following the election. The Vice-President serves a nonrenewable two-year term and then becomes President.
- (b) President. The President is the chief executive officer of the organization. The President serves a two-year term and then becomes Past President.
- (c) The Past President serves a two-year term.
- (d) Executive Secretary. The Executive Secretary is selected by the Executive Committee for a two-year term and can serve in that office for an unlimited number of terms.
- (e) Treasurer. The Treasurer is selected by the Executive Committee for a two-year term and can serve in that office for an unlimited number of terms.

- (f) Council-appointed Directors. The Council may appoint up to two of its members to serve on the Executive Committee for two-year terms beginning January 1 of even-numbered years.

Members of the Executive Committee may be removed from office by a majority vote of the Executive Committee. If the position of Executive Secretary, Treasurer, or Past President becomes vacant, the position shall be filled by a person nominated by the President and approved by the Executive Committee. If the office of President becomes vacant, it shall be filled by the Vice-President. If the office of Vice-President becomes vacant, within thirty days the Council shall call a special meeting to identify candidates to fill out the remainder of the term, and the nominated candidates shall be submitted to the General Assembly for an election. In the event that only one candidate is identified, no election is necessary.

Executive Committee members receive no financial compensation for their service, except that they may be reimbursed for expenses incurred on behalf of the Society.

In January of odd-numbered years, the Executive Committee shall establish a Nominating Committee for the purpose of identifying candidates to serve as Vice-President and Councilpersons. The Nominating Committee shall consist of the Past President, the President, the Vice-President, the Executive Secretary, and three members of General Assembly chosen by the Executive Committee. The Nominating Committee shall submit its report no later than April 1 of that year.

ARTICLE VII – GENERAL PROVISIONS

The Society shall keep and make available upon request minutes of the meetings of the Executive Committee, the Council and the General Assembly.

ARTICLE VIII – CONFLICTS OF INTEREST

Contracts and transactions between the Society and its officers are subject to a conflict of interest policy provided as Exhibit A attached to the unabridged bylaws.

ARTICLE IX – FISCAL YEAR

The fiscal year for the Society coincides with the calendar year.

ARTICLE X – AMENDMENTS TO THE BYLAWS

Amendments to the bylaws can be proposed by

- (a) the Executive Committee, or
- (b) any five Council members, or
- (c) any ten General Assembly members.

In order to be adopted, such proposals must be approved by

- (d) a majority of the Executive Committee, and
- (e) a majority of the Council, and
- (f) a majority of the General Assembly.