

BYLAWS OF
American Society of Victimology, Inc.

ARTICLE I

NAME AND PURPOSE

The name of this corporation shall be the American Society of Victimology, Inc. For the purpose of these Bylaws, the corporation shall also be known as the "Corporation," the "Association," or "ASV." The purpose of the ASV is to serve as an organizational forum for universities, nonprofit organizations, public agencies and other organizations, educators, policy makers, victim advocates and services providers, victims and survivors, other individuals and the general public concerned with issues of criminal victimization and the advancement of knowledge regarding victims or survivors of crime, and to support the endeavors of the ASV on behalf of crime victims and survivors, their families and the community-at-large. These purposes are strictly non-commercial and not-for-profit.

ARTICLE II

OFFICES

The principal office of ASV shall be in the State of Virginia, located in the City of McLean, VA. ASV may have such other offices, either within or without the State of Virginia, as the Board of Directors may designate or as the business of ASV may require from time to time.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General powers. The business and affairs of ASV shall be managed by its Board of Directors.

Section 2. Number, tenure, and qualifications. The number of the directors of ASV shall be fixed by the Board of Directors, but in no event shall it be less than fifteen (15). Each director shall hold office for three (3) years. To the extent possible, the terms of directors will be staggered such that only approximately one-third of the Directors shall be elected in any one year. The membership of the Board of Directors shall include colleges and universities with educational or training programs in Victimology or victim services and/or research or scholarly activities in Victimology or victim services; national-scope and local, non-profit organizations with a primary mission to serve victims and survivors of crime and their advocates, and individual victims or survivors, or victim service providers or advocates. The relative proportion of this membership may be set by Board policy as adopted by the Board of Directors. If the Board of Directors

establishes another number of directors, then these terms shall also be staggered into thirds to the extent practicable for election purposes. At the end of their term, Directors are eligible for re-election to the Board. Directors shall hold office until their successor shall be duly elected and qualified.

Section 3. Election of Board of Directors. The terms of the directors shall be staggered, to the extent possible, with approximately one-third of the Board being elected on an annual basis, the election of which shall be held at the annual meeting when necessary to fill vacant position on the Board of Directors. A director is elected by the affirmative vote of the majority of the current members of the Board present, voting, and qualified to vote, as determined by Board policy, at a duly noticed meeting for purposes of Board of Director's elections.

Section 4. Regular meetings. A meeting of the Board of Directors shall be held without other notice than this By-Law at a regular time and place as called for by the President or provided for by an affirmative resolution of the Board of Directors.

Section 5. The Annual Board Meeting. An Annual Meeting of the Board of Directors shall be held on a specific date, time, and place, as designated by the Board of Directors. Notice of the Annual Meeting shall be delivered to the Board of Directors at least thirty (30) days prior to that date and time of the Annual Meeting, unless such notice is waived by a majority of directors.

Section 6. Special Meetings. Special meetings may be held at any place or time, whenever called by the President, Secretary or a majority of the Directors.

Section 7. Notice. Notice of regular and special meetings of the Board of Directors shall be given by first class mail mailed postage pre-paid through the U.S. Postal Service at least five (5) days prior to each meeting, or at least forty-eight (48) hours prior when delivered personally or by telephone or by facsimile, or by electronic-mail (e-mail) or other electronic means. If sent by regular mail, the notice shall be considered delivered upon its deposit in the U.S. mails. If sent by facsimile, electronic mail (e-mail) or other electronic means, the notice shall be considered delivered upon its being transmitted. Private deliver services (such as FedEx, UPS DHL, etc.) may be used and this method of deliver shall be treated as delivery by U.S. Mail. Such notices shall be addressed to each director at his or her address as shown in the corporation records (mailing, electronic or otherwise). It is each director's and member's responsibility to provide any change of address to the corporation in a timely fashion. Notice of meeting shall specify the place, day, and time of the meeting or if the meeting will be by electronic means (conference call, etc.) then the manner of said meeting must be specified. The purpose of the Meeting need not be specified in the notice. A director or member may waive the notice requirement in signing a Waiver of Notice or approval of minutes of the meeting. Such documents shall be filed with the Secretary.

