

CURRENT IAABC BYLAWS:

AMENDED AND RESTATED BYLAWS

OF

INTERNATIONAL ASSOCIATION OF ANIMAL BEHAVIOR CONSULTANTS, INC.

A PENNSYLVANIA NONPROFIT CORPORATION

ARTICLE 1 – DEFINITIONS

SECTION 1.1. DEFINITIONS.

The following terms used in these Bylaws shall have the meanings set forth below.

- A. "Act" means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- B. "Board" means the Board of Directors of the Corporation.
- C. "Executive Director" means the staff member assigned by the President and the Board to carry out all duties as stated in the job description.
- D. "Staff" means employees of the corporation.
- E. "Corporation" means International Association of Animal Behavior Consultants, Inc.
- F. "Director" means an individual serving on the Board.
- G. "IAABC Code of Ethics" means the membership rules of professional conduct established by the Board.
- H. "Member" means an individual who satisfies the requirements for membership set forth in Article 5 of these Bylaws.
- I. "Membership Guidelines" means the eligibility requirements and benefits for Members.

ARTICLE 2 – PURPOSES

SECTION 2.1. PURPOSES.

The purposes of the Corporation are set forth in its Articles of Incorporation.

ARTICLE 3 – OFFICES

SECTION 3.1. OFFICES.

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine.

ARTICLE 4 – SEAL

SECTION 4.1. SEAL.

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, Pennsylvania."

ARTICLE 5 – MEMBERS

SECTION 5.1. MEMBERS.

The corporation shall have four classes of Members:

- (1) Certified;
- (2) Associate;
- (3) Affiliate; and
- (4) Supporting.

SECTION 5.2. QUALIFICATION OF MEMBERS.

Each class of Members shall meet the qualifications and requirements as provided in the Membership Guidelines.

SECTION 5.3. MEMBERS IN GOOD STANDING.

A Member shall be considered to be in good standing until determined to be otherwise in accordance with the standards and procedures set forth in the Membership Guidelines.

SECTION 5.4. VOTING RIGHTS.

Members in good standing shall be eligible to vote on issues presented to the Members. Each Member entitled to vote shall have one (1) vote on each matter submitted to a vote of the Members. Unless otherwise required by the Act, eligible

Members shall have the right to vote in person, by mail ballot, electronic mail (from his or her email address as it appears on the books of the Corporation), by or any other means of electronic transmission approved by the Board of Directors. A single medium shall be employed for each vote.

Eligible Members shall have the right to vote in person or by ballot on the following matters:

- a. The annual election of Directors;
- b. The amendment or repeal of the Articles of Incorporation;
- c. Merger or dissolution of the Corporation; and
- d. Such other questions the Board shall deem desirable to be submitted to a vote of the Members.

The rights of Members to vote may be limited, enlarged, or denied by a vote of the Board.

SECTION 5.5. VOTING BY BALLOT.

Each Member entitled to vote at any meeting may vote by ballot executed in writing by such Member by mail, electronic mail (from his or her email address as it appears on the books of the Corporation), or any other means of electronic transmission approved by the Board of Directors. Ballots must be filed with the Secretary.

SECTION 5.6. DUES AND ASSESSMENTS.

The Board may by resolution determine (a) the amounts of any initiation fees, dues, or assessments payable by the Members to the Corporation, and (b) the time and method of their payment. The Board may impose such fees, dues, or assessments upon all Members of the same class either alike or in different amounts or proportions, and upon a different basis upon different classes of Members. The Board may, by resolution, exempt Members of one or more classes from fees, dues, or assessments. A Member's membership in the Corporation, and all rights therein, shall immediately terminate for nonpayment of dues in accordance with the Membership Guidelines.

SECTION 5.7. MEMBERSHIP NONTRANSFERABLE.

Membership in the Corporation is not transferable.

ARTICLE 6 – MEETINGS OF THE MEMBERS

SECTION 6.1. PLACE OF MEETING.

The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any meeting of the Members.

SECTION 6.2. ANNUAL MEETING.

Unless the Board provides by resolution for a different time, the annual meeting of the Members, the transaction of business which may be brought before the meeting, shall be held at three o'clock, p.m., on the 15th of December of each year. If such day is a legal holiday under the laws of Pennsylvania, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Pennsylvania.

The failure to hold an annual meeting of the Members shall not result in a forfeiture or dissolution of the Corporation nor affect the validity of any corporate action taken by the Members or the Board of Directors.

SECTION 6.3. SPECIAL MEETINGS.

Special meetings of the Members may be called by the President, a majority of the Board of Directors, or Members entitled to cast at least ten (10) percent of the votes which all Members are entitled to cast at the particular meeting. Upon written request of any person or persons entitled to call a special meeting, the Secretary shall within thirty (30) days (a) fix the date and time of the meeting, which shall be held not more than sixty (60) days after receipt of the request, and (b) give notice to the Members. If the Secretary refuses or neglects to fix the meeting date or give notice within thirty (30) days after receipt of the written request for the special meeting, the person or persons calling the meeting may do so.

