



# BYLAWS OF THE ACADEMY OF VETERINARY OPHTHALMIC TECHNICIANS

(An Arizona non-profit corporation)

## ARTICLE I - PURPOSE

The Academy is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). The primary objective of the Academy shall be to advance veterinary technicians working within the disciplines included in veterinary ophthalmology and increase competence of those who perform specialty duties by:

- Promoting interest in and the advanced knowledge and practice standards of technicians in Veterinary Ophthalmology.
- Establishing prerequisite requirements for education and experience prior to certification in the specialty of Ophthalmology for veterinary technicians
- Administering examinations and certifying veterinary technicians as specialists in Veterinary Ophthalmology.
- Promoting continuing education and dissemination of knowledge relating to Veterinary Ophthalmology.
- Ensuring the opportunity for the veterinary technician to demonstrate superior knowledge in the care and management of cases within Ophthalmology when credentialed as a VTS (Ophthalmology).
- Conducting any and all lawful activities which may be useful in accomplishing the foregoing purposes.

In furtherance of the foregoing purposes, the Academy shall have all the general powers permitted by the Arizona Nonprofit Corporation Act and such other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants and contributions for any corporate purpose.

Notwithstanding any other provisions of this certificate, the Academy is organized exclusively for charitable and educational purposes and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code. The Academy is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall inure to benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Academy shall be authorized to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of its tax-exempt purposes.

No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code pursuant to an election under Section 501 (h) of the Code or otherwise, and the Academy shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In any taxable year in which the Academy is a private foundation as described in Section 509 (a) of the Code, the Academy shall distribute its income for said period at such time and manner as not subject it to tax under Section 4942 of the Code, and the Academy shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, retain any business holdings as defined in Section 4943 (c) of the Code, make any investments in such manner as to subject the Academy to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945 (d) of the Code or corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE II - MEMBERSHIP**

**Section 1** A member of the Academy shall be a person who has fulfilled all the requirements of the specialty as stated in the Constitution and Bylaws and who has been accepted for membership by the Executive Board.

**Section 2** Members of the Academy shall be known as:

- A. Charter Members
- B. Active Members
- C. Lifetime Members
- D. Honorary Members

**Section 3** Charter members and Active members must have the following general qualifications:

- A: Be a graduate of an AVMA accredited veterinary technicians' program and/or are legally credentialed as a veterinary technician in some jurisdiction
- B: Be of high ethical and moral standing.
- C: Maintain current dues as set forth in by-laws.
- D: Reside in the United States of America OR reside outside of the United States of America and are legally credentialed in some jurisdiction

**Section 4** Charter members must:

- A. Meet the general requirements as set forth in Article IV of the Constitution and Article III-Sections I, II, and III, of the Bylaws.

- B. Meet the standards of the Committee of Veterinary Technicians Specialties of the National Association of Veterinary Technicians in America.
- C. Hold voting privileges and be eligible to hold office in the Academy.

**Section 5** Active Members shall

- A. Meet the general requirements as set forth in Article IV of the Constitution and Articles II and III of the Bylaws.
- B. Have met the requirements for application.
- C. Hold voting privileges and be eligible to hold office in the Academy.

**Section 6** Lifetime members shall:

- A. Be members in good standing have reached the age of 55 and are charter or active member for a minimum of 10 consecutive years.
- B. Upon retirement, become a non-dues paying, lifetime member of the AVOT with all the rights and privileges afforded an active member.

**Section 7** Honorary members shall:

- A. Be an individual having made major contributions to the advancement of technicians in the field of Veterinary Ophthalmology.
- B. Be nominated by two members in good standing of the Academy. Nominations will be made, in writing, to the Executive Board.
- C. By a two-thirds vote of the voting members of the Academy present, elect to honorary membership those who have by their lives and work, rendered conspicuous service to veterinary technicians in organized veterinary medicine in due form.
- D. Pay no dues, may not hold office, and have no voting privileges. The VTS designation cannot be held by an honorary member.

