



**ACADEMY
OF
VETERINARY SURGICAL
TECHNICIANS
BYLAWS**

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ACADEMY of VETERINARY SURGICAL TECHNICIANS BYLAWS

Article I Name and Purpose

SECTION 1: NAME

The name of this corporation is Academy of Veterinary Surgical Technicians, a non-profit, non-stock membership based organization, organized under the laws of the State of Michigan in August 2009.

SECTION 2: PURPOSE

This Corporation is organized and is to be operated exclusively to continue the training and competency of those engaged in the profession and/or education of persons in the field of veterinary technology and veterinary surgery and to promote research in such area within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of any private individual; no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office within these limitations:

- A. The Corporation shall engage in and conduct the business of providing services without discrimination against any individual on the basis of race, sex, color, religious affiliation, sexual preference or national or ethnic origin.
- B. The Corporation shall aim to provide individual and group instruction by teachers or other qualified professionals that focus on educating, training and qualifying of veterinary surgical technicians.
- C. The Corporation shall establish requirements for recognition as a Veterinary Technician Specialist (Surgery).
- D. The Corporation may lease and by gift, device or purchase, own and operate real estate for the accomplishment of such purpose.
- E. The Corporation may exercise any and all power that a non-profit, non-stock Corporation organized under the laws of the State of Michigan for these purposes is authorized to exercise.
- F. The Corporation upon dissolution or termination, shall distribute all of its remaining assets and property, after all necessary expenses have been paid, to the National Association of Veterinary Technicians of America or other organizations which shall qualify under the applicable section of the Internal Revenue Code of 1986, as amended and the regulations as the same now exist or as they may be amended from time to time.
- G. The Corporation shall not, as a substantial part of its activities, engage in any activities that are not in themselves in furtherance of one or more of its purposes.
- H. The Corporation will not confer or bestow any credit, degree or diploma.
- I. The Corporation shall carry on only activities permitted to be carried on:
 1. By a corporation exempt under Federal income tax under the Internal Revenue Code on 2001 as amended or;
 2. By a corporation, contributions to which are deductible under Internal Revenue Code of 2001, as amended

Article II Membership

SECTION 1 DEFINITION

A member of the Academy of Veterinary Surgical Technicians (aka “AVST” or “the Academy”) shall be a person who has fulfilled all the requirements as stated in the Constitution and Bylaws and who has been accepted for membership by the Executive Board. The Membership of the Academy shall consist of Charter, Active, Inactive, Retired and Honorary Members. Voting members shall be those in the Charter, Active, and Retired categories. Dues paying members shall be those in the Active and Inactive categories.

SECTION 2 QUALIFICATIONS

All members, except Retired and Honorary, must have the following general qualifications:

- A. Be a graduate of an accredited veterinary technology program or equivalent and/or are credentialed as a veterinary technician by a state.
- B. Maintain current dues as set forth in the Bylaws.
- C. Re-certify every five years if so directed by the Executive Board

SECTION 3 CHARTER MEMBERS

Members of the Organizing Committee qualify as Charter members by meeting all of the following requirements as stated by the National Association of Veterinary Technicians in America (NAVTA) for their Committee on Veterinary Technician Specialties (CVTS). Charter members shall:

- A. Meet the above stated general requirements
- B. Have been practicing as a veterinary technician with a surgical specialty for at least seven years.
- C. Devote at least seventy-five percent of his/her time to veterinary surgery
- D. Be a member in good standing of NAVTA.
- E. Have qualifications exceeding those necessary for candidates taking the initial qualifying exam
- F. Have Veterinary Technician Specialist (Surgery) status granted to Organizing Committee (OC) members by a vote of the OC after this Academy's first examination has been administered.
- G. Be granted all rights and responsibilities of an Active membership.

SECTION 4 ACTIVE MEMBERS

Active Members shall:

- A. Have fulfilled the training requirements as approved by the Executive Board of the AVST
- B. Passed an examination administered by the AVST.
- C. Have the right to vote at meetings, elect officers and directors
- D. Be permitted to use the VTS (Surgery) designation.
- E. Be entitled to be an Officer or Member-at-Large of the Executive Board.

