

BYLAWS of THE ALEXANDRIA ARCHIVE INSTITUTE, A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **The Alexandria Archive Institute**. The business of the corporation may be conducted as The Alexandria Archive Institute, Alexandria Archive, or AAI.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

The Alexandria Archive Institute is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Alexandria Archive Institute (AAI) is a non-profit entity supporting research and development to enhance scholarly communications and instruction through innovative use of the Web. We do this through Web-based publication, with a focus on primary data—information that rarely sees dissemination.

Our work aims to allow for greater breadth and depth of understanding—breadth resulting from open accessibility, and depth from sharing of primary content. This breadth and depth will promote greater transparency in the research process, innovative reuses of datasets, and broad-scale, collaborative research.

The AAI supports a range of projects, which all work toward our mission of enhancing scholarship through use of the Open Web. The primary focus of our work is Open Context, an open access Web-based publication system for archaeology and other field sciences. In addition to this long-term project, we are involved in other collaborative undertakings. To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes. The Alexandria Archive Institute's collaborations with the larger scholarly and educational communities will focus on the following goals:

- a) establishing data standards
- b) sharing research programs
- c) promoting interregional and interdisciplinary scholarly cooperation
- d) enhancing the Alexandria Archive Institute's capabilities

- e) promoting seamless integration of new systems as they come online
- f) educating the public on the value and importance of the past

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

At times, per the discretion of the Board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- a) Nonprofit Legal Status. The Alexandria Archive Institute is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 set forth in the Articles of Incorporation and these Bylaws.
- c) Distribution Upon Dissolution. Upon termination or dissolution of The Alexandria Archive Institute, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of The Alexandria Archive Institute hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Alexandria Archive Institute, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall

select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to The Alexandria Archive Institute, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The Board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

The Alexandria Archive Institute shall have a Board of Directors consisting of at least 3 and no more than 15 directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of Directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of The Alexandria Archive Institute shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- a) All Directors shall be elected to serve a three-year term. At the end of their third year, they may stand for re-election by the Board of Directors.
- b) Director terms shall be staggered so that approximately one third the number of Directors will end their terms in any given year.
- c) Directors may serve terms in succession.
- d) There is no limit to the number of terms Directors may serve.
- e) The term of office shall be considered to begin January 1 and end December 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in December of each year, with terms beginning in January of the next year.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- a) Unexpected Vacancies. Vacancies in the Board of directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.
- b) Any director may resign effective upon giving written notice to the President (or the Executive Director), the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

4.06 Removal of Directors

A Director may be removed by two-thirds vote of the Board of Directors then in office, if:

- a) the Director is absent and unexcused from two or more consecutive meetings of the Board of Directors. The Board president is empowered to excuse Directors from attendance for a reason deemed adequate by the president. Or:

- b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings

- a) Regular Meetings. Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution. Board meetings shall be held upon at least fourteen (14) days notice by electronic mail or telephone. The notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified, but it is generally expected that an agenda will be provided.
- b) Special Meetings. Special meetings of the Board may be called by the president, vice president (if any), secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose, of the meeting. Special meetings may take place via telephone conference call or videoconference.
- c) Meetings Held by Telephone or Similar Communication Equipment: Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.
- d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with California law.

4.08 Manner of Acting

- a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- b) Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, the Executive Director of the corporation or, in his or her absence, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- c) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

- d) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- e) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephone conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings or special events.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of board resolution, may:

- a) take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board ;
- c) amend or repeal Bylaws or adopt new Bylaws;
- d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- e) appoint any other committees of the Board of Directors or the members of these committees;
- f) expend corporate funds to support a nominee for Director; or
- g) approve any transaction to which the corporation is a party and one or more directors have a material financial interest;

- h) approve any transaction between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- a) make recommendations to the Board on the hiring and firing of the CPA;
- b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- d) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

5.4 Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address

on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI OFFICERS

6.01 Board Officers

The officers of the corporation shall be a **board president, secretary, and treasurer**, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Other than the president, these persons may, but need not be, selected from among the directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint a vice-president and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a **three-year term** of office and may serve any number of consecutive terms. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The Board president shall be the chief volunteer officer of the corporation. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

A more detailed description of the President position can be found in the AAI Directors' Handbook.

6.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.

A more detailed description of the Secretary position can be found in the AAI Directors' Handbook.

6.06 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

A more detailed description of the Treasurer position can be found in the AAI Directors' Handbook.

6.07 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 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, or other depository as the Board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification

- a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with California Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII
MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth (30th) day of June in each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement that may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of The Alexandria Archive Institute not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (?) vote of a quorum of directors at a Board meeting.
- c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX
COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, The Alexandria Archive Institute shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, The Alexandria Archive Institute willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Alexandria Archive Institute shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X
TRANSPARENCY AND ACCOUNTABILITY
Disclosure of Financial Information with the General Public

10.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, The Alexandria Archive Institute practices and encourages transparency and accountability to the general public. This policy will:

- a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

10.02 Financial and IRS documents

The Alexandria Archive Institute shall provide its IRS forms 990, 990-EZ, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

10.03 Means and Conditions of Disclosure

The Alexandria Archive Institute shall make “widely available” the aforementioned documents on its internet website: <http://alexandriaarchive.org> to be viewed and inspected by the general public.

- a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- c) The Alexandria Archive Institute shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- d) The Alexandria Archive Institute shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

10.04 IRS Annual Information Returns (Form 990 / 990-EZ)

The Alexandria Archive Institute shall submit the Form 990 or 990-EZ to its board of directors prior to its filing. While neither the approval of the Form 990 / 990-EZ or its review is required under Federal law, the corporation’s Form 990 / 990-EZ shall be submitted to each member of the Board of director’s via (hard copy or email) at least 10 days before the Form 990 / 990-EZ is filed with the IRS.

10.05 Board

- a) All board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- b) All board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

10.06 Staff Records

- a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- d) Staff records shall be made available to the Board when requested.

10.07 Donor Records

- a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- d) donor records shall be made available to the Board when requested.

ARTICLE XI

AMENDMENT of Articles of Incorporation

11.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The Alexandria Archive Institute were approved by The Alexandria Archive Institute's board of directors on April 19, 2016 and constitute a complete copy of the Bylaws of the corporation.

Secretary:  Date: April 19, 2016