

BY-LAWS
OF
THE ECONOMETRIC SOCIETY
A Delaware Non-Stock, Non-Profit Corporation
Effective as of December 11, 2012

ARTICLE I
Identification and Offices

Section 1. NAME AND REGISTERED OFFICE. The name of the corporation is *The Econometric Society* (the “Society”). The address of the registered office of the Society in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

Section 2. OTHER OFFICES. The Society may also have other offices at such other places, both within and without the State of Delaware, as the Council (the “Council”) may from time to time determine.

ARTICLE II
Purposes

Section 1. PURPOSES. The purposes of the Society as stated in the Certificate of Incorporation are the following:

- (a) The corporation is organized and will be operated exclusively for scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).
- (b) The Econometric Society is an international society for the advancement of economic theory in its relation to statistics and mathematics. The Society operates as a completely disinterested, scientific organization without political, social, financial, or nationalistic bias. Its main object shall be to promote studies that aim at a unification of the theoretical-quantitative and empirical-quantitative approach to economic problems and that are penetrated by constructive and rigorous thinking similar to that which has come to dominate in the natural sciences.
- (c) Subject to the foregoing, the Society may engage in any lawful act or activity in furtherance of its stated scientific purposes, or any other

activities for which a charitable non-stock corporation may be organized under the General Corporation Law of Delaware (the “DGCL”).

Section 2. LIMITATIONS. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to members of the Council, or the Society’s members or Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. No part of the activities of the Society will involve attempts to influence legislation by propaganda or otherwise, nor will the Society participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE III **Members**

Section 1. MEMBERSHIP. Membership shall be open to anyone seriously interested in the objectives of the Society. The Society shall have two classes of members, general members and Fellows. The dues for general members and the dues for Fellows shall be determined by the Executive Committee. Such dues shall be moderate in amount.

Section 2. GENERAL MEMBERSHIP. All persons seriously interested in the objectives of the Society shall be eligible for general membership. General members shall not be entitled to vote on any matter, except possibly in the election of members of the Regional Standing Committees, as provided in Article VI, Section 3.

Section 3. FELLOWS. Fellows represent the highest authority of the Society. The Council, at its discretion, shall consult the Fellows on any significant issue, obtaining their decision by electronic vote.

(a) NOMINATION OF FELLOWS. Candidates to become Fellows shall be nominated each year by general members, existing Fellows or by the Fellows Nominating Committee. To be eligible for such nomination, a person must have published original contributions to economic theory or to such statistical, mathematical, or accounting analyses as have a definite bearing on problems in economics. The rules for the nomination of Fellows shall be determined by the Council.

(b) FELLOWS NOMINATING COMMITTEE. The Fellows Nominating Committee shall consist of a group of Council members, including one to serve as Chair, appointed by the President. The rules for the appointment and the mandate of the Fellows

Nominating Committee shall be determined by the Council. The Committee is expected to nominate candidates who might have been overlooked under Article III, Section 3(a).

(c) VOTING RIGHTS OF FELLOWS. Except as may be otherwise specifically provided by law or the Certificate of Incorporation, the Fellows shall have the voting rights and powers set forth in these By-Laws. Only those Fellows who have paid their membership dues for either the current year or the previous year (“Active Fellows”) shall be entitled to vote on any matter.

(d) ELECTION OF FELLOWS. New Fellows shall be elected each year by electronic vote of the Active Fellows. Each Active Fellow may vote for all the candidates that he or she wishes to be elected. The percentage of votes required for election shall be determined by the Council and approved by a majority of those voting in a vote taken among all voting members of the Society. The election of the new Fellows shall take place each year concurrently with the election of Council members.

(e) VOTING. All votes of the Fellows shall be obtained by electronic vote, following the procedures set forth in these By-Laws or as determined by the Council.

ARTICLE IV **Council**

Section 1. MEMBERS. The affairs and general business of the Society shall be managed by a Council consisting of a minimum of twenty (20) members and a maximum of thirty six (36) members. The voting members of the Council shall be the President, the two Vice-Presidents, the most recently retired President of the Society (the “Past President”), and other members elected by the Fellows in proportion to Society membership in the regions, as determined by the Council. The number and country composition of the regions shall be determined by the Council. The Council shall be chaired by the President of the Society. The Executive Vice-President and the Editors of the Society journals shall be nonvoting members of the Council, unless they are already elected members of the Council.