**Section 8** Recertification/Renewal:

All Charter and Active must recertify every 5 years as outlined in the Bylaws.

**Section 9** Repossession of Certificates:

Certificates remain the property of the Academy and shall be repossessed if:

- A. The issuance of such a certificate or its receipt violates the provisions of the Academy's Constitution and Bylaws.
- B. The Appeals Committee will be charged with investigating and ruling on any violations.
- C. There has been a failure to pay dues.
- D. There has been a failure to complete the recertification proves.

## **ARTICLE III - APPLICANT REQUIREMENTS**

**Section 1** Have a minimum of 3 years with 6,000 hours of experience as a credentialed veterinary technician in the field of Ophthalmology. All experience must be completed within

five years prior to application. This experience must be completed under the supervision of a Diplomate of the American College of Veterinary Ophthalmologists.

- A.** Veterinary Ophthalmology is defined as the branch of veterinary medicine concerned with Ophthalmology in animals. Ophthalmology is further defined to include advanced knowledge of wellness and preventative medicine, a detailed knowledge of complex, acute and chronic eye disease, and a thorough knowledge of the anatomy, pathology, and pathophysiology of animals. Additional surgical knowledge including surgical procedures, preparation, instrumentation, specialty equipment, and anesthesia are also required.

**Section 2** Spend at least 75% of his/her time in Ophthalmology. All experience must be completed within 5 years prior to initial application. This time must be spent under the direct supervision of a Diplomate of the American College of Veterinary Ophthalmologists.

**Section 3** Have a minimum of 40 hours of continuing education all being *in the field of Ophthalmology*. These hours must be completed within five years PRIOR to Initial application. Proof of attendance will be required. any combination of accepted forms of CE equaling to at least 40 hours is needed. Continuing education must be RACE certified or as stated below:

Of those 40 hours the following will be accepted:

1.) A maximum of 8 credit hours of anesthesia will be accepted. this all Must be RACE certified or its equivalent.

2.) A maximum of 14 Ophthalmology Specific credit hours from RACE equivalent (examples- Accredited State Associations or Schools of Veterinary Medicine) or regionally/nationally recognized conferences sponsored by ACVO (examples- MWVOS or the annual ACVO meeting-- This does not include the AVOT annual meeting as those hours are all RACE approved)

3.) A maximum of 8 Ophthalmology Specific credit hours of non-RACE approved, in house or online CE that is Ophthalmology specific.

**Section 4** Provide documentary evidence of advanced competence in Ophthalmology through clinical experience, as follows:

**A.** 80% Completion of the Advanced Ophthalmology Skills portion on the veterinary ophthalmology skill form and 80% completion of the knowledge List. 100% of the general and basic portions of the veterinary ophthalmology technician skill form must be completed.

1.) You must master the stated number of skills in each section. Your DACVO/DECVO may attest to your mastery of the skill. If you work with a VTS (Ophthalmology), they also may sign.

Mastering a skill is not performing it once! You must be able to perform the skill multiple times, sometimes on multiple species, without guidance. You must also understand the basis for the skill, the equipment used and be able to trouble-shoot any problems.

B. Four in depth case reports selected from the case log demonstrating expertise in the nursing management of a variety of ophthalmology patients. These must include varied species and each should be a different disease or surgical procedure. Cases selected for case reports are not required to be rare or unusual but should not be something commonly occurring in general practice, (i.e., straight forward entropion, cherry eye, uncomplicated ulcer, uncomplicated enucleation, etc.). Case selection should be based on the ability to demonstrate advanced skill and knowledge. Case reports should reflect advanced knowledge of the disease process in the management of cases in the area of specialization and show mastery of advanced Ophthalmology skills and knowledge.