SECTION 5 INACTIVE MEMBERS

Only Active members in good standing may become Inactive Members. Inactive membership is intended for those members that need a medical leave of absence or other extenuating circumstance until which time an Active membership can be resumed. Active Members, who are current in their dues, may apply for Inactive status. They shall:

- A. Make written application to the Board and be approved to obtain Inactive status
- B. Pay fifty percent of Active membership dues
- C. Have no voting privileges
- D. Not hold office nor serve on any committees, nor delegate themselves VTS (Surgery)
- E. Make written application to the Board and be approved for return to Active status
- F. Upon Board approval and paying one year's active membership dues; be returned to Active membership status and have all the rights and privileges of an Active member.

SECTION 6 RETIRED MEMBERS

Retired members shall:

- A. Make written application to the Executive Board to obtain Retirement status

- B. Have reached the age of 65 or be documented as retiring at an earlier age
- C. No longer be actively engaged in practicing veterinary medicine
- D. Pay no dues
- E. Not hold office but may serve on committees
- F. Have all voting rights afforded an Active member

SECTION 7 HONORARY MEMBERS

Honorary members shall:

- A. Be an individual having made major contributions to the advancement of technicians in the field of veterinary surgery
- B. Be nominated, in writing, to the Executive Board by two AVST members in good standing
- C. By a two-thirds vote of the voting members of the Academy present be elected to Honorary membership status
- D. Pay no dues, may not hold office and have no voting privileges
- E. Not hold the VTS (Surgery) designation

SECTION 8: CERTIFICATION

A certificate, suitable for framing, shall be issued once to all Active and Honorary members.

Article III Applicant Requirements

SECTION 1 EXPERIENCE

- A. Have a minimum of at least 3 years with 6,000 hours of experience as a credentialed veterinary technician in the field of veterinary surgery.
- B. All experience must be completed within five years prior to the application.
- C. Spend at least 75% of his/her time performing duties related to veterinary surgery.
- D. Veterinary surgery includes the advanced knowledge of surgical procedures and instrumentation (including instrument identification and care), proper sterilization techniques, principles of infection control, aseptic techniques, perioperative patient care, physical rehabilitation and a thorough knowledge of the anatomy and pathophysiology of animals.
- E. Surgery is defined as the branch of medicine that deals with the diagnosis and treatment of injury, deformity and disease by manual and instrumental means. A procedure is considered surgical when it involves cutting of tissues or closure of a previously sustained wound. A surgical procedure may include elective, emergency, reconstructive, transplantation, replantation, cosmetic or minimally invasive procedures such as endoscopy, laparoscopy and laser surgery.

SECTION 2 CONTINUING EDUCATION

- A. A minimum of 40 hours of continuing education (CE) in surgery and related specialties completed within five years prior to application
- B. CE must be obtained after becoming a credentialed/graduate veterinary technician
- C. Proof of attendance is required
- D. CE provider must be a member of veterinary specialty Academy or College
- E. No more that 50% (20 hours) of in-house or online combined CE is accepted

SECTION 3 DOCUMENTATION

- A. Provide documentary evidence of advanced competence in surgery through clinical experience
- B. Completion of the provided current AVST Advanced Surgical Skills Form. The skills form documents those surgery related skills that have been mastered by the candidate and are necessary to participate in veterinary surgery at an advanced level.
- C. Case log is maintained for 1 year immediately prior to the application submission deadline. A minimum of fifty cases must be recorded. Case log entries reflect advanced knowledge of the management of surgical cases and show mastery of advanced surgical nursing skills.

- D. Four in-depth case reports selected from the case log demonstrating expertise in the nursing management of a variety of surgical veterinary patients.
- E. Two letters of recommendation are required. One of the letters of recommendation must come from a VTS (Surgery), or a Diplomate of the American or European College of Veterinary Surgeons. Note: Until there are sufficient numbers VTS (Surgery) technicians, letters of recommendation will be accepted from a VTS of any specialty. The second letter of recommendation must come from the candidate's supervising veterinarian.