The terms of elected members of the Council shall be four (4) years, except in the case of a Council member’s election as At-Large member of the Executive Committee in which case the Council member’s term shall be extended until the end of his or her term on the Executive Committee.

Section 2. QUORUM. A majority of the members of the Council shall constitute a quorum for the transaction of business at any meeting or electronic vote of the Council. Members of the Council may participate in any meeting of the Council, and be counted for purposes of determining whether a quorum is present at such meeting, by appearing in person or by telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. The act of a majority of the Council members present at a meeting or electronic vote at which a quorum

is present or votes shall be the act of the Council, unless the act of a greater number is required by these By-Laws.

Section 3. POWERS OF COUNCIL MEMBERS. Subject to the limitations of the Certificate of Incorporation and other sections of these By-Laws, all corporate powers of the Society shall be exercised by or under the authority of, and the business and affairs of the Society shall be controlled by, the Council. Any activities which fall within the sphere of interest of the Society may be authorized by the Council, such as the publication of scholarly journals and research monographs, and the organization of regional meetings and World Congresses.

Section 4. NOMINATION OF COUNCIL MEMBERS. The nomination of candidates for the Council shall be conducted annually by the Nominating Committee for Officers and Council. The Nominating Committee for Officers and Council shall consist of seven Council members appointed by the President, which includes the President, the First Vice-President and the Past President, but excludes the Second Vice-President. The Past President shall serve as Chair. The rules for appointment of the Nominating Committee for Officers and Council shall be determined by the Council.

In addition to appointees chosen by the President, the Nominating Committee for Officers and Council shall include any Fellow of the Society nominated by petition of not less than ten percent of the Fellows. No Fellow can petition for more than one nominee.

The Nominating Committee for Officers and Council shall submit two (2) candidates for each vacant seat on the Council. Nominees must be Fellows, except in those cases determined by the Council in which nominees could be general members.

An additional nomination for each vacant seat on the Council may be made by petition of not less than fifteen percent of the Fellows. No Fellow can petition for more than one nominee.

Section 5. ELECTION OF COUNCIL MEMBERS. Council members shall be elected every year by electronic vote of the Active Fellows. Council elections shall occur each year at a time determined by the Council. Fellows shall vote on all Council member candidates. The voting procedures shall be determined by the Executive Committee subject to approval by the Council. Two years off the Council must elapse before an individual may again be eligible for election to the Council.

Section 6. REGULAR MEETINGS. The Council shall meet at the site of the World Congresses of the Society. At any other time, the Council shall conduct its business by conference call or email. The Council may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 7. SPECIAL MEETINGS. Special meetings of the Council may be called by or at the request of the President, or one third of the members of the Council. The

person or persons authorized to call special meetings of the Council may fix any time for holding any special meeting of the Council called by them. All special meetings of the Council shall be conducted by conference call.

Section 8. NOTICE. Electronic notice of any meeting of the Council shall be given to each member of the Council at least twenty (20) days before such meeting. No advance notice shall be required for an electronic vote of the Council members.

Section 9. RESIGNATION. Any Council member may resign at any time by giving electronic or other written notice to the President. A resignation need not be accepted to be effective.

Section 10. COMPENSATION. No member of the Council shall receive any compensation for his or her services as Council member of the Society. Council members may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Council.

Section 11. ACTION WITHOUT MEETING. Any action required by law or these By-Laws to be taken at a meeting of the Council or any committee of the Council may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the number of members constituting a quorum of the Council or such committee of the Council.

ARTICLE V

Officers

Section 1. OFFICERS. The Officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Past President, and an Executive Vice-President. In addition to the powers and duties of the Officers of the Society set forth in these By-Laws, they shall have such powers and perform such duties in the management of the Society as the Council from time to time may prescribe.

Section 2. NOMINATION OF OFFICERS. The nomination of candidates for Officers shall be conducted annually by the Nominating Committee for Officers and Council, except that the nomination of candidates for Executive Vice-President shall be conducted every five (5) years by the Executive Committee.

