



# **The Society for Financial Econometrics**

## **BY-LAWS**

### ARTICLE I NAME AND MISSION SECTION 1.1 NAME

The name of the Society is The Society for Financial Econometrics. The Society also goes by the name SoFiE and will hereinafter also be called the “Society”.

### SECTION 1.2 MISSION AND INITIAL CAPITALIZATION

a. **Mission.** The Society for Financial Econometrics (SoFiE) is a global network of academics, students and practitioners dedicated to the fast-growing field of financial econometrics. SoFiE is committed to promoting and expanding research and education by organizing annual conferences and sponsoring programs and activities in the intersection of finance and econometrics. The Society will be associated with the *Journal of Financial Econometrics* published by Oxford University Press.

b. **Initial Capitalization.** The initial capital of SoFiE consists of contributions by the Founding Members who pay a one-time fee of \$ 500 and will be listed on the SoFiE website in recognition of their support to the cause and creation of the Society. As the Society is a non-profit organization, this contribution may be considered a charitable donation. The members of the Founding Council (described in Section 3.1) are automatically Founding Members.

### ARTICLE II OFFICES

**SECTION 2.1 PRINCIPAL OFFICE.** The principal office for the transaction of business of the Society (“principal executive office”) shall be located at NYU Stern School of Business in New York County, State of New York. The Council of the Society, as described in Article V hereof (hereinafter the “Council”), may change the location of the principal executive office. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section 2.1, or this Section 2.1 may be amended to state the new location.

**SECTION 2.2 OTHER OFFICES.** The Council may at any time establish branch or subordinate offices at any place or places where the Society is qualified to do business.

ARTICLE III  
FOUNDING COUNCIL AND FOUNDING CO-PRESIDENTS

SECTION 3.1 The FOUNDING COUNCIL.

- a. Purpose and duties. The FOUNDING Council shall assist in establishing the Society and approve the By-Laws.
- b. Members Named. The members of the Founding Council are as follows (using the format Founding Member - Educational Institution):

John Y. Campbell - Harvard University  
Francis X. Diebold - University of Pennsylvania  
Robert F. Engle - New York University  
A. Ronald Gallant - Duke University  
René Garcia – EDHEC, Nice  
John F. Geweke - University of Iowa  
Eric Ghysels - University of North Carolina – Chapel Hill  
Christian Gouriéroux - University of Toronto and INSEE-CREST  
Clive W. J. Granger - University of California – San Diego  
Lars Peter Hansen - University of Chicago  
Wolfgang Härdle - Humboldt-Universität zu Berlin  
Ravi Jagannathan - Northwestern University  
Adrian Pagan - Australian National University  
Eric Renault - University of North Carolina – Chapel Hill  
George Tauchen - Duke University  
Halbert L. White, Jr. University of California – San Diego

- b. Termination. The Founding Council shall dissolve immediately following its first meeting and the approval of the by-laws

SECTION 2.2 FOUNDING CO-PRESIDENTS

- a. Names. The Founding Co-Presidents are as follows (using the format Founding Member - Educational Institution):

Robert F. Engle - New York University  
Eric Ghysels - University of North Carolina – Chapel Hill

- c. Term. The Founding Co-Presidents shall serve for the first four years of the Society's existence. During the third year the Society members will elect a Vice-President who will serve as President-Elect in the fourth year. The election will be performed according the rules set in Section 6.2.
- d. Duties and Powers. The Founding Co-Presidents shall generally supervise, direct and control the business and the officers of the Society. They shall preside at all meetings of the Council in the absence of the Chairman of the Council, or if there be none, and at all meetings of the members and at all meetings of the Executive Committee, if there be one. They shall have such other powers and duties, which may include, but shall not be limited to, the following: the power to execute all agreements with governmental agencies for funding of the Society and all leases of real property; and the power, to appoint the chairpersons of all committees, including the Executive Committee. They shall nominate the members of the Council (Article V), other than the Founding Council members, and the members of the Executive Committee (section 7.1). They shall also be a member, ex-officio with vote, of all standing committees and co-chair to program committees of the first three SoFiE annual meetings. They shall also nominate the program committees during their three-year term.
- e. Termination. The Founding Co-Presidents will not be able to run for election at the end of their four-year term.