SECTION 4 EXAMINATION

Candidate must pass the VTS (Surgery) credentialing examination given by the Academy.

SECTION 5 APPROVAL

Candidate must be accepted for VTS (Surgery) status and Active membership in the Academy by a majority of the Executive Board.

Article IV Executive Board

SECTION 1 MEMBERS AND RESPONSIBILITY

The Executive Board (aka "the Board") includes the Past President, President, President-elect, Secretary, Treasurer and four (4) Members-at-Large. Members shall:

- A. Attend the meetings of the Academy as defined by the Constitution and Bylaws
- B. Vote in all decisions of the Executive Board and Academy unless otherwise prohibited
- C. Provide a year-end report to the Secretary
- D. Turn over all funds, properties and records of their office to the incoming officer/director at the end of their term
- E. Serve without compensation, but may be reimbursed for direct expenses, as agreed upon by a vote of a quorum of the Board
- F. Serve a term of office shall equal to the membership year
- G. Perform other duties, not defined, as determined by the Board

SECTION 2 DUTIES OF THE EXECUTIVE BOARD

- A. President shall:
 - 1. Assume the office of President following his/her term as President-elect.
 - 2. Only vote during Executive Board and Academy decisions in the case of a tie
 - 3. Provide mentorship for the office of President-elect
 - 4. Provide leadership to the Academy and represent the Academy at all functions where a presence is indicated
 - 5. Preside over all meetings of the Academy and Executive Board
 - 6. Appoint, on approval of the Board, all Chairs of Standing and Ad-Hoc committees and temporary officers/directors to fill vacancies
 - 7. Oversee the activities of all standing and ad-hoc committee
 - 8. Act as Chairman of the Board and be the Chief Executive Officer of the Corporation
 - 9. Have the authorization to sign checks in the absence of the treasurer
- B. President-elect shall:
 - 1. Assume the office of President following his/her term as President-elect.
 - 2. In the absence of the president, preside over meetings of the Academy/Executive Board
 - 3. Assume the duties of the office of President in case of the president's resignation or removal from office
 - 4. Actively prepare for the leadership responsibilities that will be assumed at the end of his/her term
- C. Secretary shall:

1. Record and maintain all minutes of the Academy and Board
 2. Maintain all minutes of the AVST committees
 3. Maintain current membership lists
 4. Assure that all filings to state and federal authorities are made in a timely manner
 5. Assist the Chair of the Nominations and Elections Committee as needed
 6. Handle the correspondence of the Academy
 7. Prepare and submit all required documents to the CVTS
- D. Treasurer shall:
1. Oversee the financial matters of the Academy including the collection of dues
 2. Set up a bank account including checking, savings and corporate credit cards
 3. Have the authorization to sign checks
 4. With the assistance of the Development and Finance Committee, prepare a mid-year and year-end financial report for the Board and the membership
 5. Prepare a budget for the upcoming fiscal year
 6. Facilitate annual accounting review and/or audit of the financial records of the Academy
 7. At the annual meeting, make a recommendation to the Board on the amount of all dues and fees for the following year
- E. Past President shall:
1. Assume the office of Past President following his/her term as President.
 2. Assist and advise the President as requested
 3. Represent the Academy at functions, where an AVST presence is needed in the absence of the President
 4. Serve as official liaison to the American College of Veterinary Surgeons (ACVS)
- F. Members-at-Large shall:
1. Execute the directives of the officers of the Board
 2. Assist in the formation of and be advisors to committees within the Academy
 3. Shall be elected by a quorum of votes from the active membership of the AVST
 4. Be ambassadors of the Academy and help promote the Academy at the annual meeting and to the general public
 5. Help to maintain good relations with other organizations within the field of veterinary medicine.
 6. Serve as an audit committee for the office of the Treasurer unless also serving on the Finance/Development committee thus creating a conflict of interest
 7. Serve on any committee as appointed by the President