Section 9. Communication by equipment. The Board and any committee designated by it may conduct any meeting by means of a conference telephone, similar communications equipment, or by other electronic means, such that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 10. Quorum. A majority of the directors shall constitute a quorum for the transaction of all business except for those matters requiring a two-thirds vote as outlined in the Bylaws and Articles. The affirmative vote of the majority of directors present at a meeting at which a quorum is present shall be required to approve or adopt the matter voted upon. No business may be transacted without quorum; however, a meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, as long as any action is approved by the majority of the required quorum. If less than a majority of the Board of Directors is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 11. Voting by mail, facsimile, electronic mail or proxy. Directors or officers may vote by mail, facsimile, electronic mail (e-mail), by other electronic means, or by proxy if the name of each candidate and text of each proposal to be so voted upon are set forth in writing and accompany the notice of the meeting. Directors voting by mail, facsimile, electronically or by proxy shall be deemed present for all purposes of satisfying quorum and affirmative vote requirements.

Section 12. Manner of acting. 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 of Directors.

Section 13. Action without a meeting. Any action required or taken by the Board may be taken without a meeting if all member of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the force and effect as the unanimous vote of the directors. Such written action may be submitted by mail, private delivery service, facsimile or by electronic means.

Section 14. Rules of procedures. The rules of procedure at meeting of the Board shall be the rules contained in Robert's Rules of Order, Newly Revised, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board. Any changes to the Articles of Incorporation that require filing of reports, updates, amendments or other documents with the relevant state corporation offices, state non-profit oversight offices, and/or the federal Internal Revenue Service shall be forthwith complied with by the President and Secretary of the Corporation.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors/membership.

ARTICLE IV MEMBERSHIP

Section 1. Membership. ASV is organized as a non-membership entity governed by its Board of Directors.

ARTICLE V COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Board. The members of the Executive Committee shall serve a term of one (1) year, concurrent with that part of their term as a director, or until a successor shall have been elected. The Executive Committee shall perform the following duties: (a) comply with directives of the Board; (b) carry out the duties of the Board between Board meetings; (c) meet as necessary to fulfill the responsibilities delegated to the Executive Committee by the Board; and, (d) perform any other function as required by the Board. Unless otherwise authorized by the Board, decisions made by the Executive Committee must be confirmed by the Board at the next regular or special meeting of the Board in order to remain in effect. The Executive Committee possesses any of the powers and authorities of the Board, except with respect to: (a) the approval of any action which, under law or the provisions of the Bylaws or Articles, requires the approval of the directors; (b) the filling of vacancies on the Board or Executive Committee; and, (c) the amendment, alteration or repeal of Articles, Bylaws, or any Board resolution which by its express terms is not so amendable or repealable.

Section 2. Nomination Committee. The corporation shall establish a Nomination Committee and the Board shall develop and approve such responsibilities and authorities of the Committee as shall be recognized by a resolution affirmatively voted on by the Board.

Section 3. Finance and Development Committee. The corporation shall establish a Finance Committee and the Board shall develop and approve such responsibilities and authorities of the Committee as shall be recognized by a resolution affirmatively voted on by the Board.

Section 4. Other Committees. The corporation shall have such other committees as may from time-to-time be designated by vote of the Board. Such other committees may have members who are not also directors as long as two (2) of its members are directors. These committees shall have the duties and powers that are outlined by Board policies.

Section 7. Meetings and Actions of Committees. Meetings and actions of committees shall follow the Bylaw requirements concerning meetings of the Board. The Board may also adopt rules and regulations for the conduct of committee meetings.

ARTICLE VI OFFICERS

Section 1. Number. The officers of ASV shall be a president, one or more vice-presidents, a secretary, a treasurer, each of whom shall be elected by the Board of Directors. Additionally, the Board may elect an assistant secretary and/or an assistant treasurer to perform the duties of said officer during times of their absence, incapacity, or otherwise at the direction of the Board for the Board's convenience of managing the affairs of ASV. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary which may not be held by the same person. Officers must be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected bi-annually (every two years) by the Board of Directors at the first regular or special meeting of the Board of Directors held after an Annual Meeting of the Association. The terms of all elected officers shall be two (2) years. If the election of officers shall be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign otherwise or have been removed in the manner herein after provided, or if their term on the Board has expired and their successor has been duly elected and qualified.

