

**AMENDED AND RESTATED BYLAWS OF
INTERNATIONAL ASSOCIATION OF CANINE PROFESSIONALS INC.**

These Amended and Restated Bylaws (the "Bylaws") of **THE INTERNATIONAL ASSOCIATION OF CANINE PROFESSIONALS INC.**, a Texas nonprofit corporation, are executed as of this 28th day of September, 2020 (the "Effective Date"). The Bylaws may be adopted, amended or repealed only by approval of a majority of the Board of Directors after an approval vote by Professional Members at the Annual General Meeting, extraordinary General Meetings or by electronic or postal ballot of the Professional Members. All changes must be agreed on by majority vote of the membership and Board of Directors and implemented by the Board of Directors. Procedures for processing changes are to be in accordance with Article 13 of these Bylaws. These Bylaws may have been amended from time to time, and this Amended and Restated Bylaws shall supersede and replace all prior versions of the Bylaws as of the Effective Date.

**ARTICLE 1
NAME AND OFFICES**

- 1.1 **Name.** This Corporation shall be known as the **INTERNATIONAL ASSOCIATION OF CANINE PROFESSIONALS INC.** Hereinafter referred to as the "Corporation".
- 1.2 **Principal Office.** The principal office of the Corporation shall be located at 201 Riverview Drive, Lampasas, TX 76550 . The Board of Directors of the Corporation (hereinafter referred to as the "Board of Directors" or "Board") is hereby granted full power and authority to change the said principal office from one location to another both within and without said State or County.
- 1.3 **Purpose.**
- a) The specific purpose of the Corporation is to maintain the highest standards of professional and business practice among canine professionals. The aim is to provide support and representation for all professional occupations involved with any aspect of canine management, health, training, and husbandry.
 - b) This Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Corporation shall conform to the organizational and operational requirements imposed upon corporations described in Section 501(c) (6) of the Internal Revenue Code. This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.
 - c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue code, or the corresponding section of any future federal tax code.

- d) The property of this Corporation is irrevocably dedicated to advancing canine professionals and educational purposes, and no part of the net income or assets of this Corporation shall insure to the benefit of any Director, Officer or Member thereof or to the benefit of any private person. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the Principal Office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 2 **DIRECTORS**

2.1 **Powers.** Subject to the limitations stated in the Articles, these Bylaws and the Texas Non-Profit Corporation Act (hereinafter “Non-Profit Corporation Law”), and subject to the duties of Directors as prescribed by the Non-Profit Corporation Law, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no power as such. Subject to any limitations contained in the articles or Bylaws and to compliance with other provisions of this division and any other applicable laws, the Directors of the Corporation, in carrying out its activities, shall have all of the powers of a natural person, including, without limitation, the power to:

- A) Adopt, use, and at will alter a corporate seal, but failure to affix a seal does not affect the validity of any instrument.
- B) Adopt, amend, and repeal Bylaws.
- C) Qualify to conduct its activities in any other state, territory, dependency or foreign country.
- D) Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own bonds, debentures, notes and debt securities.
- E) Issue memberships.
- F) Levy dues, assessments, and admission fees.
- G) Make donations for public and/or animal welfare or for community funds, hospital, and charitable, educational, scientific, civic or similar purposes.
- H) Assume obligations, enter into contracts, including contracts of guarantee or surety ship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.
- I) Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others.
- J) Carry on a business at a profit and apply any profit that results from the business activity

to any activity in which it may lawfully engage.

2.2 Number of Directors. The authorized number of Directors of the Corporation shall be not less than six (6) no more than ten (10). No more than Six (6) Directors will be elected by the Board of Directors. No more than Four (4) Directors will be elected by the Membership.

2.3 Individual Duties of a Director. The individual responsibilities of a Board member shall be to:

- A) Attend Board and Committee meetings and functions or special events. Allow the Board to determine if all Board members are necessary to attend a meeting or event when the event is out of the continent of residence for any Board member(s) and which Board Members or Officers are necessary to attend the event or meeting. This would be a majority vote on determination.
- B) Be informed about the Organization's mission, services, policies, and programs.
- C) Review agenda and supporting materials prior to Board and Committee meetings.
- D) Serve on Committees and offer to take on special assignments.
- E) Make a personal financial and time contribution to the Organization.
- F) Inform Members and outside bodies about the Organization.
- G) Suggest possible secondments to the Board that can make significant contributions to the work of the Board and the Organization.

Board Members shall be aware that the State may have statutes adopting some variation of these duties, which would be used in court to determine whether a Board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

2.4 Conflicts of Interest. Directors to the Board shall declare any potential conflicts of interest upon taking Office or in the event of decisions on the Corporation's activities, which could be affected by a conflict of interest. These conflicts shall be reflected in the meeting minutes of the Corporation and the Directors action noted. Any duties and liabilities set forth in this article shall apply without regard to whether a director is compensated by the Corporation.