SECTION 3 ELECTION AND TERMS OF OFFICERS/DIRECTORS

- A. Elected officers include the President (elected first year **only** as the President series is a progressive three year term of President-elect, President and Past President), President-elect, Treasurer and Secretary. There will be no Past President during the first official year as the Academy of Veterinary Surgical Technicians. Elected directors include the Members-at-Large. The first official year begins after the first candidates have passed the qualifying exam.
- B. The term for the President series is 3 consecutive years (except for the term of the 1st President which will be 2 years.)
- C. The term of the Treasurer is 2 years.
- D. The term of the Secretary is 1 year for the first year then 2 years thereafter to be elected in opposite years of the Treasurer.
- E. The initial terms for the Members-at-Large shall be staggered with two at 2 years and two at 3 years. After the initial term, the Members-at-Large positions shall be 3 years with elections occurring as terms expire.
- F. Officers of the Academy will be elected by simple majority of the members voting in the general election.

SECTION 4 TERM LIMITS

There are no limits as to how many terms an officer/director can serve in any position on the Board.

SECTION 5 VACANCY OF OFFICE

- A. If a vacancy occurs within the Executive Board, the President, with the approval of the Board, shall appoint an Active member to serve as interim officer/director until the position can be filled via the next general election.
- B. If the President cannot fulfill his/her duties, the President-elect shall assume the responsibilities of the office.

SECTION 6 RESIGNATION PROCESS

- A. Any member of the Board who wishes to resign their position must notify the President in writing/electronically at least thirty (30) days prior to the resignation.
- B. The President must notify the Board of his/her recommended appointee to fill the vacant position thirty (30) days prior to the next Executive Board meeting. The President's appointee shall be approved or disapproved by a simple majority vote of the Executive Board members present.
- C. Resignation of the President must be made to the President-elect. It is President-elect's duty to notify the rest of the Board. The President-elect position will then remain vacant until the next general election.

SECTION 7 REMOVAL FROM OFFICE

- A. Any Board member missing three (3) consecutive board meetings will be removed from his/her office unless extenuating circumstances have been approved by consensus of the remaining members of the Board.
- B. Failure to disclose a conflict of interest, failure to exercise the duties of office, or any breach of confidentiality may be grounds for removal from office.
- C. Removal of an officer/director of the Board will be by a 2/3 majority of the remaining Board members.
- D. Notification will be made by certified mail.

SECTION 8 VOTING

- A. All members of the Executive Board shall have one vote, save the President. The President shall have the tie-breaking vote if needed.
- B. Meetings are governed by the latest edition of *Roberts Rules of Order, Revised*.

Article V Committees

SECTION 1 STANDING COMMITTEES

The Academy shall have the following standing committees: Nominations/Elections, Credentials, Examination, Appeals, Recertification, Program, and Development/Finance. Chairs and committee members shall be appointed by the President as stated in the Constitution and Bylaws of the Academy.

SECTION 2 AD HOC COMMITTEES

The Academy shall create ad hoc committees on an as needed basis.

SECTION 3 NOMINATIONS/ELECTIONS

- A. Nominations will be solicited in September of each year by the committee Chair. This will be an active process. All members are encouraged to submit names for consideration.
- B. A job description will be provided to each intended nominee.
- C. All nominations will be reviewed and potential candidates will be interviewed by the Chair or his/her appointee prior to placing the candidates name on the ballot. At least one qualified member for each position will be advanced to the membership.