SECTION 6.4. NOTICE OF MEETINGS.

Written notice stating the place, day, and hour of any annual meeting or any special meeting of the Members shall be delivered by or at the direction of the President or the Secretary or the Officer or persons calling the meeting to each Member entitled to vote at such meeting either in person, as provided in Section 11.1, in each case not less than five (5) nor more than sixty (60) days before the date of such meeting. Notwithstanding the foregoing, for any meeting at which one of the purposes is the consideration of merger, consolidation, dissolution, or sale, lease, or exchange of substantially all of the assets of the Corporation, such notice shall be given not less than twenty (20) nor more than sixty (60) days before the date of such meeting. Notice of any special meeting shall also set forth the purpose or purposes for which such meeting is called.

SECTION 6.5. DETERMINATION OF MEMBERS.

The Board shall have the authority to determine the eligibility of Members entitled to notice of or to vote at any meeting of the Members, or for any other proper purpose.

SECTION 6.6. RECORD DATE FOR DETERMINATION OF MEMBERS.

For the purpose of determining the Members entitled to notice of or to vote at any meeting of the Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of the Members. In the absence of an action by the Board fixing a record date with respect to any meeting of the Members, the date on which notice of such meeting is delivered shall be the record date for determination of the Members for the purpose of such meeting.

SECTION 6.7. QUORUM.

The presence, in person or by ballot, of the Members entitled to cast a majority of the votes which may be cast at a meeting shall constitute a quorum for the conduct of business at such meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting. In the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors if written notice of such second adjourned meeting is given to each Member entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting. The acts of a majority of the Members present and voting at a meeting at which a quorum is present shall be the acts of the Members.

SECTION 6.8. PARTICIPATION IN MEETINGS.

One or more Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

SECTION 6.9. ORGANIZATION.

Every meeting of the Members shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, the Executive Director, or in the absence of the President, the Vice President or the Executive Director, by a chair chosen by a majority of the Members present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

SECTION 6.10. CONSENT OF MEMBERS IN LIEU OF MEETING.

Any action required by the Act to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the Members entitled to vote with respect to the subject matter thereof, or (ii) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all the Members entitled to vote thereon were present and voting, provided that in the case of actions approved in the manner set forth in this clause (ii), (a) written notice of the proposed action must be delivered to all the Members entitled to vote thereon not less than five (5) days prior to the effective date of such consent and (b) after the effective date of such consent, prompt notice in writing of the taking of such action without a meeting is delivered to all the Members entitled to vote.

ARTICLE 7 – BOARD OF DIRECTORS

SECTION 7.1. BOARD OF DIRECTORS.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

SECTION 7.2. QUALIFICATIONS OF DIRECTORS.

Each Director shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania. Each Director must be a Certified or Associate Member in good standing.

SECTION 7.3. NUMBER AND ELECTION OF DIRECTORS.

The Board shall consist of a minimum of three (3) and a maximum of eleven (11) Directors. The Directors shall be elected by the Members by ballot.

SECTION 7.4. TERM OF OFFICE.

Each Director shall be elected for a term of two years and shall hold office until (a) the later of the expiration of the term for which he or she was elected or until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

SECTION 7.5. PROCEDURE FOR NOMINATION OF CANDIDATES FOR DIRECTOR.

Sixty (60) days prior to the Board of Directors seating term beginning July 1st of each year, the Nominating Committee shall notify the Members in writing of: (1) the number of Directors to be elected; (2) the qualification requirements for nomination; (3) the procedures for submitting nominations; and (4) the date by which nominations will be closed.

No later than thirty (30) days after the date by which nominations have been closed, the Nominating Committee shall distribute ballots to the Members so that the Members entitled to elect Directors may cast their votes. Ballots shall be due no later than fourteen (14) days after the date that the ballots have been distributed.

SECTION 7.6. VACANCIES.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors, even if less than a quorum, at any meeting of the Board. Each person so elected shall be a Director to serve for the balance of the term of the vacant position.

SECTION 7.7. REMOVAL OF DIRECTORS.

Any Director may be removed from office, without assigning any cause, by a majority vote of the remaining Directors, even if less than a quorum, at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

SECTION 7.8. RESIGNATIONS.

Any Director may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

SECTION 7.9. COMPENSATION OF DIRECTORS.

The Board shall have the authority to fix the compensation of Directors for their services as Directors. A Director may also be a salaried Officer, employee, or agent of the Corporation.

SECTION 7.10. VOTING RIGHTS.

Each Director shall be entitled to one vote.

