

AMENDED AND RESTATED BYLAWS OF CENTRAL EURASIAN STUDIES SOCIETY, INC.

Amended by the Board of Directors on December 10, 2016

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ARTICLE I: THE CORPORATION

The name of the Corporation is Central Eurasian Studies Society, Inc. ("Corporation"). The location of its principal office and its purposes shall be as set forth in the Articles of Organization and these By-laws. Applicable provisions of the Articles of Organization and these Bylaws shall govern the powers of the Corporation and the powers of its members, directors and officers. They shall also govern all matters concerning the conduct and regulation of the Corporation's officers and agents, and any other affairs of the Corporation.

ARTICLE II: NONPROFIT PURPOSES

2.1 General Purpose. The Corporation is a professional society promoting scholarship of the Central Eurasia region through conferences, publications, journals and other activities. The Corporation is organized as and shall be operated exclusively as a charitable, civic and educational organization within the meaning of Chapter 180 of the General Laws of the Commonwealth of Massachusetts and of Section 501(c)(3) of the Internal Revenue Code (the "Code") as now in force or hereafter amended. The Corporation, in furtherance of such charitable, civic, and educational goals, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

2.2 Specific Purposes. The specific purposes of the Corporation shall be to engage in activities to facilitate communication and interaction among scholars through meetings and conferences, as well as through print and electronic publications, to promote high standards of scholarship and instruction, to promote cooperation among persons and organizations concerned with the

scholarly study of Central Eurasia, and to promote general knowledge of and public interest in Central Eurasia.

2.3 Scope. In accord with the laws of the United States of America and the Commonwealth of Massachusetts, the Corporation is authorized and able to work outside the boundaries of the United States of America. The Corporation is an international organization and reserves the right to conduct essential, legal, and non-profit charitable activities in other countries, including the implementation of its programs and the establishment of its legal representatives.

ARTICLE III: DIRECTORS

3.1 Authoring and Number. The property, affairs and business of the Corporation shall be under the care and management of a Board of Directors (the "Board"), comprised of not less than six (6) voting Directors. Except for powers reserved to the members by law, the Articles of Organization or these By-laws, Directors shall have the power and authority to do and perform all acts and functions permitted under the law, the Articles of Organization, and these Bylaws for the Corporation. Voting Directors shall include those Directors elected to the Board in accordance with Article 3.4 and, ex officio, those elected as President under Article 5.3(a) and currently qualifying as President-Elect, President, or Past President under Article 5.3(a). The number of Directorships shall be the number fixed by resolution of the Directors, or, in the absence thereof, shall be the number of Directors then in office. No person may simultaneously hold two voting Directorships; a person occupying two voting Directorships must resign from one of her or his elected positions immediately, except that this restriction shall not apply to Article 5.3(b).

3.2 Qualifications. Qualifications shall be professional or scholarly expertise in a field relevant to the Central Eurasia region, membership in good standing in the Corporation in accord with Article 6.1, and written and spoken fluency in English. Subject to these criteria, it is expected that at least one Board member shall be a permanent resident or citizen of a non-OECD developing country commonly accepted to be within Central Eurasia.

3.3 Election and Term of Office. Prior to each annual meeting of the Board, the members of the Corporation shall elect the successors to those Directors whose terms of office will expire at the start of the annual meeting of the Board. Directors shall be elected for terms of approximately three (3) years, such term to commence at the start of the next annual meeting of the Board after election and continue until the start of the third annual meeting of the Board after the election. A Director may continue to serve after such Director's term of office has expired until a qualified successor, if any, is duly elected.

3.4 Ex-Officio Directors. The President, President-Elect, and immediate Past President of the Corporation shall serve as voting ex officio Directors in accordance with the provisions of Article 5.3(a). The President shall serve as Chair of the Board of Directors.

3.5 Removals and Resignations. Any Director may be removed from the Board at any time, by the affirmative vote of two-thirds (2/ 3) of the voting Directors except the Director subject to the vote, such vote to be accompanied by a statement of the cause for the removal. The resignation of any Director from the Board shall be in writing and unless otherwise specified, shall be effective immediately upon receipt by the President, the Clerk, or by the principal office of the Corporation. Resignations in writing shall include those transmitted by electronic means, such as by fax or email.