## ARTICLE IV MEMBERSHIP

### SECTION 4.1: CLASSES OF MEMBERS.

a. Members Named. There shall be two (2) classes of members of the Society: Administrative Members and Regular Members. Administrative Members and Regular Members (hereinafter sometimes referred to as the "Voting Members") shall be eligible to vote or hold office in the Society.

Administrative Members. The then acting Officers of the Society shall be Administrative Members of the Society.

Regular Members. Any individual interested in financial econometrics, is eligible to become a Regular Member.

b. Termination of Membership. Officers of the Society shall be Administrative Members until they no longer hold positions as Officers of the Society. Regular Members shall continue to be members provided that they renew their respective memberships on an annual basis.

c. Annual Dues. Administrative Members who are members of the Council shall not be required to pay annual dues. Administrative members who are not members of the Council and Regular Members shall be required to pay annual dues as determined by the Council.

Institutional Members - This is an international consortium of research centers that are affiliated with SoFiE. Institutional Members will be invited to nominate one member to the Council of the Society. The participating research centers would be recognized on the webpage of SoFiE as Institutional Members, which would provide links to their webpages. Institutional members pay an annual fee that is set by the Council.

### SECTION 4.2 TRANSFER OF MEMBERSHIPS.

Under no circumstances may a membership in the Society or any rights arising from such membership be transferred either voluntarily or involuntarily, whether free or for consideration. Any such attempted transfer shall be void.

### SECTION 4.3 VOTING AND ATTENDANCE RIGHTS.

a. Membership Voting Rights. Administrative members and Regular Members are entitled to vote.

b. Membership Meetings. Administrative Members and Regular Members are entitled to attend membership meetings.

### SECTION 4.4 MEETINGS.

a. Annual Meetings. The Voting Members of the Society shall hold at least one regular meeting per year, namely, the annual meeting. The annual meeting will take place on a three-year rotating basis on the American, European and Asian continent.

b. Thematic conferences. SoFiE will also organize or co-sponsor smaller conferences on special topics. Membership meetings will only be held at the annual meetings.

c. Notice of Members' Meetings. Except as provided in Section 7.1(b)(vi) hereof, all notices of meetings of Voting Members shall be sent by electronic mail, or otherwise made available on a public World Wide Web site maintained for the purposes of the Society, or otherwise given in accordance with this subsection (d) not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Voting Member who, as of the time said notice is given, is entitled to vote thereat. A good faith effort will be made to announce all meeting in the *Journal of Financial Econometrics*. The notices shall specify the place, date and hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted.

d. Conduct of Meetings. Meetings of Voting Members shall be presided over by the Founding Co-Presidents for the first four years of the Society and the President of the Society thereafter, or in his absence by any Vice President, or, in the absence of both, by a Council President or Member of the Society chosen by a majority of the Voting Members present. The Secretary of the Society shall act as Secretary of the meeting. In the absence of the Secretary, the presiding Officer shall appoint a person to act as Secretary of the meeting.

SECTION 4.5 FREEDOM FROM LIABILITY. No member of the Society shall be personally liable for any of the debts, liabilities or obligations of the Society.