1.) Drug names (generic) dosage (mg/kg), and amount administered (in mg, not ml) should be listed whenever appropriate. For example, it is not acceptable to write "induced anesthesia." The actual names, dosages, and amounts of pre-anesthetic and anesthetic drugs should be listed as well as the route administered.

2.) Cases selected should reflect management of patients in the area of ophthalmology. Cases selected should demonstrate your mastery of advanced nursing skills. Every effort to document a wide variety of advanced nursing skills should be reflected in your case selection and must cross reference to your skills list. You are encouraged to select cases that demonstrate more than one advanced skill. Emphasis should be on quality rather than quantity, although a sufficient caseload must be available to provide experience with all common types of ophthalmologic cases. It is recognized that the veterinary technician has little control over the practice case load, yet the applicant is encouraged to demonstrate as much diversity as reasonable possible.

C. A minimum of 50 case logs must be recorded. A case record log is maintained for no more than one year within the three years immediately preceding the submission of the application.

1.) It is recommended that more than 50 cases, but not more than 60, be included in the log in the event the credentials committee determines that one or more cases do not meet the standards set.

2.) Multiple visits by the same patient count as only 1 case unless presented for an entirely new problem.

3.) Basic skills can be listed, but advanced skills must also be represented for a case to qualify. Repetitive listing of skills may lead to disqualification of the case from the log unless other skills are also represented.

4.) All cases must be within a 365-day period that does not begin more than 3 years preceding the submission date.

5.) The AVOT case log form format must be utilized.

6.) Cases selected should demonstrate your mastery of advanced nursing skills. Every effort to document a wide variety of advanced nursing skills should be reflected in your case selection and must cross reference to your skills list. You are encouraged to select cases that demonstrate more than one advanced skill. Emphasis should be on quality rather than quantity, although a sufficient caseload must be available to provide experience with all common types of ophthalmologic cases. It is recognized that the veterinary technician has little control over the practice case load, yet the applicant is encouraged to demonstrate as much diversity as reasonable possible.

7.) Drug names (generic) dosage (mg/kg), and amount administered (in mg, not ml) should be listed whenever appropriate. For example, it is not acceptable to write "induced anesthesia." The actual names, dosages, and amounts of pre-anesthetic and anesthetic drugs should be listed as well as route administered.

D. Submit three questions for possible use in future examinations. The questions represent advanced knowledge in Ophthalmology.

E. Two letters of recommendation: Either 2 letters from a Diplomates of the American College of Veterinary Ophthalmology, one letter from a VTS (Ophthalmology) and one letter from a Diplomat of the American College of Veterinary Ophthalmology, or one letter from a Diplomat of the American College of Veterinary Ophthalmology and one letter from a Supporting Veterinarian or a Diplomat of another Veterinary College deemed appropriate by the Board of Regents (such as DACVIM, DACVS, or other).

**Section 5** Pass certification examination given by the Academy with a score of 70% or more.

**Section 6** Be accepted for membership in the Academy by a majority of the Executive Board.

**Section 7** Hold voting privileges and be eligible to hold office in the Academy.

**Section 8** The candidates must be a member of NAVTA, capable of providing documentation of current membership.

## **ARTICLE IV - EXECUTIVE BOARD**

A. The make-up of the board shall include Past President, President, President-elect, Secretary, Treasurer and Member at Large.

- B. All officers will attend the meetings of the Academy as defined by the Bylaws.
- C. Officers will turn over all funds, properties, and records of their office to the incoming officer at the end of their term.
- D. Other duties, not defined, as determined by the Board.

## **Section 1      Duties of the Executive Board**

### **1. Past President**

- a. Assume the office of Past President following his/her term as President.
- b. Serves a two-year term that begins at the close of the AVOT general meeting.
- c. Only vote during Executive Board decisions in the case of a tie.
- d. Assist and advise the office of President as requested.
- e. Be available to represent the Academy at functions where a presence is needed in the absence of the President.
- f. The Past-President (retiring President) shall be called upon if the President and President-Elect are simultaneously unable to perform the duties of President.
- g. Sit on the Appeals Committee
- h. Sit on the Executive Board of the Academy.