3.6 Vacancies. The position of any member of the Board of Directors who has been absent from two (2) or more consecutive meetings without giving prior notice for such absence may be declared vacant at the recommendation of the Chair and subject to the approval by a majority vote of the Board. Board members vacated shall be notified by the Clerk seven (7) days prior to a Board vote to vacate their positions. The remaining directors may exercise the powers of the full Board until any successors are elected. Vacancies on the Board, except those regulated by Article 3.4, may be filled by a director elected by the members for the unexpired portion of the term of the vacated director.

3.7 Meetings. Meetings of the Board shall be held at least annually at the Corporation's principal office, unless the President designates a different place within the United States or Canada. On such date as it shall determine, at such hour as shall be specified in the notice of the meeting, the Board will meet to appoint officers, receive reports from officers, agents, and Committees, and transact such other business as may properly come before the meeting. Annual meetings shall normally be held in conjunction with the Annual Conference. In addition, at such time as the Board shall decide, a meeting will be held not later than three months after the end of the Corporation's fiscal year, at which the President and Treasurer will present a report on the Corporation's finances for the previous fiscal year and a draft budget for the upcoming fiscal year. Reasonable notice of such meetings shall be provided by mail, email, telephone, facsimile or personally at least ten (10) days before the meeting.

If an annual meeting is not conducted, a special meeting must be held in its place. Any business transacted or elections held at this special meeting shall have the same effect as if transacted or held at the annual meeting. Special meetings of the Board may be called by the President, and shall be called by the President upon the written request of one-third (1/3) of the Directors stating the proposed business of the special meeting. Reasonable notice of such special meetings shall be given to each Director by mail, email, telephone, facsimile or personally at least four (4) days before the special meeting. No business other than that stated by the notice of special meeting may be conducted. The business of all meetings shall be conducted exclusively or primarily in the English language.

Directors may participate in a regular or special meeting using any means of communication enabling all Directors to simultaneously hear and verbally communicate with every other Director, which includes using written communications via an email group in which all Directors are included — i.e., by means of a "virtual meeting". Directors attending a regular or special

meeting may participate by telephone/video conferencing. Virtual meetings must be called in advance according to the same rules as other meetings and they shall normally have a duration of five day to allow discussion, followed by period of at least 24 hours designated for voting on any matter that has been called to a vote.

Any Director may waive notice of a meeting in writing prior to the commencement of such meeting. The attendance of any Director at a meeting without protesting the lack of proper notice before the commencement of the meeting shall be deemed to constitute a waiver of notice of the meeting by such Director.

3.8 Quorum and Voting. Three-quarters (3/4) of the voting Directors then in office shall constitute a quorum for the transaction of business; and the act of a majority of the quorum present shall be the act of the Board, unless the presence of or act of a greater number of Directors is specifically required by these Bylaws, the Corporation's Articles of Organization, or the Massachusetts General Laws. If a quorum is not present at any meeting of Directors, a majority of Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present. In counting the quorum in a virtual meeting, all Directors are deemed to be "present", except when a Director notifies the President and/or the Clerk in advance that they will not be able to respond to the virtual communications during the announced meeting. The Chair shall call a vote on any matter in the standard voting period at the end of the virtual meeting, but any Director may request an earlier vote, and if seconded, the Chair shall call voting to proceed over the next 24 hours, or until all Directors have voted. If all Directors have not voted within the standard 24 hour voting period that the Chair has designated at the end of the meeting, then the Chair may extend the voting for up to 72 additional hours, announcing to the Directors the time when the extension will conclude. Votes must be submitted by email to both the Clerk and the President. Any votes not sent to both will not be tallied. Minutes of virtual meetings, like other meetings, shall be recorded by the Clerk, including a record of the votes of each Board member.

