

International Dostoevsky Society

BYLAWS

ARTICLE I

Offices

Section 1. Principal Office. The name of the corporation is International Dostoevsky Society (the “**Corporation**”). The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle.

Section 2. Other Offices. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II

Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes. The Corporation is organized, and shall be operated, exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or the corresponding section of any future U.S. federal tax code.

Section 2. General Objectives and Purposes. The Corporation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware Non-Profit Corporation Act, and such other laws governing not-for-profit, Delaware corporations exempt from federal income tax under Section 501(c)(3) of the Code.

Section 3. Specific Objectives and Purposes. The Corporation’s specific purposes include, but are not limited to:

- (i) furthering the study of Fedor M. Dostoevsky (a prominent Russian writer and philosopher) and his literary work, facilitating communication and collaboration among Dostoevsky scholars and readers worldwide, publishing a journal on Dostoevsky studies, and organizing every three years an international conference devoted to Dostoevsky;
- (ii) engaging in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of contributions from public and private sources wherever located; and
- (iii) doing any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

ARTICLE III

Members

Section 1. Membership.

(i) Membership is open to any individual or institution if they have proved their attachment to the aims of the Corporation through their commitment or actions.

(ii) Membership shall be divided into three categories: (a) scholarly; (b) readers; (c) institutional, which may be distinguished by different dues. Only scholarly members shall have the right to vote.

(iii) Membership shall automatically terminate upon the occurrence of any of the following events:

- a) on death;
- b) upon receipt of a written resignation addressed to the Secretary;
- c) for the non-payment of dues, or
- d) for any reason by decision of the Board of Directors.

Section 2. Membership Dues. Each Member will pay the annual or periodic dues to the Corporation in the amount determined by the Board of Directors. All dues shall be used in conformity with the Corporation's purposes.

Section 3. General Meeting. A meeting of scholarly Members shall be held once every three years during the triennial conference organized by the Corporation or at such other date, time and place as shall be determined by a resolution passed by a majority of the Board of Directors and designated in a notice or waiver of notice of the meeting. At each general meeting the Members shall elect the Directors and may transact such other business as may properly come before the meeting. Reader and institutional members may attend or send delegates to General Meetings.

Section 4. Notice. Notice of the general meeting shall be sent to each Member by either U.S. or international mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting.

Section 5. Voting and Quorum. All scholarly Members are entitled to vote at the general meeting. Readers and institutional members shall not be entitled to vote. At least one-quarter of the Corporation's scholarly Members shall constitute a quorum at all general meetings.

Section 6. Manner of Acting. Each scholarly Member shall have one vote on all matters submitted to the Members for approval. The act of a majority of scholarly Members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.

ARTICLE IV

Directors

Section 1. Number, Election and Removal of Directors. The number of Directors that shall constitute the Board of Directors shall not be fewer than one (1) or more than twelve (12). The first Board of Directors shall consist of four (4) Directors, being Carol Apollonio, (Chair), Benami Barros (Secretary), Jonathan Paine (Treasurer) and Deborah Martinsen. Thereafter, within the limits specified above, the number of Directors shall be determined by the Board of Directors or by the Members voting at the general meeting. The Directors shall be elected by the Members at their general meeting. Vacancies and newly created directorships resulting from any increase in the number of Directors may be filled by a majority of the Directors then in office, although less than a quorum, or by the sole remaining Directors or by the Members. A Director may be removed with or without cause by the Members.

Section 2. Term of Office. The Directors shall hold office for six years; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next general meeting at which the election of Directors is in the regular order of business and until his or her successor is elected or appointed and qualified. Directors may be elected to any number of consecutive terms.

Section 3. Powers. Subject to the provisions of the General Corporation Law of the State of Delaware and any limitations in the Certificate of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or

under the direction of the Board of Directors. The Board of Directors may, by general resolution, delegate to officers of the Corporation such powers as provided for in these Bylaws.

Section 4. Duties. It shall be the duty of the Board of Directors to:

- (i) perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws;
- (ii) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (iii) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (iv) meet at such times and places as required by these Bylaws; and
- (v) exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these Bylaws.

Section 5. Meetings.

- (i) Regular meetings of the Board of Directors shall be held at such times and places as may from time to time be fixed by the Board of Directors or as may be specified in a notice of meeting.
- (ii) Special meetings of the Board of Directors may be held at any time upon the request of the President and shall be called by the President and Secretary if directed by the Board of Directors.