ARTICLE V  
COUNCIL

SECTION 5.1 COMPOSITION.

a. Number. The number of Councilors of the Society shall be no less than ten (10) and no more than forty (40); provided, however, that under no circumstances may more than forty-nine percent (49%) of the Councilors be “interested persons.” Each Councilor shall be a member of a Committee of this Society known as the “Council”. For the purposes of this Section 5.1, an “interested person” means either:

i. Any person currently being compensated by the Society for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor or otherwise, but excluding any reasonable compensation paid to a Councilor as a Councilor; or  
ii. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person described in subsection (i) hereof.

b. Members. The following shall be Councilors of this Society and in the aggregate shall constitute the Council of this Society :

- i. The Officers of the Society;
- ii. The Editors and Co-Editors of the *Journal of Financial Econometrics*;
- iii. The Founding Council Members as described in Section 3.1 are members for life
- iv. The Council representatives of the Institutional Members (Section 4.1).
- v. The elected members.
- vi. The nominated members – nominated by the Executive Committee.

SECTION 5.2 APPOINTMENT OF COUNCILORS. The initial Councilors shall be appointed by the Founding Co-Presidents; thereafter, any vacancies shall be filled in accordance with the various applicable sections hereof.

SECTION 5.3 TERMS OF OFFICE. The Officers of the Society shall serve for those terms specified in Section 6.2 hereof.

SECTION 5.4 VACANCIES.

a. Events Causing Vacancy. A vacancy or vacancies in the Council shall be deemed to exist upon the occurrence of the following:

- i. The death or resignation of any Councilor;
- ii. A Councilor no longer serving the Society in one of the capacities listed in subsections (b)(i) through (b)(iv) of Section 5.1 hereof;
- iii. The declaration by resolution of the Council of a vacancy in the office of any Councilor who has been removed for Cause as provided for in subsection (c) hereof; or
- iv. An increase in the authorized number of Councilors;

For purposes of this subdivision (a), if a Councilor has been declared of unsound mind by a final Order of any court, convicted of a felony or been found by final Order of any court to have breached a duty under the above-described Article 3 and the Council does not declare a vacancy in the office of a Councilor within thirty (30) days after such court order becomes final, then any Councilor may file a complaint with the Superior Court of the proper County to remove such Councilor from office.

b. Resignations. Except as otherwise provided in this subsection (b), any Councilor may resign. Such resignation shall be effective upon such Councilor giving written notice to the Chairman of the Council, the President, the Secretary or the Council, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Councilor is effective at a future time, the Council may elect a successor to take office when the resignation becomes effective. No Councilor may resign when the Society would then be left without a duly elected Councilor in charge of its affairs.

c. Removal by Council for Cause. Any Councilor maybe removed for cause at any time by a resolution duly adopted by two-thirds (2/3) of the Council at a special meeting of the Council, called for that purpose and duly noticed. A Council Member may be removed for cause if such Council Member has been declared of unsound mind by a final order of any court, been convicted of a felony, been found by final Order of any court to have breached a duty under New York County, State of New York Society’s Code, or been determined by the Council to have failed to

perform his or her corporate duties (“Cause”) . Whenever a Councilor is removed for Cause, the Secretary shall give written notice of such removal to such Councilor.

d. No Vacancy on Reduction of Number of Councilors. No reduction of the authorized number of Councilors shall have the effect of removing any Councilor before that Councilor’s term of office expires.

e. Term limit: Elected and Nominated Councilors serve for a three year term, which is renewable once. After a first term the Executive Committee (Section 7.1) will have the power to remove or renew the Councilor. In the former case, a vacancy is created. After the second term, a vacancy is automatically created.

#### SECTION 5.5 POWERS.

a. General Corporate Powers. Subject to the provisions of these Bylaws relating to action required to be approved by the Voting Members, the business and affairs of the Society shall be managed, and all corporate powers shall be exercised, by or under the direction of the Council.

b. Specific Powers. Without prejudice to the aforementioned general powers, and subject to the same limitations, the Councilors shall have the power to:

i. Carry out the charitable purposes of the Society.

ii. Establish the policies of the Society.

iii. Adopt rules and regulations, consistent with these Bylaws, for the guidance of, and the management of, the affairs of the Society.

iv. Select and remove all officers, agents and employees of the Society; prescribe any powers and duties for them that are consistent with law, and with these Bylaws; and fix their compensation.

v. Change the principal executive office or the principal business office of the Society.

vi. Borrow money and incur indebtedness on behalf of the Society and cause to be executed and delivered for the Society's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

vii. Establish, in addition to the standing committees hereinafter provided for, such committees as the Council may deem necessary or desirable and fix the duties and powers of said other committees.