The Nominating Committee for Officers and Council shall nominate one (1) candidate for President, one (1) candidate for First Vice-President and two (2) candidates for Second Vice-President. Every five (5) years, the Executive Committee shall nominate one (1) candidate for Executive Vice-President. The candidate for President shall be the then-serving First Vice-President. The candidate for First Vice-President shall be the then-serving Second Vice-President. The candidates for Second Vice-President shall be Active Fellows and may not be from the same region as the previously elected Second Vice-President.

An additional nomination for Second Vice-President may be made by petition of not less than fifteen percent of the Fellows. No Fellow can petition for more than one nominee.

Section 3. ELECTION OF OFFICERS. The Officers of the Society shall be elected annually by electronic vote of the Active Fellows. The election of the Officers shall take place each year concurrently with the election of Council members. The voting procedures shall be determined by the Executive Committee subject to approval by the Council.

Section 4. TERM OF OFFICE. The term of the President, the First Vice-President, the Second Vice-President, and the Past President shall be one (1) year and none of them may serve more than one (1) term in such office. The term of the Executive Vice-President shall be five (5) years. The Executive Vice-President shall serve no more than two (2) consecutive five (5) year terms.

Section 5. VACANCIES. Officer vacancies may be filled by a vote of the majority of the Council members then in office.

Section 6. REMOVAL OF OFFICERS. Any Officer of the Society may be removed from office at any time by a two-thirds majority of the Council members then in office.

Section 7. PRESIDENT. The President shall be the chief operating officer of the Society and shall supervise the business and affairs of the Society. The President may sign, with any other proper Officer of the Society so authorized by the Council, contracts or other documents which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other Officer or agent of the Society, or shall be required by law to be otherwise signed or executed.

Section 8. FIRST VICE-PRESIDENT. In the event of the absence or disability of the President, the First Vice-President shall perform all the duties of the President and in so acting shall have all the powers of the President. The First Vice-President shall serve as a member of the Executive Committee and shall also perform such other duties as assigned by the President.

Section 9. SECOND VICE-PRESIDENT. The Second Vice-President shall serve as a member of the Executive Committee and shall also perform such other duties as assigned by the President.

Section 10. PAST PRESIDENT. The Past President shall serve as a member of the Executive Committee and shall also perform such other duties as assigned by the President.

Section 11. EXECUTIVE VICE-PRESIDENT. The Executive Vice-President shall: (a) record the minutes of the meetings of the Council and the Executive Committee; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be a custodian of the corporate records of the Society; (d) maintain the files, records and correspondence of the Society; (e) oversee the collection of all monies; (f) make all authorized payments; (g) maintain complete financial records of receipts and expenditures of funds and (h) such other duties as assigned by the President or directed by the Council.

Section 12. COMPENSATION. Except for the Executive Vice-President, no Officer shall receive any compensation for his or her services as Officer of the Society. The compensation of the Executive Vice-President shall be as determined by the Executive Committee. Officers may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Council.

ARTICLE VI

Committees

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall be a subcommittee of the Council with the ordinary decision making authority of the Society. To the extent that such powers are not specifically reserved solely to the Council by law, the Executive Committee shall have all of the powers and authority of the Council in the intervals between meetings of the Council. The Executive Committee shall meet at least once a year to review operations during the immediately preceding year and transact such other business as may be properly brought before the meeting. The President shall set the time and place for the meetings of the Executive Committee. At all other times, it may conduct its business by conference call or email.

The Executive Committee shall have seven (7) voting members: the President, the First and Second Vice-President, and four (4) At-Large members elected by the Council. The Past President, the Executive Vice-President and the Editors of the Society journals shall be nonvoting members of the Executive Committee.

Each At-Large member of the Executive Committee shall hold office for a four (4) year term. When an At-Large member is elected Second Vice-President, a new member will be elected to complete the remaining term. If this term is one or two years, the new member would be eligible for immediate reelection. Council members that are Editors or Co-Editors of the Society's journals cannot be At-Large members of the Executive Committee.