2.5 Election, Term of Office and Qualifications. New Directors shall be appointed to the Board by the President following an election for vacant positions. The specific number of Directors authorized by section 2.2 shall be as determined by resolution of the Board of Directors. Directors elected by the Board shall serve three-year terms. Membership Directors to the Board shall serve a two-year term. All Directors shall serve until their successors are duly elected, or until their earlier effective resignation or removal.

2.6 Election Procedures. Election procedure for Membership Directors of the Board shall be:

- A) Nominations of candidates begin 120 days prior to the close of the ballot.
- B) Nominations close and announcement of candidates 60 days prior to the close of the ballot.
- C) Ballot papers to be posted electronically or mailed to fully paid Professional Members 45 days prior to the close of the ballot.
- D) Upon posting of the ballot papers to Members the election will be deemed to be in progress.
- E) Independent tellers not affiliated to the Corporation shall receive, store, count, record and prepare a report on the election balloting.
- F) Ballot closes on date and time specified, any ballot papers postmarked after the close of the ballot will be declared null and void.

- G) Election results shall be announced within 30 days of the close of the ballot.

2.7 Election Regulations

- A) The Election procedure and ballot for Membership Directors of the Board of the Corporations shall not be terminated for any reason other than a legal irregularity or point of order, which has resulted from the violation of Corporation Bylaws and procedures.
- B) In any election of Membership Directors, any form of proxy or written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.
- C) As to Membership Directors elected by members, there shall be available to the members' reasonable nomination and election procedures given the nature, size and operations of the Corporation.
- D) No nominations for the Board can be made after the date set for the close of nominations.
- E) If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure which allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among the nominees.
- F) A nominee shall have a reasonable opportunity to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- G) If after the close of nominations, the number of people nominated for the Board is not more than the number of Directors to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected.
- H) The Corporation shall provide that where it distributes any written election material soliciting a vote for any nominee for Director at the Corporation's expense, it shall make available, at the Corporation's expense to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.
- I) The Corporation shall provide that upon written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the Corporation shall within 10 business days after such request (provided payment has been made) mail to all Members, or such portion of them as the nominee may reasonably specify, any material, which the nominee may furnish and which is reasonably related to the election, unless the Corporation within five business days after the request allows the nominee, at the Corporation's option, the right to inspect and copy the records of all the members names, addresses and voting rights.
- J) Neither the Corporation, nor its agents, officers, directors, or employees, may be held criminally liable, liable for any negligence (active or passive) or otherwise liable for damages to any person on account of any material which is supplied by a nominee for director and which it mails or publishes in procedures intended to comply with the Bylaws, but the nominee on whose behalf such material was published or mailed shall be liable and shall indemnify and hold the Corporation, its agents, officers, directors and employees and each of them harmless from all demands, costs, including reasonable legal fees and expenses, claims, damages and causes of action arising out of such material or any such mailing or publication.
- K) Nothing in this section shall prevent the Corporation or any of its agents, officers, directors, or employees from seeking a court order providing that the Corporation need not mail or publish material tendered by or on behalf of a nominee under this article on the ground the material will expose the moving party to liability.
- L) Without authorization of the Board, no corporate funds may be expended to support a nominee for Director after there are more people nominated for Director than can be

- elected.
- M) An action challenging the validity of any election, appointment or removal of a Director or Directors must be commenced within (90) calendar days after the election, appointment or removal. If no such action is commenced, in the absence of fraud, any election, appointment or removal of a Director is conclusively presumed valid (90) calendar days thereafter.
- 2.8 Resignation. Any Director may resign at any time by giving written notice of such resignation to the President, the Secretary or the Board of Directors of the Corporation. Such resignation shall take effect at the time specified in the notice; provided however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified. Except upon notice to the Attorney General, no director may resign where the Corporation would be left without a duly elected director or directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.
- 2.9 Removal. No Director may be removed from the Board without due cause. A Membership Director may be removed from office by a vote of no confidence from the Professional Membership. This vote may be brought at the Annual General Meeting (AGM), an Extraordinary AGM or by electronic or postal ballot. Any Director may be removed from office where there is evidence of due cause by a two-thirds (2/3rd) vote by the active members of the Board of Directors. Due cause for removal of a Director may include, without limitation, absence at three consecutive Board meetings. If a Director is removed from office by the Board, the membership must be notified in an appropriate form or manner as determined by the Board within fifteen (15) calendar days of this action. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.
- 2.10 Vacancies. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of Directors is increased. Vacancies on the Board of Directors may be filled by calling a mid-term election or by the Board appointing a member to fill the vacancy for the duration of the term. The term of a Director so elected shall be the unexpired portion of the term of the Director being replaced. Secondments of members to the Board can be made by the Directors to meet specific needs of the Board and provide advisory services. The secondments shall not have voting rights on the Board.
- 2.11 Organizational Meeting. Immediately after the annual appointment of the Board of Directors, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business. One month's notice of such a meeting needs to be given.
- 2.12 Other Regular Meetings. The Board of Directors may provide by resolution the time and place for holding of regular meetings of the Board of Directors, provided however that if the date so designated falls upon a legal holiday, then the meeting shall be held at the same time and place on the next succeeding day which is not a legal holiday. One month's notice of such regular meetings of the Board of Directors need to be given.
- 2.13 Calling Meetings. Regular or special meetings of the Board of Directors shall be held whenever called by the President, Secretary or any two Directors of the Corporation. Seven days' notice by mail needs to be given or three days' notice by telephone or electronic means. There will be a minimum of two meetings per year.
- 2.14 Place of Meeting. Meetings of the Board of Directors shall be held at any place which may be