ARTICLE 8 – COMMITTEES

SECTION 8.1 ESTABLISHMENT AND POWERS.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee and the standing committees, if any, shall have any power or authority as to the following:

- (a) The submission to the Members of any action requiring approval of the Members under the Act;
- (b) The filling of vacancies in the Board;
- (c) The adoption, amendment, or repeal of the Bylaws;
- (d) The amendment or repeal of any resolution of the Board;
- (e) The disbursement of funds or obligation of indebtedness on behalf of the Corporation, without the prior approval of the Board; or
- (f) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

SECTION 8.2. TERM.

Each committee of the Board shall serve at the pleasure of the Board.

SECTION 8.3. COMMITTEE ORGANIZATION.

Except as otherwise provided by the Board, the President shall appoint the chair of each committee and each committee shall be under the review of the Executive Director or President. Except for the Executive Committee, each committee shall consist of at least one Director and one or more Members who shall be appointed by the President. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each committee shall determine its times and places of meetings.

SECTION 8.4. STANDING COMMITTEES.

In addition to such other committees as the Board of Directors may authorize, there shall be the following standing committees: Executive Committee; Nominating Committee; Ethics Committee; Application Review Committee; Education Committee. The Board may, by resolution, determine not to constitute a standing committee for any year.

(A) EXECUTIVE COMMITTEE / EXECUTIVE DIRECTOR

The Executive Committee shall be composed of Director(s) and/or Officer(s) of the Corporation appointed by the President. The Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

(B) NOMINATING COMMITTEE

The Nominating Committee shall establish the eligibility requirements for nominees to the Board of Directors and shall annually compile a slate of nominees to present to the Members for election

(C) ETHICS COMMITTEE. THE ETHICS COMMITTEE SHALL:

- (1) DEVELOP AND RECOMMEND THE IAABC CODE OF Ethics to the Board for its consideration and approval;
- (2) monitor membership compliance with the IAABC Code of Ethics; and (3) investigate and respond to complaints from Members and the public.

(D) APPLICATION REVIEW COMMITTEE

The Application Review Committee shall oversee the review of applications for certification of Members in keeping with the Membership Guidelines.

(E) EDUCATION COMMITTEE

The Education Committee processes and reviews each application for continuing education units from education providers. They also communicate with other organizations for approval of courses and submission of continuing education units for those who have taken qualifying courses. The Education Committee also reviews and provides CEU codes for the IAABC's educational events and conferences.

ARTICLE 9 – MEETINGS OF DIRECTORS

SECTION 9.1. PLACE OF MEETINGS.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

SECTION 9.2. ANNUAL MEETING.

The annual meeting of the Board, for the election of Officers and the transaction of any other business which may be brought before the meeting, shall take place immediately after the annual election of the Board of Directors.

Immediately after each annual election of Directors, the newly constituted Board shall meet without prior notice for the purposes of organization, election of Officers, and the transaction of other business.

SECTION 9.3. REGULAR MEETINGS.

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

SECTION 9.4. SPECIAL MEETINGS OF THE BOARD.

The President or any two Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Three (3) days notice of any special meeting shall be given to each Director pursuant to Section 11.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

SECTION 9.5. QUORUM.

A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

SECTION 9.6. PARTICIPATION IN MEETINGS.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

SECTION 9.7. ORGANIZATION.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

SECTION 9.8. CONSENT OF DIRECTORS IN LIEU OF MEETING.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary.

ARTICLE 10 – OFFICERS

SECTION 10.1. NUMBER.

The Officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Officers may include one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as the Board may determine by resolution. The same person may hold any number of offices.

SECTION 10.2. QUALIFICATIONS OF OFFICERS.

The Officers shall be natural persons at least 18 years of age and be able to fulfill the requirements as stated in the policy book. Officers must be Directors.

SECTION 10.3. ELECTION AND TERM OF OFFICE.

The Officers of the Corporation shall be elected by the Board at any meeting of the Board for terms of one year. Each Officer shall hold office until (a) the later of the term for which he or she was elected or (b) until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

SECTION 10.4. REMOVAL OF OFFICERS.

The Board may remove any Officer, without assigning any cause, whenever in its judgment the best interests of the Corporation will be served.

SECTION 10.5. RESIGNATIONS.

Any Officer may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

SECTION 10.6. THE PRESIDENT.

The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall chair all meetings of the Board and the Executive Committee. The President shall execute in the name of the Corporation, deed, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

IAABC President Job Description

General Responsibilities

The President is responsible for ensuring that the Board of Directors are aware of and fulfill their governance responsibilities to IAABC; comply with applicable laws and bylaws; and performs other duties as the need arises and/or as defined in the bylaws.

Accountability

The President is accountable to the Board of Directors as specified in the bylaws. The President may delegate specific duties to Board members, Executive Director, and/or committees as appropriate.

Specific Duties

Meetings

The President ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons, the executive director or volunteers to draft meeting agendas and reporting schedules.