Section 3. Removal. Any officer may be removed, either with or without cause, by the Board. Such removal shall require an affirmative vote of the Board. Any officer may resign by giving written notice to the Board or to the president or secretary. The acceptance of such resignation shall not be necessary to make it effective. Election or appointment of any officer or agent shall not of itself create contractual rights, and such appointment shall be terminable at will.

Section 4. Vacancies. Any vacancies caused by any reason shall be filled for the unexpired term by an affirmative vote of the Board.

Section 5. Duties of the President. The president shall be the principal executive officer of ASV and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association and the Board of Directors. He or she may sign, with the secretary or any other proper officer of ASV thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of ASV, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Duties of the Vice-President. In the absence of the president or in event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president and when so acting shall have all powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. If there is more than one vice-president, each vice-president shall succeed to the duties of the president in order of rank as determined by the Board. If no such rank has been determined, then each vice-president shall succeed to the duties of the president in order of the date and time of election, the earliest date and time having the first rank.

Section 7. Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of ASV and see that the corporate seal of ASV is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of the post office address of each member of the Board of Directors; (e) sign with the president any contract, deeds, mortgages, and contracts or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of CTSPAC, or shall be required by law to be otherwise signed or executed; and, (f) in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. An agent of ASV may be appointed by the Board of Directors to assist the secretary with the day-to-day business of the Association.

Section 8. Treasurer. The treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the ASV; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, (c) in general perform all of the duties incident to the office of treasurer and such duties as from time-to-time may be assigned to him or her by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine. If the Board of Directors so desires, an agent of the Association may be assigned to assist the treasurer with the day-to-day business of the Association with supervision and reasonable accountability available upon request of the Board of Directors.

Section 9. Duties of Additional Officers. The authority and duties of additional officers shall be set forth in Board policy as reflected in resolutions affirmatively voted on by the Board.

Section 10. Salaries. Officers of ASV shall not receive a salary but may be compensated reasonable sums for contractual agreements in accordance with policies established by an affirmative resolution of the Board.

ARTICLE VII

ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Fiscal Year Period. The fiscal year period of the corporation shall be the twelve month period beginning January 1 and ending December 31.

Section 2. Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and in behalf of the corporation. Such authority may be general or confined to specific instances.

Section 3. 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 a resolution affirmatively voted on by the Board. Such authority may be general or confined to specific instances.

Section 4. Loans to Officers Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 5. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or any other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time-to-time be determined by resolution affirmatively voted upon by the Board of Directors.

Section 6. Deposits. All funds of the Association not otherwise employed shall be deposited from time-to-time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. The Board may also choose to utilize a fiduciary through which it may manage its financial accounts, such as a university or non-profit/non-stock corporation.

Section 7. Books and Records. The accounting books, records, and minutes of proceedings of the Board and any committees of the corporation shall be kept at such place or places designated by the Board or the Executive Committee, or, in the absence of such designation at the principal executive office of the corporation. The minutes shall be kept in written or typed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into typed, written or printed form. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. The inspection may be made in person or by an agent or an attorney, and shall include the right to copy and make extracts of documents.

Section 8. Copies of Resolutions. Any person dealing with the corporation may rely upon any records of the proceedings, resolutions or votes of the Board when certified by the President or Secretary.

Section 9. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by a majority vote of the entire Board at any annual, regular or special meeting of the Board.

Proposed by law amendments shall be distributed in writing to the directors at least fifteen (15) days prior to the Board meeting.

Section 10. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered, amended or repealed by a majority of the entire Board at any annual, regular or special meeting; provided, however, that fifteen (15) days' notice must be given to each director prior to the taking of any vote to amend, alter or repeal the Articles of Incorporation.

ARTICLE VIII

INDEMNITY

Section 1. The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or agent of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and is indemnified by the Corporation as provided above, the Corporation, then, may advance such person's related expenses, to the full extent authorized by law.

(d) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VIII.

ARTICLE IX

NON-DISCRIMINATION POLICY

None of this corporation's policies, procedures and actions shall discriminate with regard to race, color, gender, marital status, sexual orientation, political ideology, age, creed, religion, ancestry, national origin, or the presence of any sensory, mental or physical handicap or any other bias prohibited by law.

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