designated in the notice of the meeting, or, if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

- 2.15 Telephonic Meetings. Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone, electronic video screen or other communications equipment, so long as all members participating in such communication meeting can hear one another. Participation in a meeting pursuant to this Section 2.11 constitutes presence in person at that meeting if all of the following apply:
- A) Each member participating in the meeting can communicate with all of the other members concurrently.
 - B) Each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation.
 - C) The Corporation adopts and implements some means of verifying both of the following:
 - i. A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board of Directors' meeting.
 - ii. All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.
- 2.16 Notice of Special Meetings. Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each Director or sent to each Director by first class mail, telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means or any other means of written communication. In case such notice is sent by mail, it shall be deposited in the United States mail at least seven (7) days prior to the time of the holding of the meeting. For purposes of determining whether such seven (7) day requirement has been satisfied, the day of the meeting and the day notice is given shall each be counted as one (1) full day regardless of the time of the day the meeting is held or the notice is given. Each notice shall be deemed given to a director when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States post office department and addressed to such director at the address designated by him for that purpose or, if none is designated, at his last known address. In case such notice is delivered personally, by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means or other means of written communication, it shall be so delivered at least seventy-two (72) hours prior to the time of the holding of the meeting. Such notice may be given by the President, Secretary or by the two (2) Directors who called said meeting. Such notice need not specify the purpose of the meeting, unless the meeting is to consider the removal of a director or an amendment to the Bylaws that will increase the number of Directors of the Corporation. Notice shall not be necessary if appropriate waivers, consents or approvals are filed in accordance with Section 2.17 of these Bylaws.
- 2.17 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the

Directors or of a committee of Directors; need be specified in any such waiver, consent or approval.

- 2.18 Action without Meeting. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the Directors shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. The action by written consent shall have the same force and effect as an in-person vote of the Board of Directors.
- 2.19 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles, these Bylaws or the Non-profit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting as provided in Section 2.18 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.
- 2.20 Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the Directors present. Notice of the time and place of the adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.
- 2.21 Inspection Rights. Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.
- 2.22 Fees and Compensation. Directors shall not receive any stated salary for their services as directors but, by resolution of the Board of Directors, a fixed fee may be allowed for attendance at each meeting. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the Corporation or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefore.
- 2.23 Conflicts. In the event of any conflict between the terms and provisions of these Bylaws and the requirements of the applicable Non-Profit Corporation Law, the requirements of the applicable of Non-Profit Corporation Law shall control.

ARTICLE 3 **COMMITTEES**

- 3.1 Executive and Other Committees of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create an executive committee or other committees, consisting of one (1) or more Directors. Such committee(s) shall have such power and authority as may be determined by the Board of Directors, subject to the limitations imposed on such power and authority by the Non-profit

Corporation Law or the Articles.