3.9 Compensation. No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, consistent with the requirements of the laws of the United States and the Commonwealth of Massachusetts. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, to Article XI of these Bylaws.

3.10 Action Without a Meeting. Any action which may be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall

be signed by all of the Directors entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of meetings.

3.11 Minutes. The Clerk shall record the minutes of each meeting of the Board and upon adoption by the Board shall retain such minutes with the permanent records of the Corporation.

ARTICLE IV: COMMITTEES OF THE BOARD

4.1 Creation. The Board may designate, at any meeting of the Corporation, two or more Directors to constitute Standing or Ad Hoc Committees of the Board. Further, the Board or the President may appoint Directors or any other persons to serve on Advisory Committees, which however shall have no authority to exercise any power of the Board or on behalf of the Corporation.

4.2 Powers. A Committee shall have such functions and may exercise such power of the Board as may be delegated lawfully and as provided in the resolution(s) creating such Committee; provided, however that the creation of a such Committee shall not operate to relieve the Board, any individual Directors, or the officers of any responsibility imposed on such persons by law. Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee by itself shall have any power to:

- (a) Fill any vacancies on the Board or any of its Committees.
- (b) Amend the Articles of Organization.
- (c) Adopt, amend, or repeal the Bylaws.
- (d) Approve a plan of merger, approve a sale, lease, exchange or disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation.
- (e) Approve a proposal to dissolve the Corporation.

4.3 Vacancies. Vacancies on Committees shall be filled by the Board.

4.4 Meetings, Notices, and Quorum. All Committees other than advisory committees shall have the same requirements for meetings and notices, quorum, and action without a meeting as those set forth in Article III with respect to the conduct of business by the Board, except that Committees shall not be required to hold annual meetings, or special meetings in lieu thereof.

4.5 Minutes. Each Committee shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of the Corporation.

4.6 Executive Committee. The Executive Committee, which shall have all the powers of the Board between meetings of the Board, except as provided by law, shall consist of the current incumbents of the three positions of President, Past President, and President-Elect, unless the Board designates one or more other Directors to be a member of the Executive Committee.

ARTICLE V: OFFICERS

5.1 Number and Title. The officers of the Corporation shall consist of a President, a President-Elect, a Past-President, a Clerk, a Treasurer, an Administrative Coordinator, and such other officers as the Board may from time to time determine. Any officer may simultaneously hold other offices, if appointed by the Board as in Article 5.3(c). All officers report to the Board, and to the Executive Committee when it is acting on behalf of the Board as provided for in these Bylaws.

5.2 Qualifications. The President, President-Elect and any candidate for President shall meet the qualifications stipulated in Article 3.2. Neither the current Past President nor the current President shall be eligible for election as President-Elect.

5.3 Election Term of Office and Vacancies.

(a) President-Elect President and Past President: The President-Elect of the Corporation shall be elected by a plurality of votes cast by members of the Corporation prior to the annual meeting of the membership of the Corporation. The term of the President is generally one (1) year. For the period between the start of the first annual meeting after election until the start of the second annual meeting after election, such President-Elect shall serve as a voting ex-officio Director in that capacity. For the period from the start of the second annual meeting after election until the start of the third annual meeting after election, the President-Elect shall be the President and shall serve as a voting ex-officio Director in that capacity. For the period from the start of the third annual meeting after election until the start of the fourth annual meeting after election, this person shall be the Past President and shall serve as a voting ex-officio Director in that capacity. The President-Elect, the President, and the Past President are officers of the Corporation.

(b) Initial Conditions: Article 5.3(a) shall be subject to the following conditions until the start of the fourth annual meeting of the Board, and these conditions shall not confer on any one person more than one vote on the Board, nor be considered a violation of Article 3.1, nor be considered to constitute a vacancy in any office under Article 5.3(d). From the start of the first annual meeting until the start of the second annual meeting, the President-Elect shall also assume the responsibilities of the President. From the start of the first annual meeting until the start of the third annual meeting, the Chair of the Board shall assume the responsibilities of the Past-President.