- D. If no opponents are present within a nominated slate of officers, the nominated slate of officers/directors may become the elected slate of officers/directors by acclamation.
- E. If more than one candidate for an office is placed on the ballot, then elections will be held during November of each year. In the case of a tie, the Chair will cast the deciding vote.
- F. The committee may determine if mail or secure internet balloting will be utilized for the election.
- G. Ballots must be sent, either paper or electronic, to all eligible, voting members of the Academy.
- H. Newly elected officers/directors will be announced in December of each year.
- I. The Chair will determine the size of the committee

SECTION 4 CREDENTIALS COMMITTEE

- A. The makeup of the committee will be the Chair and three (3) members. The Chair and members are appointed for three (3) year terms except the first year. In the first year, one member will have a one (1) year term, another will have a two (2) year term and the third will have a three (3) year term; the Chair will serve a full three year term.
- B. Duties of the committee:
 - 1. Determine the content of application and credentials packets according to the Bylaws
 - 2. Annually review and update all forms, procedures and contents of said packets
 - 3. Ensure that a mechanism is in place to provide packets to any interested parties.
 - 4. Set deadlines for application submission.
 - 5. Evaluate and certify the eligibility of applicants
 - 6. Notify all eligible applicants and forward list of candidates to President and Examination Committee Chair
 - 7. Notify all ineligible applicants and the President with a detailed explanation of why the applicant is ineligible
 - 8. Work with the Program committee on educational and training standards.
 - 9. Set fees for credentialing review along with the Treasurer
 - 10. Perform other duties as assigned by the Executive Board.

SECTION 5 EXAMINATION COMMITTEE

- A. The makeup of the committee will be the President-elect, serving as Chair and four (4) members. Members are appointed for four (4) year terms except the 1st year. In the first year, one member will have a one (1) year term, another will have a two (2) year term, the third will have a three (3) year term and the fourth will have a four (4) year term.
- B. Duties of the committee:
 - 1. With the guidance of testing professionals, establish the framework for the examination and review this framework at recommended intervals but at least every five (5) years
 - 2. Maintain a bank of exam questions, actively soliciting items on an annual basis
 - 3. Prepare an examination for administration using sound psychometric principles
 - 4. Offer an exam on an annual basis within 3 years of provisional recognition.
 - 5. Ensure that general information is provided to all eligible candidates on content, type, time and location of examination.
 - 6. Administer the examination and provide proctors and monitors
 - 7. Grade the examination. The passing score and the method of establishing the passing score will be established by the Exam Committee with the approval of the Executive Board.
 - 8. Report results of examination and proposed passing point to the President.
 - 9. Notify all examinees of their examination results.
 - 10. Provide unsuccessful examinees with a written summary of area(s) of deficiency
 - 11. Set fees for examination along with the treasurer
 - 12. Other duties as assigned by the Executive Board.

SECTION 6 APPEALS COMMITTEE

- A. The committee will be activated on an as needed basis, as determined by the President.

- B. The makeup of the committee will be the Past President and two (2) Board Members-at-Large.
- C. All decisions of the Appeals Committee are final.
- D. Duties of the committee are:
 1. Review all credentialing appeals within 60 days and rule on the status of the claim.
 2. Review all examination appeals within 60 days and rule on the status of the claim.
 3. Review all membership appeals within 60 days and rule on the status of the claim.

SECTION 7 RECERTIFICATION COMMITTEE

- A. The committee will be activated when dictated by age of the Academy.
- B. All members, except Retired and Honorary, are subject to a recertification program if so directed by the Executive Board.

SECTION 8 PROGRAM COMMITTEE

- A. The Chair will determine the size of the committee
- B. Members will serve a two (2) year term
- C. Duties of the committee are:
 1. Coordinate continuing education, publication, and research endeavors of the Academy.
 2. Provide support to and coordinate efforts with the ACVS Symposium Committee
 3. Oversee the timely publication of proceedings generated from Academy programs
 4. Develop and maintain a presence on the internet.