### **2. President**

- a. Assume the office of President following his/her term as President Elect.
- b. Serves a two-year term that begins at the close of the AVOT general meeting in the year that elections are held.
- c. Vote in all decisions of the Executive Board.
- d. Provide mentorship for the office of President Elect.
- e. Provide leadership to the Academy and represent the Academy at all functions where a presence is indicated.
- f. Preside over all meetings of the Academy and Executive Board.
- g. Appoint, on approval of the Board, all Chairs of Standing and AD-Hoc committees and temporary officers to fill vacancies. Oversee the activities of all standing and ad-hoc committees.
- h. Perform other duties as defined by the Constitution and Bylaws or as the situation warrants.
- i. Serve as official liaison to ACVO.

### **3. President Elect**

- a. Assume the office of President following his/her term as President Elect.
- b. Serves a two-year term that begins at the close of the AVOT general meeting in the year that elections are held.
- c. Vote in all decisions of the Executive Board.
- d. Function in place of the President at all meetings of the Academy in case of absence or assume the duties of the office of President in the case of resignation.
- e. Actively prepare for the leadership responsibilities that will be assumed at the end of his/her term.

- f. Sit on the Examination committee and on the Recertification Committee

#### 4. Secretary

- a. Record and maintain all minutes of the Academy, Board, and its committees.
- b. Serves a two-year term that begins at the close of the AVOT general meeting in the year that elections are held.
- c. Record and maintain all registrants of the AVOT general meeting.
- d. Maintains archival copies of all publications, documents, and other records of the Academy.
- e. Assure that all filings to state and federal authorities are made in a timely manner.
- f. Assist the Chair of the Nominations and Elections Committee as needed.
- g. Conducts mail ballots or electronic ballots when required.
- h. Coordinates correspondence and proposals regarding training programs and process applications for the AVOT Certification Examination
- i. Vote in all decisions of the Executive Board.
- j. Sit on the Credentialing Committee.

#### 5. Treasurer

- a. Oversee the financial matters of the Academy and its employees, including the collection of dues.
- b. Serves a two-year term that begins at the close of the ACVO general meeting in the year that elections are held.
- c. With the assistance of the Development and Finance Committee, prepare a midyear and yearend financial report for the Board and the membership.
- d. Prepare a budget for the following fiscal year.
- e. Oversee bookkeeping, accounts payables, accounts receivables and check writing duties. These duties may be delegated to staff but are overseen by this office.
- f. Report on the financial impact of the programs of the Academy.
- g. Sit on the Development and Finance Committee.
- h. Vote in all decisions of the Executive Board.
- i. Facilitate annual accounting review and/or audit of the financial records of the Academy.
- j. At the annual meeting, make a recommendation to the board on the amount of all dues and fees for the following year.

#### 6. Member at Large

- a. Serves a two-year term that begins at the close of the ACVO general meeting in the year that elections are held.
- b. Attends the annual general meeting and presents a report of the activities of the office for the Academy.
- c. Sit on one or all the Credentialing Committee, Examination Committee, and/or Recertification Committee.
- d. Vote in all decisions of the Executive Board.



- e. In case a Member at Large is unable to perform their duties, the vacancy will be filled by a member appointed by the Executive Board until the next regular election.