At-Large members shall be elected annually by electronic vote of the Council. The voting procedure shall be determined by the Executive Committee subject to approval by the Council. The At-Large members shall come from at least three different regions.

Section 2. OTHER COMMITTEES. The Council, by resolution adopted by a majority of its members, may designate one or more committees each of which will consist of three (3) or more members. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Council in the management of the Society; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Council, or any individual Council member, of any responsibility imposed upon it, him or her by law.

Section 3. REGIONAL STANDING COMMITTEES. Regional activities of the Society, such as regional meetings, shall be organized by Regional Standing Committees. The voting members of each Regional Standing Committees shall be the Council members (including Officers) from the region and other members as determined by the Council.

Each Regional Standing Committee shall be chaired by the first member of the following list that resides in the region: the President, the First Vice-President, the Second Vice-President, and the Past President. If none of these Officers reside in the region, the President shall appoint a Council member in the region to serve as Chair.

ARTICLE VII

Miscellaneous

Section 1. CONTRACTS. The Executive Committee may authorize any Officer(s) or agent(s) of the Society, in addition to the Officers so authorized by these By-Laws, to enter into any contract in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. The President and the Executive Vice-President are authorized by these By-Laws to open checking or other accounts in the name of and on behalf of the Society.

Section 2. APPROVAL OF EXPENSES. The Executive Vice-President must approve payments of expenses by the Society within guidelines established and approved by the Executive Committee.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such Officer(s) or agent(s) of the Society pursuant to such policies and procedures as may be adopted by the Executive Committee.

Section 4. FISCAL YEAR; FINANCIAL STATEMENTS. The fiscal year of the Society shall begin on the first day of January in each year and end on the last day of December in the same year; provided, however, that the Council may designate any other period allowable under the Code or any future federal tax code as the fiscal year of the Society. The annual financial statements of the Society shall be audited by an independent auditor selected by the Executive Committee.

Section 5. BOOKS AND RECORDS. The Society shall keep correct and accurate minutes of the proceedings of the Council and committees having any of the authority for the Council. The Society shall also keep the original copy of these By-Laws, including all amendments and alterations there to date. Such books and records may be kept (subject to any provision in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Council.

Section 6. SEVERABILITY. If any portion or provision of these By-Laws shall for any reason be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions or provisions hereof shall nevertheless remain in full force and effect, as if such unenforceable portion of provision had never been a part hereof.

Section 7. GOVERNING LAW. These By-Laws shall be governed by and construed in accordance with the laws of the State of Delaware without regard to conflicts of laws principles.

ARTICLE VIII **Amendments**

Section 1. AMENDMENTS. The Certificate of Incorporation and By-Laws of the Society may be amended, revised or repealed only on a resolution of the Council which is ratified by a two-thirds majority of those voting in a vote taken among all voting members of the Society.

ARTICLE IX **Indemnification and Insurance**

Section 1. INDEMNIFICATION. Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a member of the Council, Officer of the Society, or Editor of one of its journals shall be indemnified by the Society against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such member of the Council, Officer, or Editor is liable for intentional misconduct or a knowing violation of law in the performance of his or her duties or for any transaction from which the member of the Council or Officer derived an improper personal benefit. Such rights of indemnification shall not be deemed exclusive of any other rights to which such member of the Council, Officer of the Society, or Editor of one of its journals may be entitled apart from this provision.

Section 2. INSURANCE AND OTHER INDEMNIFICATION. The Council shall have the power to (i) purchase and maintain, at the Society's expense, insurance on behalf of the Society and on behalf of others to the extent that power to do so has been or may be granted by statute, (ii) advance reasonable expenses, including attorney's

fees and disbursements, incurred by a member of the Council, Officer of the Society or Editor of one of its journals in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, upon receipt of an undertaking to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Society, and (iii) give other indemnification to the extent permitted by law.

ARTICLE X **Dissolution**

Section 1. DISSOLUTION. Upon the dissolution of the Society, any assets remaining after paying or providing for all debts and obligations of the Society shall be distributed to one or more organizations then exempt from federal income tax by reason of being described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, to be selected by the Council, subject to the restriction that no distribution will be made which would subject the Society or any of its members to any termination tax.