SECTION 9 DEVELOPMENT/FINANCE COMMITTEE

- A. The Treasurer will Chair the committee.
- B. The Chair of the committee will determine the makeup of the committee. Members are appointed for two (2) year terms.
- C. Duties of the committee are:
 1. Prepare an annual budget and submit it to the Executive Board for review and approval
 2. Advise the Executive Board on dues, fees, expenditures, continuing education costs and other fiscal matters of the Academy
 3. Mediate all requests for refunds of dues or fees
 4. Solicit funds for the operating needs of the Academy

Article VI Academy Meetings

SECTION 1 MEETING CONDUCT

All meetings of the Executive Board, Academy and its committees shall conduct business consistent with the Constitution and Bylaws of the Academy and follow the procedures set forth in the current edition of *Roberts Rules of Order, Revised*.

SECTION 2 ANNUAL BUSINESS MEETING

- A. The Academy shall hold an annual business meeting during the ACVS Veterinary Symposium or at such time and place as to be announced by the President. The Secretary shall send written/electronic notification of the Annual Meeting to the members thirty (30) days in advance.
- B. Board members shall review the agenda prior to the meeting
- C. Board members unable to attend must send prior written/electronic notification to the President
- D. A quorum shall consist of the members present that are eligible to vote
- E. All are welcome to attend, however only members of the Academy may hold the floor and vote.

SECTION 3 EXECUTIVE BOARD MEETINGS

- A. The Executive Board must meet, at minimum, quarterly during January, April, June and September or at such time as to be announced by the President. The Executive Board may hold meetings on an Internet chat room or other electronic media on a date approved by the Board
- B. The Board members shall receive the agenda prior to the meeting
- C. Board members unable to attend must send prior written/electronic notification to the President

- D. A quorum of 51% of Executive Board members shall be required to conduct business
- E. Decisions are decided by a simple majority
- F. Special meetings of the Executive Board may be called by the Academy Officers at any time when situations warrant such a meeting. Written/electronic notification of a minimum of seven (7) days shall be given. If a quorum cannot be met, the special meeting will be cancelled.

SECTION 4: ELECTRONIC MEETINGS

Members may participate in a meeting through use of a conference telephone or by computer equipment by which all persons participating in the meeting can hear each other or see each others written contributions to the meeting, provided that all participants in the meeting are advised of the use of such equipment and that the names of all participants in the conference are disclosed to all the participants.

Article VII Dues, Fees, Fiscal Matters

SECTION 1 DUES

- A. Upon recommendation of the Development/Finance Committee chaired by the Treasurer, and by vote of the Executive Board, all dues of the Academy for the upcoming year will be established at the annual business meeting.
- B. All members, except Honorary and Retired, must pay annual dues in a timely fashion, as determined by the Executive Board, to remain a member of the Academy.
- C. The dues year shall run from January 1st to December 31st.
- D. Members whose dues have not been paid within thirty days of the due date shall be contacted by certified mail and be given thirty days to pay.
- E. Failure to do so shall result in expulsion from the Academy.
- F. Reinstatement of membership status will be granted upon receiving all back dues and completion of all requirements of the Academy.

SECTION 2 FEES

Upon recommendation of the Development and Finance Committee chaired by the Treasurer, and by vote of the Executive Board, all fees of the Academy for the upcoming year will be established at the annual business meeting. Fees are payable at the time of services rendered.

SECTION 3 REFUNDS

All dues and fees of the Academy are non-refundable, except by recommendation of the Development and Finance Committee and approval of the Executive Board.

Article VIII Indemnification of Officers

SECTION 1: EXPENSES, JUDGEMENTS, FINES, SETTLEMENTS, PLEAS OF NOLO CONTENDERE, GENERAL

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending, or completed action, suit, or other proceeding whether civil, criminal, administrative, or investigative, and whether formal or informal, (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, , or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise (whether for profit or not), against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit, or proceeding judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent does not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the

best interest of the Corporation or its shareholders and with respect to a criminal action or proceeding had reasonable grounds to believe his or her conduct was unlawful.