The President presides over meetings of the Board of Directors. In this capacity, the President: chairs meetings according to “Robert’s Rules of Order, Newly Revised” for the purposes of encouraging all members to participate in discussion and arrive at decisions in an orderly, timely and democratic manner.

Member Relations

The President ensures that the organization maintains positive and productive relationships with the members and timely and appropriate reporting of Board decisions and actions to members

Board Development

The President ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

SECTION 10.7. VICE PRESIDENTS.

In the absence or disability of the President or when so directed by the President, any Vice President may 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. Each Vice President shall perform such other duties as may be assigned by the Board or the President.

SECTION 10.8. THE SECRETARY.

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation.

The Secretary shall be the custodian of the seal of the Corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or by the President.

SECTION 10.9. ASSISTANT SECRETARIES.

In the absence or disability of the Secretary or when so directed by the Secretary, any Assistant Secretary may perform all the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each Assistant Secretary shall perform such other duties as may be assigned by the Board, the President, or the Secretary.

SECTION 10.10. THE TREASURER.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to

receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf, and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

The President and/or Executive Director, with a majority vote of the Board, may assign all of the above duties to a staff bookkeeper, in which case the Board Treasurer will conduct a monthly review of the organization's accounting with the bookkeeper. The Board Treasurer will then make monthly reports to the Board regarding all accounts and corporate funds and securities.

SECTION 10.11. ASSISTANT TREASURERS.

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the President, or the Treasurer.

SECTION 10.12. COMPENSATION OF OFFICERS.

The compensation of all Officers may be fixed by the Board or any committee or Officer authorized by the Board. No Officer shall be precluded from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE 11 - NOTICE

SECTION 11.1. WRITTEN NOTICE.

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or courier service, charges prepaid, by facsimile transmission, or by email with a request for an acknowledgement of receipt, to his or her address (or to his or her facsimile number or email address) appearing on the books of the Corporation or, in the case of Directors and Members, supplied by him or her to the Corporation for the purposes of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person, or in the case of facsimile or email, when receipt has been confirmed. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

SECTION 11.2. WAIVER BY WRITING.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

SECTION 11.3. WAIVER BY ATTENDANCE.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12 – CONFLICTS OF INTEREST

SECTION 12.1. INTERESTED DIRECTORS AND OFFICERS.

No contract or transaction between the Corporation and one or more of its Members, Directors, or Officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Members,

Directors, or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- (b) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon and the contract or transaction is specifically approved in good faith by a vote of such Members; or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or Members.

Common or interested Directors or Members may be counted in determining the presence of a quorum at a meeting of the Board or Members which authorizes the contract or transaction.

ARTICLE 13 – LIMITATION OF LIABILITY; INSURANCE

SECTION 13.1. LIMITATION OF LIABILITY OF DIRECTORS.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to Federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

SECTION 13.2. INSURANCE.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the

Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 14 – INDEMNIFICATION

SECTION 14.1. REPRESENTATIVE DEFINED.

For purposes of this Article, "representative" means any Director or Officer of the Corporation or a person serving at the request of the Corporation as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

SECTION 14.2. THIRD-PARTY AND DERIVATIVE ACTIONS.

The Corporation shall indemnify any Director, Officer, employee, or agent of the Corporation who was or is a representative of the Corporation and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (including an action or proceeding by or in the right of the Corporation), by reason of the fact that he or she was or is a representative of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Corporation shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

SECTION 14.3. ADVANCING EXPENSES.

The Corporation shall pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in Section 13.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

SECTION 14.4. SUPPLEMENTARY COVERAGE.

The indemnification and advancement of expenses provide by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interests shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

SECTION 14.5. DURATION AND EXTENT OF COVERAGE.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

SECTION 14.6. RELIANCE AND MODIFICATION.

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this

Article shall be in the nature of a contract between the Corporation and the representative.

No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 15 – ANNUAL REPORT

SECTION 15.1. ANNUAL REPORT.

The President and Treasurer shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursement of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

The annual report for the Board shall be filed with the minutes of the annual meetings of the Members.

ARTICLE 16 – TRANSACTION OF BUSINESS

SECTION 16.1. REAL PROPERTY.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if there are twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient.

SECTION 16.2. NEGOTIABLE INSTRUMENTS.

All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers or Staff as the Board may designate.

ARTICLE 17 – CORPORATE RECORDS

SECTION 17.1. CORPORATE RECORDS.

The Corporation shall keep (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary, and (c) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

ARTICLE 18 – AMENDMENTS

SECTION 18.1. AMENDMENTS.

Unless otherwise required by the Act, at any meeting of the Directors, for which notice of such purpose was given, the Bylaws of the Corporation may be amended by the vote of two thirds (2/3) of the Board.

Dated May 21, 2008

Revised February 13th, 2012.

Revised October 2016