Section 6. Electronic Meetings. Meetings of the Board of Directors may be held by means of telephone or video conferencing or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Votes of the Members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the Members of the Board of Directors are physically congregated.

Section 7. Notice. Notice need not be given of regular meetings of the Board of Directors. At least one business day before each special meeting of the Board of Directors, written or oral (either in person or by telephone), notice of the time, date and place of the meeting and the purpose or purposes for which the meeting is called, shall be given to each Director; provided that notice of any meeting need not be given to any Director who shall be present at such meeting (in person or by telephone) or shall waive notice thereof in writing either before or after such meeting.

Section 8. Quorum. Two Directors, who must include the President and either the Secretary or the Treasurer, shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Except as otherwise provided by law, by the Certificate of Incorporation of the Corporation, by these Bylaws or by any contract or agreement to which the Corporation is a party, the act of a majority of the Directors present at any meeting at which there is a quorum shall constitute an act of the Board of Directors.

Section 9. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws or applicable law, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a majority of the Directors or Members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee in accordance with applicable law.

Section 10. Compensation. Directors shall not receive any stated salary for their services as directors, but by resolution of the Board of Directors a fixed fee and expenses of attendance

may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving reasonable compensation therefor.

ARTICLE V

Officers

Section 1. Designation of Officers. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer, and such other additional officers with such titles as the Board of Directors shall determine from time to time, all of which shall be chosen by and shall serve at the pleasure of the Board of Directors. Any one or more persons may hold any or all of such offices from time to time. Such officers shall have the customary powers and shall perform all the customary duties incident to their respective offices. All officers shall be subject to the supervision and direction of the Board of Directors. The authority, duties or responsibilities of any officer of the Corporation may be suspended by the President with or without cause. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

Section 2. Election and Term of Office.

(i) Officers shall be chosen in such manner and shall hold their offices for such terms as are prescribed by the Bylaws or determined by the Board of Directors. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation.

(ii) The election of officers shall be by the affirmative vote of a majority of the Directors in attendance or by vote of the members in general meeting.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 5. Compensation. Any Officer who is not a Director but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the entire Board of Directors, and only when so authorized.

ARTICLE VI

Indemnification and Insurance

Section 1. Indemnification. The Corporation may to the fullest extent now or hereafter permitted by applicable law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE VII

General Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

Section 2. Corporate Books. The books and records of the Corporation may be kept at such place within or outside the State of Delaware as the Board of Directors may from time to time determine. To the extent that the principal place of record is a digital archive, hard copies of the Corporation's constitutive documents and of the records of its proceedings shall also be kept.

Section 3. Delaware Forum Selection. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for:

- (i) any derivative action or proceeding brought on behalf of the Corporation;
- (ii) any action asserting a claim for breach of a fiduciary duty owed by any Director, officer, employee or agent of the Corporation to the Corporation or the Corporation's Members;
- (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Certificate of Incorporation or the Bylaws of the Corporation; or
- (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors may from time to time designate, or as may be designated by any officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation authorized by, or in such other manner as may from time to time determined by resolution of, the Board of Directors or either of such committees.

Section 5. Grants and Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 6. Checks and Drafts. All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such one or more officers, agents or employees of the Corporation as shall from time to time be determined by resolution of the Board of Directors. Each of such officers or employees shall give such bond as the Board of Directors or such committees may require.

ARTICLE VIII

IRC Section 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation 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 U.S. federal tax code, and (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future U.S. federal tax code

Section 2. Prohibition against Private Instrument. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in Article II hereof.

Section 3. Distribution of Assets. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations then qualified under section 501(c)(3) of the Code, or to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Code (or the corresponding section of any future U.S federal tax code). Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

ARTICLE IX

Amendments

These Bylaws may be amended or repealed by the Board of Directors at any meeting or by the Members at any general meeting.

ARTICLE X

Interested Party Transactions

For purposes of these Bylaws, an "interested party transaction" is any contract or other transaction between the Corporation and (a) any present Director or any individual who has served as a Director in the five years preceding the transaction ("past Director"), (b) any family member of a present or past Director, (c) any corporation, partnership, trust, or other entity in which a present or past Director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction ("past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest. In any instance where the Corporation proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board of Directors and as amended from time to time.

ARTICLE XI

Construction

In the event of any conflict between the provisions of these Bylaws as in effect from time to time and the provisions of the Certificate of Incorporation of the Corporation as in effect from time to time, the provisions of such Certificate of Incorporation shall be controlling. References in these Bylaws to Articles and Sections shall refer to Articles and Sections hereof.