SECTION 2: EXPENSES INCURRED IN DEFENSE OF SETTLEMENT OF LITIGATION BY OR IN THE RIGHT OF THE CORPORATION

The Corporation shall indemnify any person who was or is, or is threatened to be made, a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she was a director, officer or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise (whether for profit or not), against expenses, including actual and reasonable attorney's fees and amounts paid in settlement incurred by the person in connection with the action or the suit, if the persons acted in good faith and in a manner that person reasonably believed to be in, or not opposed to, the best interests of the Corporation or its shareholders. Indemnification, however, shall not be made for a claim, issue, or matter in which the person to be indemnified has been found liable to the Corporation, unless, and only to the extent the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably, entitled to indemnification for the expenses which the court considered proper.

SECTION 3: SUCCESS ON MERITS IN DEFENSE OF LITIGATION

- A. To the extent that a director, officer or agent of the Corporation has been successful on the merits or otherwise in the defense of an action, suit, or proceeding referred to in Section 1 or 2 above, or in defense of a claim, issue, or matter in the action, suit, or proceeding, he or she shall be indemnified against expense, including actual and reasonable attorney's fee, incurred by him or her in connection with the action, suit or proceeding, and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this subsection.
- B. An indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. This determination shall be made in any of the following ways:
 1. By a majority vote of a quorum of the Executive Board consisting of directors who were not parties to the action, suit, or proceeding.
 2. If the quorum described in Subdivision 1 above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action consisting of not less than two disinterested directors.
 3. By independent legal counsel in a written opinion.
 4. By the members.
- C. If a person is entitled to indemnification under Section 1 or 2 above for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 4: PAYMENT OF EXPENSES IN ADVANCE OF FINAL DISPOSITION OF PROCEEDINGS

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but not be secured

SECTION 5: EXTENT OF INDEMNIFICATION

- A. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person may be entitled under the Articles of Incorporation or a contractual agreement. The total amount of expenses advanced or indemnified from all sources combined, however, shall not exceed the amount of actual expenses incurred by the person.
- B. The indemnification provided for in the Article shall continue as to a person who ceases to be a director, officer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

SECTION 6 INSURANCE, CONTRACTS AND FUNDING

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, 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 the Corporation would have had the power to indemnify him or her against such liability under the provisions of the Section.

Article IX Severability

SECTION 1 SEVERABILITY

Each of the provisions of these Bylaws shall be considered a separate and severable provision so that if any provision is deemed or declared to be invalid or unenforceable, such determination shall have no effect on the validity or enforceability of any of the other provisions.

SECTION 2 PREEMPTION OF LAWS

If a State or Federal law invalidates any provisions of these Bylaws, requires more notice than provided or creates rights and procedures not provided or inconsistent; the law shall be applied and preempt these Bylaws to that extent, all other provisions of the Bylaws shall continue in full force and effect.

Article X Authorization

SECTION 1 CONTRACTS

The Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

SECTION 2 LOANS TO THE ACADEMY

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

SECTION 3 LOANS TO OFFICERS

The Academy may not lend money to or guarantee the obligation of an Officer unless approved by a majority of the votes represented by all members entitled to vote thereon, excluding the votes of the benefited Officer. The Board may determine that the loan or guarantee benefits the corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees.

SECTION 4 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer(s) or agent(s) of the Academy and in such manner as is from time to time determined by resolution of the Board.

SECTION 5 DEPOSITS

All funds of the Academy, not otherwise employed, shall be deposited from time to time to the credit of the Academy in such banks, trust companies or other depositories as the Board may select.

Article XI Amendments

SECTION 1: BY EXECUTIVE BOARD

The Executive Board may, at any meeting, amend, alter or repeal any of these Bylaws by the affirmative vote of the majority of the number of directors then constituting the whole Board, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, or by unanimous vote of all the directors without such notice.

SECTION 2: BY MEMBERS

The members may, at any meeting, amend, alter or repeal any of these Bylaws by the affirmative vote of the majority of the members constituting a quorum, provided the substance of the proposed member shall have been stated in the notice of the meeting or by unanimous vote of all the directors without such notice.

The foregoing Bylaws were adopted by the Executive Board of the Academy on December 28, 2008 and amended June 2009 and December 2010.