- 3.2 Advisory Management Committees. Committees shall be constituted to research, advise and support specific areas of management and operation within the Corporation. These Committees shall be established by the Board of Directors with comprehensive written terms of reference. The Committees will report on a monthly basis to the Director delegated with the oversight responsibility for their work. Upon completion of their duties these committees shall be disbanded by the Board of Directors. Committee members will be selected by the Director delegated with the oversight responsibility for the Committee from the active membership of the Corporation.
- 3.3 Committee Composition. The Board shall establish a Committee Charter, who shall identify the requirements and member levels for members eligible to serve on each committee and submit such requirements to the Board of Directors for approval. A committee may have up to a maximum of nine (9) Corporation members in good standing, including a Committee Chairperson, and an Oversight Director. As required the committee may add a tenth member as an independent Technical Advisor. The Committee Chairperson shall be appointed by the members of the committee. When appropriate a Co-Chairperson should be appointed from the regular committee membership. A Technical Advisor may be employed to provide specific guidance when the expertise is not available from within the general membership and approved by a majority of the Board of Directors. A Technical Advisor works for and directly reports to the Committee Chairperson. A Technical Advisor's role is limited to the Committee's charter not to exceed a specified period of time as determined by the Oversight Director. A Technical Advisor does not have a vote in committee business. Inactive or poor performing committee members may be removed from a Committee with the joint agreement of the Committee Chairperson and the Oversight Director. A Committee Chairperson serves at the pleasure of the Board of Directors and may be removed from a committee for any reason by a majority vote of the Board of Directors. Committee vacancies should be promptly filled from the active list of qualified Corporation volunteers by agreement of the Committee Chairperson and the Oversight Director. The committee Oversight Director is responsible for the content and delivery of all interim and final reports developed and produced by the committee for presentation to the Board of Directors.
- 3.4 Handling of Funds. Collection and/or disbursement of all funds require the approval and processing by the Office of the Treasurer in accordance with the Committee's charter.
- 3.5 Minutes and Reports. Each Committee shall keep regular minutes of its proceedings, which shall be maintained by the Secretary and filed in the Corporation's main office. All action by any committee shall be reported to the Board of Directors at the next meeting thereof, and, insofar as rights of third parties shall not be affected thereby, shall be subject to revision and alteration by the Board of Directors.
- 3.6 Meetings. Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee. Unless otherwise provided by such rules or by resolution of the Board of Directors, committee meetings shall be governed by Article 2 of these Bylaws.

- 3.7 Term of Office of Committee Members. Each Committee member shall serve at the pleasure of the Board of Directors. A Director responsible for oversight of such committees shall not serve a committee term to exceed his or her term as a Director.

ARTICLE 4 OFFICERS

- 4.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer (hereinafter referred to as "Treasurer"). The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 4.3. One (1) person may hold two (2) or more offices; provided, however, that neither the Secretary nor the Treasurer may serve concurrently as the President.
- 4.2 Election and Term. The officers of the Corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Officers need not be chosen from among the Directors. Officers who are not Directors will not be allowed to vote on issues affecting the Corporation at Board Meetings. The President and Treasurer shall each have a term of two (2) years. All other officer positions shall have a term of one (1) year. The officers of the Corporation may be required to perform other duties as may be assigned by the Board of Directors or these Bylaws. In addition, the duties of such officers may be removed or reassigned at the discretion of the Board of Directors.
- 4.3 Subordinate Officers Etc. The Board of Directors may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are required in these Bylaws or as the Board of Directors may from time to time determine. Subordinate officers, administrative and management positions may include but are not limited to, Executive Director, Departmental Vice President, Division Manager, District Manager, Manager and Assistant Manager, as required by the Board of Directors to effectively manage the Corporation. Subordinate Officers may serve a term of office for six (6) months to four (4) years depending on the needs of the business as determined by the Board of Directors. Terms of Office are negotiated and obligated on an individual contractual basis. Individual Subordinate Officer, Administrative and Management position duties and responsibilities shall be defined by a formal written job description.
- 4.4 Resignation. Any officer may resign at any time by giving written notice to the Corporation, subject to the rights, if any, of the Corporation under any contract to which the officer is a party. All resignations are to be delivered via certified postal service to the principal office of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.
- 4.6 President. The Responsibility of the President shall be to:
- A) Serve in the capacity of Chairperson of the Board
 - B) Oversee Board and Executive Committee meetings.
 - C) Serve as ex-officio member of all committees
 - D) Coordinate work with the Executive Director to make sure Board resolutions are carried

out.

- E) Call special meetings as necessary.
- F) Review agenda for Board meetings.
- G) Assure new Board member orientation.
- H) Oversee searches for a new Executive Director.
- I) Coordinate Executive Director's annual performance evaluation.
- J) Act as one of the spokespersons for the Organization.
- K) Hold additional powers and perform other duties as may be assigned by the Board of Directors or these Bylaws.

4.7 Vice President. The responsibilities of the Vice President shall be to:

- A) Attend all Board meetings.
- B) Serve on the Executive Committee.
- C) Carry out special assignments as requested by the Board President.
- D) Understand the responsibilities of the Board President and be able to perform these duties in the President's absence.
- E) Participate as a vital part of the Board leadership.
- F) Hold additional powers and perform other duties as may be assigned by the Board of Directors or these Bylaws.

4.8 Secretary to the Board. The responsibilities of Secretary to the Board shall be to:

- A) Attend all Board meetings.
- B) Serve on the executive committee.
- C) Maintain all Board records of proceedings of the Board of Directors and committees of the Board of Directors, including a book of minutes in written form, and ensure their accuracy and safety. Such minutes shall include all waivers of notice, consents to the holding of meetings or approval of the minutes of meetings executed pursuant to these Bylaws or the Non- profit Corporation Law.
- D) Review Board minutes.
- E) Assume responsibilities of the President in the absence of the Board President, President-elect, and Vice President.
- F) Provide notice of meetings of the Board and/or of a committee when such notice is required.
- G) Hold additional powers and perform other duties as may be prescribed by the Board of Directors or these Bylaws.
- H) Maintain confidentiality of all sensitive information in perpetuity.
- I) At the end of the Secretary's term, properly train the incoming replacement on the duties required of the Secretary, including but not limited to keeping and recording the minutes in keeping with the requirements of "Robert's Rules of Order."