(c) Before each annual Board meeting, the Treasurer and the Clerk of the Corporation shall be appointed by the Board by the vote of a majority of Directors then in office. The term of the Treasurer and the Clerk of the Corporation shall be generally one (1) year, which may be extended by agreement of a majority of the Directors then in office and agreement of the officer. The Treasurer and the Clerk shall be in office for the period between the start of the first annual meeting after appointment until the start of the second annual meeting after appointment.

(d) Vacancies: Any vacancy or vacancies occurring in any office of the Corporation may be filled for the unexpired term at a duly called meeting of the Board by the affirmative vote of a majority of the Directors voting thereon.

5.4 Duties and Powers. The duties of the officers shall be as follows:

(a) President: The President shall be the principal executive officer of the Corporation and shall preside at all Board meetings. The President shall be responsible for seeing that Board resolutions and actions are carried into effect, and for reporting to the Board on the conduct and management of the affairs of the Corporation. The President, besides providing intellectual, managerial, and organizational leadership, shall, in consultation with the Executive Committee and the Treasurer, prepare an annual budget, taking into account the Corporation's estimated income and expenditures, for review and approval by the Board at the beginning of each year. At the same meeting, the President, together with the Treasurer, will prepare and present an annual report summarizing the Corporation's financial status, including a comparison of estimated and actual income and expenditures for the year and an analysis of any budgetary issues that may require the Board's attention. The President shall also perform such other duties as are usual to this office and that may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board, or by law.

(b) Treasurer: The Treasurer shall, subject to the direction and control of the Board of Directors, supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of the Corporation; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records, and returns required by law regarding the Corporation's financial status; and perform such other duties as are incident to that office and as may be assigned to him or her, or specifically required to be performed by him or her, by the Board or by the President.

(c) The Clerk of the Corporation is generally referred to as the Secretary of the society, and all references to the Clerk in the Corporation's legal documents refer to the person appointed as Secretary. The Clerk shall keep minutes of the proceedings of the Board, give or cause to be given all notices in accordance with the provisions of these Bylaws or as required by law, and supervise the safe keeping of corporate records. The Clerk shall keep a record of the Directors

of the Corporation, giving the names and addresses of all such Directors. The Clerk shall supervise the safe keeping of the books, records and papers of the Corporation relating to its organization as a corporation and see that the report, statements and other documents required by law are properly kept or filed; and in general, perform all the duties incident to the office of Clerk and such other duties as may from time to time be assigned to him or her by the Board or by the President, or specifically required to be performed by him or her, by these Bylaws or by law. The Clerk shall be a resident of The Commonwealth of Massachusetts, unless the Corporation shall appoint a resident agent for service of process in the manner prescribed by law.

(d) Administrative Coordinator: Subject to the Board's discretion, the Board shall engage, on behalf of the Corporation, an entity or person who shall serve as Administrative Coordinator of the Corporation. The Administrative Coordinator's responsibilities shall include managing the collection of membership dues, conferences registrations, and other services necessary for the operation of the Corporation.

5.5 Removal and Resignation. An officer of the Corporation may be removed from office, at any time without cause, by the affirmative vote of two-thirds (2/3) of the entire Board, but without prejudice to such officer's contractual rights, if any. The resignation of any officer shall be in writing and shall be effective immediately upon receipt by the Board, if no time is specified, or at such later time as the resigning officer may specify and the Corporation shall accept. Resignations in writing shall include those transmitted by electronic means, such as by fax or email.

ARTICLE VI: MEMBERSHIP

6.1 Qualifications. Subject to approval of an officer of the Corporation, any person may become a member on the payment of the prescribed annual dues, a schedule of such dues to be established from time to time by resolution of the Board, and will remain a member in good standing so long as he or she does not become more than six months in arrears for payment of membership dues.

6.2 Meetings. Meetings of members shall take place once annually in any location within or outside the Commonwealth of Massachusetts at the discretion of the Board and shall be known as the CESS Annual Conference. The Board shall provide written notice to every member by mail or electronic means at least seven (7) days in advance of this meeting of the date, time, and venue of this meeting.