#### SECTION 5.6 DUTIES.

The Councilors shall:

a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Society of this Society or by these Bylaws.

b. Cause to be kept open to the inspection of any person entitled thereto and making proper demand thereof, a book of minutes of all meetings of the Council, and adequate and correct books of account of the properties and business transactions of the Society, all in the form prescribed by law and showing the details required by law.

c. Meet at such times and places as required by these Bylaws.

d. Decide on location of the meetings.

e. Nominate the officers and members of the Executive Committee (except the President), after the initial three-year term of the Founding Co-Presidents as described in Section 2.2 c herein.

f. Approve the budget of SoFiE.

g. Amend the By-laws.

h. Approve any future Memorandum of Understanding between OUP and the Society as described in Section 11 hereof

#### SECTION 5.7 MEETINGS.

a. Place of Meetings; Regular meetings of the Council may be held at the annual meetings of Special meetings of the Council shall be held at any place within or outside the State of New York County, State of New York that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Society.

Notwithstanding the above provisions of this subsection (a), a regular or special meeting of the Council may be held at any place consented to in writing by all the members of the Council either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Councilors participating in the meeting can hear one another, and all such Councilors shall be deemed to be present in person at such meeting.

b. Organizational Meeting. Immediately before each annual meeting of Voting Members, at the same place where said annual meeting of Voting Members was held, the Council shall hold a

regular meeting for the purpose of organization, the transaction of such other business as may properly come before the meeting. Notice of this meeting shall not be required.

c. Other Regular Meetings. Other regular meetings of the Council shall be held at such time as shall from time to time be fixed by the Council. Such regular meetings may be held without notice.

d. Special Meetings.

i. Authority to Call. Special meetings of the Council for any purpose may be called at anytime by the Chairman of the Council or the President. Such call shall be in writing and filed with the Secretary of the Society.

ii. Notice

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Councilor by one of the following methods: (I) by personal delivery or written notice; (II) by first-class mail, postage prepaid; (III) by telephone communication, either directly to the Councilor or to a person at the Councilor's office who would reasonably be expected to communicate such notice promptly to the Councilor; (IV) by telegram, charges prepaid or (V) by electronic mail. All such notices shall be given or sent to the Councilor's address or directed at the Councilor's telephone number or e-mail address as shown on the records of the Society.

(2) Time Requirements. Notices sent by first-class shall be deposited into a United States mail box at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or e-mail shall be delivered, telephoned, or given to the telegraph company at least seven (7) days before the time set for the meeting. Notwithstanding the foregoing, with respect to a special meeting called to amend these Bylaws, the notice shall be given, no matter by what means, at least ten (10) days before the time set for the meeting.

(3) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, except that where one of the purposes of the meeting is the amendment of these Bylaws, the notice shall so indicate.

e. Quorum. One-fifth (1/5) of the authorized number of Councilors shall constitute a quorum for the transaction of business, except to adjourn as provided in subsection (h) of this Section 5.7. Every act or Law, including, but not limited to, those provisions relating to (i) approval of contracts or transactions in which a has a direct or indirect material financial interest, and (ii) appointment of committees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Councilors, if any action taken is approved by at least a majority of the required quorum for such meeting.

f. Waiver of Notice. The transactions of any meeting of the Council, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Councilors not present signs a written waiver of notice, a written consent to holding the meeting or a written approval of the minutes with respect to such meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the records of this Society or made a part of the minutes of the meeting. Waiver of notice of a meeting shall also be deemed given by any Councilor who attends the meeting without protesting prior thereto or at its commencement about the lack of adequate notice.