4.9 Treasurer. The responsibilities of Treasurer shall be to:

- A) Have knowledge of the organization and a personal commitment to its goals and objectives.
- B) Understand financial accounting for non-profit organizations.
- C) Serve as Chief Financial Officer of the Organization.
- D) Work with the Executive Director to ensure that appropriate financial reports are made available to the Board on a timely basis.
- E) Assist the Executive Director in preparing the annual budget and presenting the budget to the Board for approval.
- F) Review the annual report and answer Board members' questions about the annual report.
- G) Keep and maintain, or cause to be kept and maintained, adequate and correct books and

records of account in written form or any other form capable of being converted into written form.

- H) Deposit all monies and other valuables in the name and to the credit of the Corporation.
- I) Reimburse all funds of the Corporation as may be ordered by the Board of Directors.
- J) Provide upon request of the Board of Directors an account of all of the financial transactions as Treasurer, and of the financial condition of the Corporation.
- K) Oversee, approve or disapprove and process funds related to all Departmental or Committee activities.
- L) Delegate limited approval authority for processing operational budgeted expenditures to Officers of the Corporation and Subordinate Officers within the scope of their assigned responsibilities.
- M) Hold additional powers and perform other duties as may be assigned by the Board of Directors or these Bylaws.

4.10 Executive Director. The position of Executive Director of the International Association of Canine Professionals established by the Board of Directors ensures continuity of leadership and guidance to the governing Board of Directors. The Executive Director is appointed by and shall serve at the pleasure of the Board of Directors. The Executive Director administers and organizes all aspects of the Association and is primary spokesperson on behalf of the Association as delegated by the Board of Directors. The responsibilities of Executive Director shall be to:

- A) Stay knowledgeable of all aspects of Non-Profit Organizations and The International Association of Canine Professionals.
- B) Provide administrative leadership and policy guidance for the organization.
- C) Serve as a resource regarding Board and staff roles and responsibilities.
- D) Establish and maintain effective communication systems.
- E) Manage and direct all operations, programs, and activities of the organization.
- F) Uphold and adhere to the policies and Bylaws of the organization and implement the policy decisions and directives of the Board of Directors.
- G) Report regularly to the Board of Directors and ensure the Board is fully informed of all organization activities.
- H) Advise the Board of Directors in a timely fashion of any developments which may affect the organization's well-being.
- I) Oversee all financial transactions and accounting activities of the organization.
- J) Prepare annual budgets with the assistance of the Treasurer.
- K) Set target objectives, review operational performance and maintain accountability for completion of assignments.
- L) Set personal targets and performance criteria, regularly review and evaluate performance.
- M) Develop managerial and executive skill requirements for the benefit of the Association.
- N) Prepare job descriptions and terms of reference for full time, part time contract staff.
- O) Hire, supervise, and evaluate office staff.
- P) Set targets for staff, review performance and maintain accountability for completion of assignments.
- Q) Encourage and support involvement of volunteers.
- R) Maintain organization records, files, documents, and archives.
- S) Enter into contracts on behalf of the organization, with approval of the Board of Directors.
- T) Provide notification of all organizational activities to the membership at large.
- U) Represent the Organization to other organizations, the media, and the public at large.
- V) Prepare bulletins, reports, testimony, daily correspondence, and other necessary materials for communications.
- W) Maintain confidentiality of sensitive information.

- X) Hold additional powers and perform other duties as may be assigned by the Board of Directors or these Bylaws.
- 4.11 Compensation. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation because the officer is also a director of the Corporation.

ARTICLE 5 **MEMBERSHIPS**

- 5.1 Membership. The membership of this Corporation shall be open to all individuals, persons, corporations, proprietorships, associations, partnerships and clubs interested in the promotion of the Mission and purposes of the Corporation and who are deemed qualified for membership under the terms established by the Board of Directors and *have* met all the conditions for Membership.
- 5.2 Classes of Membership.
1. Professional Member - (Voting)
 2. Associate Member - (Non-Voting)
 3. Affiliate - (Non-Voting)
 4. Supporting Member (Non-voting)
 5. Emeritus Member (Non-Voting)

On application for Membership, applicants shall provide proof of their status for a specific class of Membership in accordance with application procedures approved by the Board of Directors. Members who have provided false information to obtain a specific class of Membership for which they are not qualified shall be deemed liable for disciplinary action at the discretion of the Board. Such Members may have their membership terminated at the discretion of a Disciplinary Committee and the Board of Directors. All members shall sign a declaration agreeing to the Mission Statement and Code of Conduct of the International Association of Canine Practitioners.