6.3 Voting. Under procedures that shall be adopted by the Board, members in good standing shall nominate candidates for the Board and the President and shall elect the President and the Board. Each member in good standing shall have one vote.

6.4 Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

6.5 Special Meetings. Special Meetings of the members may be held at any time and any place determined by the Board and shall be called by the Clerk upon written application of at least ten percent (10%) of the quorum of members.

6.6 Quorum. The greater of 20 persons or 20% of all members in good standing shall constitute a quorum. When a quorum is present at any meeting, a majority of the votes cast by members present in person or duly represented shall decide any question, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

6.7 Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority of all members in good standing consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VII: FINANCIAL MATTERS

7.1 Checks. All checks or demands for money and notes of the Corporation shall be signed by one or more officers or such other persons as the Board may from time to time designate by resolution.

7.2 Annual Budget. The President and Treasurer shall submit an annual budget to the Board at, or prior to, a meeting of the Board at the beginning of the year, which may be adopted by a two-thirds (2/3) vote of all Directors voting thereon.

7.3 Voting Upon Shares of Other Corporations. Unless otherwise directed by the Board, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such shares which, as the owner, this Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted.

7.4 Fiscal Year. The fiscal year of the Corporation shall begin on January 1.

7.5 Donations and Other Contributions. The Board or any officer of the Corporation may accept on behalf of the Corporation any contribution, donation, gift, bequest, or devise that is consistent with the nonprofit charitable purposes of the Corporation. However, contributions, donations, gifts, bequests or devises in amounts of US\$1000 or more shall require prior approval by the Executive Committee, while the President must be notified of the amount, source and purpose of all donations regardless of the amount.

ARTICLE VIII: AMENDMENTS

The Directors may make, amend, or repeal the Bylaws in whole or in part, except with respect to any provision thereof which the Articles of Organization or the Bylaws require action by the members. The Bylaws may be amended at any annual, regular or special Board meeting by the affirmative vote of two-thirds (2/3) of all the Directors then in office. Any notice of a meeting of the Board at which these Bylaws are to be amended shall include written notice of such proposed action, which shall be given to each Director at least (7) days before the meeting. At any meeting at which notice has been given that amendment or repeal is to be acted upon, resolutions modifying such proposed amendments or repeal may be made and adopted at such meeting without further notice. If the Directors make, amend, or repeal the Bylaws in whole or in part, notice stating the substance of any such change shall be given to all members in good standing before the time of giving notice of the next meeting of the members. Any amendment of the provisions of these Bylaws that conflicts with any provision of the Articles of Organization shall be null and void.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify Directors, officers, employees, and agents of the Corporation to the maximum extent provided by law. The Corporation may procure insurance providing greater indemnification to such persons as well as to volunteers, and may share the premium cost with any Director, officer, employee, or agent on such basis as may be agreed upon.

Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance, or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in section 4941(d) of the Code. No Director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as Director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a Director, to the extent that such liability is imposed by applicable law: (a) for any breach of the Director's duty of loyalty to the Corporation or its stockholders (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law (c) for any transaction from which the Director derived an improper personal benefit.

ARTICLE X: NONDISCRIMINATION

The Corporation shall not discriminate on the basis of race, sex, national origin, religion or sexual orientation with respect to membership, rights, privileges, programs, or activities of the Corporation.

ARTICLE XI: CONFLICTING INTERESTS

11.1 Excess Benefit Transactions. No Director or officer of the Corporation may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code.

ARTICLE XII: GENERAL PROVISIONS

12.1 Gender. The gender and the number of any word shall be construed to include another gender or number whenever appropriate.

12.2 Principal Office The principal office of the Corporation shall be located in Massachusetts or The Corporation may also have other offices within or outside the Commonwealth of Massachusetts as the Board may from time to time determine.

12.3 The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and shall be in such form as the Board may determine.

ARTICLE XIII: ADOPTION OF BYLAWS

These Amended and Restated Bylaws of Central Eurasian Studies Society, Inc. were adopted by the Board of Directors on December 10, 2016.