g. Conduct of Meetings. Meetings of Councilors shall be presided over by the Chairman of the Council, or if the Society does not have a Chairman, the President of the Society, or in his absence, by the Vice President, or, in the absence of both, by a Councilor chosen by a majority of the Councilors present. The Secretary of the Society shall act as Secretary of the meeting. In the absence of the Secretary, the presiding officer shall appoint any Councilor present at the meeting to act as Secretary thereof.

h. Adjournment. A majority of the Councilors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours. In such event, before the adjourned meeting may resume notice of the time and place for resumption of the adjourned meeting shall be given in accordance with subsection (d) (ii) of this, Section 5.7 to the Councilors who were not present at the time of the adjournment.

**SECTION 5.8 ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Council may be taken without a meeting, if all members of the Council, individually or

collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the Council. Such written consent or consents shall be filed with the minutes of the proceedings of the Council.

**SECTION 5.9 FEES AND COMPENSATION OF COUNCILLORS.** Councilors shall serve without compensation for any services rendered by them to the Society in their capacity as a Councilor; provided, however, that any Councilor may receive reimbursement from the Society for reasonable expenses incurred by such Councilor in his capacity as a Councilor.

**SECTION 5.10 LIMITATION.** A person who is a Councilor of the Society shall not solicit services from the Society through any procedure or means which would not be available to such person were he not a Councilor; and the Society shall not, in providing services or purchasing services, equipment or other supplies, give preferential treatment to any person by reason of the fact that such person is a Councilor, or a relative of a Councilor of this Society as defined in Section 5.1(a) (ii) hereof. In determining whether a majority of the Councilors approve the Society entering into any transaction in which a Councilor, or a relative of a Councilor, as defined in said Section 5.1(a)(ii), has a material financial interest, the material facts of the transaction and the Councilor's interest therein shall be fully disclosed to the Council prior to the approval thereof and the vote of such interested Councilor shall not be taken into account in determining whether the Council has approved such transaction.

**SECTION 5.11 FREEDOM FROM LIABILITY.** No Councilor of the Society shall be personally liable for any of the debts, liabilities or obligations of the Society.

## **ARTICLE VI OFFICERS**

**SECTION 6.1 NUMBER AND TITLES.** The officers of the Society shall be a President, a Vice President, a Secretary, an Associate Director and a Chief Financial Officer. The office of Vice-President and President-Elect will be the same – until the Council decides otherwise. The Society may also have, at the discretion of the Council, a Chairman of the Council, additional Vice Presidents, one or more Assistant Secretaries and Assistant Chief Financial Officers and such other officers as may be appointed in accordance with the provisions of Section 6.3 hereof. No individual may serve concurrently as more than one officer; provided, however, that the same person may serve concurrently as both the Assistant Director and Chief Financial Officer. During the first three years the Founding Co-Presidents may serve concurrently as more than one officer as well. The Secretary of the Society for the first three years will be Eric Ghysels, University of North Carolina. The Chief Financial Officer and Associate Director will be Hayley Farner, NYU Volatility Institute.

### **SECTION 6.2 QUALIFICATIONS, ELECTION, TERM OF OFFICE AND VACANCIES.**

a. The initial officers of the Society shall be selected by the Founding Co-Presidents as specified in Section 2.2 (c) hereof.

b. After the first four years of co-presidency by the Founding Co-Presidents, the President and Vice-President of the Society shall be elected by the Regular Members of the Society by secret ballot. The President and Vice-President will serve two-year terms. The Vice-President will be the President-Elect and will serve the following year. The elections will be by secret ballot among the regular members of the Society. A majority of the votes among the candidates suffice for election. The Executive Committee approves the list of candidates running for election for the office of President. The elections take place during the Spring?. The first election will take place in the Spring of 2010. The elected person will be Vice-President and President-Elect beginning their term in the Fall of 2010. In 2011 the first elected President will serve and a new Vice-President/President-Elect will be selected by secret ballot among the Members.