- 5.3 Length of Membership. Membership shall terminate at the end of a one-year term as established by the Board of Directors and may not otherwise be terminated or suspended other than for non-payment of dues or fees fixed by the Board of Directors except where the member is given the opportunity to be heard orally or in writing. A termination or suspended member may be reinstated by action of the Board of Directors.
- 5.4 Term of Membership.
- A) Term of Membership may be one year or multiple years as determined by the Board of Directors.
 - B) Honorary and Life Memberships shall be awarded by a majority vote of the Board of Directors.
- 5.5 Rights of Membership.
- A) No person may hold more than one membership and no fractional membership may be held.
 - B) A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.
 - C) No person is liable for any obligation arising from membership unless the person was admitted to membership upon the person's application or with the person's consent.
 - D) No member may transfer a membership or any right arising there from.
 - E) All rights of membership cease upon the member's death or dissolution.

- F) A member may resign from membership at any time.
- G) This action shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and this section shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach.
- H) A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.
- I) No member may transfer for value a membership or any right arising there from.
- J) The Corporation shall levy dues, assessments or fees upon its members pursuant to its articles or Bylaws, but a member upon learning of them may avoid liability for them by promptly resigning from membership, except where the member is, by contract or otherwise, liable for them. Article or bylaw provisions authorizing such dues, assessments or fees do not, of themselves, create such liability.

5.6 Membership Fees. Membership fees shall be set annually. The Board of Directors shall set an annual fee, and associated fees for the forthcoming year, based on budgets and financial plans prepared by the Board of Directors or by a finance and/or executive committee. All such fees shall be approved and enacted by majority vote of the Board of Directors.

All fees must be paid within one month of the membership lapsing. At the discretion of the Chief Financial Officer a rejoining fee shall be levied for members renewing one month after the Membership has lapsed.

5.7 Meetings of Members.

- A) An Annual General Meeting of the Corporation will be held annually at the Annual Conference, at the place where the conference is being held or in the event of an Annual Conference not being held, at a time and place decided by the Board of Directors.
- B) Written notice of the Annual General Meeting, an agenda and financial reports for the preceding year will be provided to members a minimum of fifteen days in advance of the AGM.
- C) Motions for changes to the Bylaws and codes under which the Corporation operates to be prepared and presented to the Board one month prior to the Annual General Meeting.
- D) Meeting and included in the Agenda for the meeting; the motions shall be proposed and seconded by two Professional Members.
- E) Where amendments to Bylaws and Articles are proposed, proxy votes are permitted at the discretion of the Board of Directors.
- F) Special meetings and Extraordinary meetings of members for any lawful purpose may be called by the Board, the Chairman of the Board (President), or two Directors of the Board. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members. Upon request in writing to the Chairman of the Board, vice president or secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request.
- G) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 15 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first- class, registered, or certified mail, that notice shall be given not less than 20 days.
- H) Any action which may be taken at any regular or special meeting of members may be

taken without a meeting if the Corporation distributes an electronic or written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

5.8 Voting Rights.

- A) Voting rights within the Corporation shall only be held by Professional Members whose dues are fully paid at the time of an election or voting issue.
- B) Professional Members of the Corporation shall by voting;
 - i) Approve all Changes to Bylaws and any mergers.
 - ii) Elect Membership Directors to the Board of Directors.
 - iii) At the discretion and request of the Directors approve or reject any decision made by the Directors.
 - iv) Approve the Code of Conduct and any amendments.
- C) Approve all Changes to Bylaws and any mergers.
- D) Elect Membership Directors to the Board of Directors.
- E) Approve the Membership dues, fees or subscriptions recommended by the Directors.
- F) At the discretion and request of the Directors approve or reject any decision made by the Directors.
- G) One-third of the members present in person or by proxy, shall constitute a quorum at a meeting of members. Any bylaw amendment to increase the quorum may be adopted only by approval of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by this part or the articles or Bylaws.
- H) In a Ballot, all solicitations for a vote shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.
- I) A written or electronic ballot may not be revoked.
- J) Approve the Code of Conduct and any amendments.
- K) Any form of proxy or written ballot distributed to 10 or more members of the Corporation shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.
- L) In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member or a member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot, the Board may similarly appoint inspectors of election to act with powers and duties as set forth in this section. The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum

and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

5.9 Expulsion of Members.

- A) Membership in the Corporation may be terminated at any time by majority vote of the Board of Directors in cases of egregious violation of the Code of Conduct or obvious and provable slander of the Corporation or its members to the public. Such violations or actions can be reviewed and validated by an Ethics Committee set up by the Board of Directors if the Board of Directors deems it necessary. Upon receipt of the Ethics Committee report, the Board of Directors may suspend or terminate membership through a majority vote of the Directors. Notification requirements to the member in question as listed in Sections 5.9(F) and 5.9(G) below shall be followed.
- B) No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to procedures satisfying the requirements of this section.
- C) Any expulsion, suspension or termination must be done in good faith and in a fair and reasonable manner.
- D) Conviction of charges involving cruelty to or neglect of animals shall result in an automatic termination of Membership.
- E) All accusations of misconduct by a member shall be provided in writing and signed by an identifiable individual or officer of an organization or business shall be delivered via certified postal service to the principal office of the Corporation, as pursuant to the grievance procedure.
- F) Accused members shall be given 30 days prior notice in writing by first class mail of the potential expulsion, suspension or termination and the reasons provided.
- G) The member has the right to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or body authorized (Disciplinary Committee) to decide that the proposed expulsion, termination or suspension not take place.
- H) Any notice required under this section may be given by any method reasonably calculated to provide actual notice. E-mail and first-class mail should require a certification of receipt of the letter. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown on the Corporation's records.
- I) Any action Challenging an expulsion, suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination. In the event such an action is successful an Appeals Committee of the Corporation may order any relief, including reinstatement, it finds equitable under the circumstances, but no vote of the members or of the Board may be set aside solely because a person was at the time of the vote wrongfully excluded by virtue of the challenged expulsion, suspension or termination, unless the court finds further that the wrongful expulsion, suspension or termination was in bad faith and for the purpose, and with the effect, of wrongfully excluding the member from the vote or from the meeting at which the vote took place, so as to affect the outcome of the vote.

- J) A member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

5.10 Termination of a Class of Membership.

- A) Before an amendment of the articles or Bylaws which would terminate all memberships or any class of memberships the Corporation shall give written notice to members not less than 45 nor more than 90 days prior to any vote by the members on the amendment. The written notice shall describe the effect of the amendment on the Corporation and the members.
- B) Any such amendment shall be approved by a majority vote of the members Any such amendment shall terminate the rights members of the class terminated shall have.

ARTICLE 6
BOOKS AND RECORDS

6.1 Books and Records. The Corporation shall keep adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

6.2 Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Non-profit Corporation Law is not maintained in written form, a request for inspection is not complied with unless and until the Corporation, at its expense, makes such record available in written form.

6.3 Annual Report. The Board of Directors shall cause an annual report (hereinafter the "Annual Report") to be sent to the directors not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The Annual Report shall contain 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;
- B) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during the fiscal year;
- D) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- E) Any information required by Non-profit Corporation Law.

The Annual Report shall be accompanied by any report therein of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

6.4 Financial Audit. The Board of Directors shall determine the need for a financial audit (hereinafter referred to as "Audit") based on the content and results of the Annual Report. An Audit shall be completed at least once every three (3) years by a three (3) member internal Review Committee comprised of one (1) Director who is not the Treasurer, and two (2) Professional Members chosen by the Board of Directors who may not be related to or business partners of any staff, Officers or Directors of the Corporation. An internal Review Committee may consult with or employ an accounting firm with the approval of a majority of the Board of

Directors. The Board of Directors shall cause the Treasurer to coordinate the safe handling of all financial records with the Audit Committee. The Treasurer shall provide informational and technical support on Corporation financial accounting procedures to the Audit Committee. The completed Audit shall be sent to the Board of Directors not later than one hundred eighty (180) days after the close of the Corporations fiscal year in the year of the Audit. The Audit shall contain in appropriate detail the following:

- A) Examination of source documents and records for errors, fraud or illegal acts;
- B) Test accounting procedures, internal controls and records;
- C) Identify and communicate accounting deficiencies;
- D) Determine fraud assessment risk;
- E) Specific recommendations conforming to non-profit corporate accounting practices.

The results of the Audit and actions taken by the Board of Directors shall be recorded and communicated to the Corporation membership.

ARTICLE 7

GRANTS, CONTRACTS, LOANS, ETC

- 7.1 **Grants.** The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions or assistance.
- 7.2 **Execution of Contracts.** The Board of Directors may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Corporation.
- 7.3 **Loans.** The President or any other officer, employee or agent authorized by the Board of Directors may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.
- 7.4 **Checks, Drafts, Etc.** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board of Directors.
- 7.5 **Deposits.** The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE 8
EMPLOYEES AND INDEPENDENT CONTRACTORS

- 8.1 Employees/Independent Contractors. The Board of Directors may hire employees or independent contractors to meet the needs of the business. Individual employment contracts shall be negotiated determining hourly wage, personal benefits, working hours and term of contract. Independent contractors shall be used to support administrative and technical requirements or control long-term expenses as an adjunct to hiring full time employees. Contracts for independent contractors shall define specific tasks, assigned Committee or Officer, hourly wage and total contract price, and term of contract. No personal benefits of the Corporation shall be granted or paid to independent contractors. Payment of all salaries or contract payments are the sole responsibility of the Treasurer.