c. The first term of the Secretary and/or Chief Financial Officer shall be for four (4) years. Thereafter, each term of the Secretary and the Chief Financial Officer shall each be for a period of three (3) years.

d. No individual may be elected as President or as a Vice President more than once. There is no limit on the number of terms an individual may serve as the Secretary and/or Chief Financial Officer.

e. Council Members – except for the Founding Council members (Section 3.1) – serve a three year term and are nominated by the Executive Committee and elected by the members. The Council members can be reappointed only once.

**SECTION 6.3 SUBORDINATE OFFICERS.** The Council may appoint, and may authorize the President or another officer to appoint, such other officers for the Society as its business may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties as may be specified in these Bylaws or determined from time to time by the Council.

**SECTION 6.4 REMOVAL OF OFFICERS.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed for Cause, as defined in Section 5.4(c) hereof, by a resolution duly adopted by the Council.

**SECTION 6.5 RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the Council. Any such resignation shall be effective as of the giving of such written notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Society under any contract to which the officer is a party.

**SECTION 6.6 RESPONSIBILITIES OF OFFICERS.**

- a. **Chairman of the Council.** The Chairman of the Council, if there be one, shall preside at meetings of the Council and exercise and perform such other powers and duties as may be from time to time assigned to him by the Council or prescribed by these Bylaws. If there is a vacancy in the office of President, the Chairman of the Council shall, in addition, be the Chief Executive Officer of the Society and shall have the powers and duties prescribed in subsection (b) hereof.
- b. **President.** Subject to such supervisory powers, if any, as may be given by the Council to the Chairman thereof, if there be one, the President shall, subject to the control of the Council,, generally supervise, direct and control the business and the officers of the Society. He shall preside at all meetings of the Council in the absence of the Chairman of the Council, or if there be none, and at all meetings of the members and at all meetings of the Executive Committee, if there be one. He shall have such other powers and duties as may be prescribed by the Council or these Bylaws, which may include, but shall not be limited to, the following: the power to execute all agreements with governmental agencies for funding of the Society and all leases of real property; and the power, with the approval of the Council, to appoint the chairpersons of all committees, except the Executive Committee. He shall also be a member, ex-officio with vote, of all standing committees (except that the President may designate a Vice President to be a member, ex-officio with vote, of any standing committee, in place of the President); and perform such other duties as may be required of him by these Bylaws.
- c. **Vice Presidents.** The Society shall have one Vice President and such additional Vice Presidents as the Council may determine in its discretion. In the absence or disability of the President, the Vice President, or if more than one, in order of their rank as fixed by the Council or, if not ranked, the Vice President designated by the Council, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Council.
- d. **Secretary.** The Secretary shall be responsible for the following:
  - i. **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Council may direct, a book of minutes of all meetings and actions of Councilors, committees of Councilors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.
  - ii. **Membership Records.** The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Council, a record of the corporate members, showing the names of all members and their addresses.
  - iii. **Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Council required to be given by these Bylaws. The Secretary shall keep the seal of the Society in safe custody, and shall have such other powers and perform such other duties as may be prescribed by law, tire Council, or these Bylaws.
- e. **Chief Financial Officer.** The Chief Financial Officer shall attend to the following:
  - i. **Books of Account.** The Chief Financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business



transactions of the Society, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Councilor at all reasonable times.

ii. Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit all moneys and other valuables in the name of, and to the credit of, the Society with such depositories as may be designated by the Council; shall disburse the funds of the Society as may be ordered by the Council; shall render to the President and the Councilors, whenever they request it, an account of all of his transactions as Chief Financial Officer and of the financial condition of the Society; and shall have other powers and perform such other duties as may be prescribed by the Council or these Bylaws.

iii. Delegation of Duties. The Chief Financial Officer may delegate all or part of his duties to such other officer of the Society as the Chief Financial officer may from time to time designate in writing.

## ARTICLE VII COMMITTEES

### SECTION 7.1 EXECUTIVE COMMITTEE.

a. The Executive Committee shall be comprised of the current and former presidents, as well as the president-elect. The committee may invite observers. The President shall be the Chairperson of the Executive Committee.

b. Subject to any limitation contained in the New York County, State of New York Nonprofit Society Law, the Executive Committee shall have the full powers of the Council between meetings of the Council, whether regular or special, except that the Executive Committee may not remove any Council member.

c. All actions taken by the Executive Committee shall be reported at the next meeting of the Council.

d. Meetings of the Executive Committee shall be held at the call of the President or any other member of the Committee.

e. The Executive Committee shall fill Council vacancies as specified in Section 5.4.

SECTION 7.2 SPECIAL COMMITTEES. In addition to the standing committees described in Section 7.1 hereof, the Council may by resolution establish any special committee which it deems necessary to accomplish the purposes of the Society.

SECTION 7.3 ACTION OF COMMITTEES. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Council may adopt rules for the governing of any committee not inconsistent with the provisions of these Bylaws.

## ARTICLE VIII RECORDS AND REPORTS

SECTION 8.1 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Society shall keep at its principal executive office, the original or a copy of these Bylaws, as amended to date, which shall be open to inspection by the members, Voting or otherwise, at all reasonable times during office hours.

SECTION 8.2 MAINTENANCE OF OTHER CORPORATE RECORDS. The accounting books, records and minutes of proceedings of the Voting Members, the Council and committees of the Council, if any, shall be kept at such place or places designated by the Council, or, in the absence of such designation, at the principal executive office of the Society. 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 written, typed or printed form.

SECTION 8.3 EXECUTION OF CHECKS AND OTHER DOCUMENTS. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the Society, shall be signed or endorsed by such person or persons, and in such

manner as shall be determined, from time to time, by resolution of the Council. The Council, except as otherwise provided in these Bylaws or by applicable law, may authorize any officer or officers, agent or agents to enter into any contracts or execute any instruments in the name of the Society. Such authority may be general or confined to specific instances. Unless so authorized by the Council or by these Bylaws, no officer, agent or employee of the Society shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or to any amount.

## ARTICLE IX

### AMENDMENTS

SECTION 9.1 AMENDMENT OF MEMBERS. New Bylaws may be adopted or these Bylaws may be amended or repealed in whole or in part upon approval by the Council or upon the petition of any fifty (50) Voting Members which are received at least one hundred and eighty (180) days in advance of the next annual meeting as defined in Section 4.4(b) hereof, by a majority vote of the Voting Members in conformity with the provisions of Section 4.4(h)(iii) hereof. No amendment affecting the number, duties or obligations of the Councilors may be adopted without approval of a majority of the Council

SECTION 9. 2 AMENDMENT BY FOUNDING COUNCIL. Subject to the right of Voting Members under Section 10.1 hereof, these Bylaws may be amended by proposal of amendments by two-thirds (2/3) of the Founding Council members and by a majority vote of the Council on such amendments. Members of the Founding Council who serve concurrently on the Council shall be excluded from voting by the Council.

## ARTICLE X

### MEMORANDUM OF UNDERSTANDING WITH OXFORD UNIVERSITY PRESS

SECTION 10.1 OFFICIAL JOURNAL OF THE SOCIETY Members of SoFiE will receive a full complimentary subscription to the *Journal of Financial Econometrics*, as well as the other benefits of membership in the Society.

SECTION 10.2 RELATION WITH OXFORD UNIVERSITY PRESS Oxford University Press is the legal owner of the Journal of Financial Econometrics and will run the Journal. SoFiE and the *Journal of Financial Econometrics* will remain legally separate – although a Memorandum of Understanding (MOU) has been established between the two. The MOU is renewable by a majority vote of the Council of the Society.