ARTICLE 9
INDEMNIFICATIONS OF DIRECTORS AND OFFICERS

9.1 Indemnification by Corporation

- A. For the purposes of this Section 9.1, "agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 9.1(D) or Section 9.1(E).
- B. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Non-profit Corporation Law, or an action brought by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner Which such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding- had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of non contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- C. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Non-profit Corporation Law, or brought by the Attorney General or a person granted relater status by the Attorney General for a breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by the Corporation, against expenses actually and reasonably incurred by such person in

connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.1C:

- i) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- iii) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

D. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 9.1(C) above, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

E. Except as provided in Section 9.1(D) above, any indemnification under this Section 9.1 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth herein, by:

- i) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- ii) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

F. No indemnification or advance shall be made under this Section 9.1, except as provided in Section 9.1(D) or Section 9.1(E) above, in any circumstance where it appears that:

- i) It would be inconsistent with a provision of the Articles, the Bylaws or an agreement in effect at the time of the occurrence of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- ii) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9.2 Advancing Expenses. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 9.1 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 9.1 of these Bylaws.

9.3 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to

indemnify any agent of the Corporation for a violation the Non-profit Corporation Law (relating to self-dealing transactions).

ARTICLE 10 **INVESTMENTS**

- 10.1 **Standards, Retention of Property.** In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Corporation, the Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital.

Unless limited by the Articles, the Corporation may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, in the exercise of good faith and of reasonable prudence, discretion and intelligence, may consider that retention is in the best interests of the Corporation. No retention of donated assets violates this Section 10.1 where the donor in the instrument under which the Corporation received the assets required such retention. No such requirement may be effective more than ten (10) years after the death of the donor.

- 10.2 **Endowment Fund.** The Corporation may receive donations earmarked for an endowment fund from any source in cash or in other property acceptable to the Board of Directors, provided the terms and conditions, if any, are consistent with the purposes and powers of the Corporation as set forth in the Articles or the Bylaws of the Corporation. All donations so received, together with the income there from (hereinafter referred to as the "Fund"), shall be held, managed, administered and paid out in accordance with any terms and conditions with respect thereto. Unless otherwise specifically required, the Corporation may mingle such restricted donations with other assets of the Fund. The Corporation may reject any donation carrying restrictions deemed by the Board of Directors to be incompatible with the purpose of the Fund or the Corporation.

The Corporation shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Board of Directors deems appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor shall be appropriately preserved.

The Corporation shall disburse the Fund or the income there from at such time and in such a manner and in such amounts as the Board of Directors may, in its discretion, determine for the Corporation or its related activities.

ARTICLE 11 **DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES**

- 11.1 **Distribution.** In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the United States Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), the Corporation, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Code Section 4942, and the Corporation shall not (1) engage in any act of self-dealing as defined in Code Section 4941, retain any excess business holdings as defined in Code Section 4943(c), make any investments in such manner as to subject the Corporation to any tax under Code Section 4944, or (2) make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 12
SEAL AND FISCAL YEAR

- 12.1 Seal. The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of its incorporation.
- 12.2 Fiscal Year. The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board of Directors.

ARTICLE 13
AMENDMENTS

- 13.1 Amendments. As affirmed in the introduction of these Bylaws; Bylaws will be adopted, amended or repealed only by approval of a majority of the Board of Directors following the approval of a majority of the Professional Members at the Annual General Meeting, extraordinary General Meetings, or by electronic ballot or postal ballot.

Motions for changes to the Bylaws and codes under which the Corporation operates shall be prepared and presented to the Board at any time, with the exception that motions presented at the Annual General Meeting shall be prepared and presented to the Board one month before the meeting and be included in the meeting agenda. All motions shall be proposed and seconded by two Professional Members. All proposed and seconded motions for changes to the Bylaws are to be delivered via certified mail to the principal office of the Corporation. All proposed and seconded motions for changes to the Bylaws shall be reviewed and voted by the Board within thirty (30) calendar days of the postmark date of receipt. The Board shall provide notice to the membership in an appropriate form or manner as determined by the Board within fifteen (15) calendar days of the vote.

Where amendments to Bylaws and Articles are proposed and approved by the Board, proxy votes are permitted at the discretion of the Board of Directors in accordance with Section 5.7(E). When membership voting is conducted at the Annual General Meeting or Extraordinary General Meeting, one-third of the members present in person or by proxy, shall constitute a quorum at a meeting of members in accordance with Section 5.8(F). When membership voting is processed via electronic or postal ballot the total Professional Member votes received both for and against a motion constitute a quorum. An outside accounting firm shall tabulate all membership votes.

9/28/2020 approved by Professional Members
1/22/2021 approved by Board of Directors
after amended and restated by Legal