## **Section 2 Election and terms of offices**

- A. Elected officers shall include the Past President (after the first two-year term of the President), President, President-elect, Secretary, Treasurer and Member at Large.
- B. The term for the Past President is two consecutive years.
- C. The term for President is two consecutive years.
- D. The term for the Treasurer is two consecutive years.
- E. The term for the Secretary is two consecutive years.
- F. The term for the Member at Large is two consecutive years.
- G. A proposed slate of officers shall be presented by the Nominations and Elections committee at least ninety days prior to the annual business meeting. Recommendations for additional nominations may be solicited from the membership by the Nominations and Elections committee.
- H. Election of officers shall take place biennially by mail or electronic ballot at least thirty days prior to the annual business meeting of the Academy.
- I. Election shall be made by anonymous ballot. A simple majority of votes shall be necessary to elect. If on any ballot of more than two (2) candidates, simple majority of the votes is not attained, the candidate receiving the smallest number of votes shall be eliminated and the voting shall proceed. A tie vote with two candidates shall be decided by the Past-President casting the tie breaking vote.
- J. New officers will be announced in October or November that same year.

## **Section 3 Term limits**

There will be no limits as to how many terms an officer can serve in any position on the board.

## **Section 4 Vacancy of Office**

- A. If a vacancy, other than President, occurs within the Executive Board, the President, with the approval of the board, shall appoint a member to serve in the position until the annual election when the position can be filled via membership election.
- B. If the President cannot fulfill his/her duties, the President elect shall assume the responsibilities of the office.

## **Section 5 Resignation Process**

- A. Any member of the board who wishes to resign their position must notify the President in writing at least 30 days prior to the resignation.
- B. Upon receiving notification, the President must notify the members of the board so nominations may be made at the next board meeting.
- C. Resignation of the President must be made to the President-elect. It will be his/her duty to notify the rest of the board.

## **Section 6 Removal from office**

- A. Any board member missing three consecutive board meetings will be removed from office unless extenuating circumstances have been approved by the 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 also be grounds for removal from office.
- C. Removal of an officer of the Board will be by a two-thirds majority of the remaining Board members. Notification will be made by certified mail.

### **Section 7      Voting**

- A. All members of the Executive Board shall have one vote. The Past-president shall have the tie-breaking vote if needed.

## **ARTICLE V - COMMITTEES**

The Academy shall have the following standing committees: Nominations and Elections, Credentialing, Examination, Appeals, Recertification, Program, and Development and Finance. Chairs and committee members shall be appointed as stated in the Constitution and Bylaws of the Academy. Additional committees may be specified by the President and approved by the Executive Board as deemed necessary for temporary or continuous terms based on need.

### **Section 1      Committees**

- A. Standing and ad hoc committee members and chairpersons shall be appointed by the President and approved by the Executive Board. Committees shall be composed of a chairperson and a minimum of one member of the Academy. Terms will be for a two-year period.
- B. The following shall apply to all committees unless otherwise explicitly stated:
  - a. An Executive Board member on the Committee will be the Chairperson unless otherwise designated.
  - b. If a committee member is unable to fulfill his or her term, a replacement shall be appointed by the President to fulfill the un-expired term.

### **Section 2      Nominations and Elections**

- A. With the assistance of the Secretary, the committee shall be appointed not less than four months prior to the election date.
- B. The duties of this committee shall be:
  - a. Present a slate of officers composed of VTS (Ophthalmology) of the Academy prior to the election.
  - b. At least one qualified member for each position shall be presented.
- C. All nominations will be reviewed and interviewed by the Chair or his/her appointee. A job description will be provided. This will occur prior to placing the candidate's name on the ballot. At least one qualified member for each position will be advanced to the membership.
- D. The committee may determine if mail or secure internet balloting will be utilized for the election.

- E. The Chair will determine the size of the committee and appoint members as she/he sees fit.

### **Section 3      Credentialing Committee**

- A. The makeup of the committee will be the Secretary and Member at Large.
- B. Duties of the committee are:
  - 1. Following the Bylaws of the Academy, determine the contents of prospective applicant packets.
  - 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, forward list of candidates to the President and Examination Committee Chair.
  - 7. Notify all ineligible applicants, forward list of candidates to President and Examination Committee Chair.
  - 8. Work with the Program committee on educational and training standards.
  - 9. Set fees for credentialing review.
  - 10. Other duties as assigned by the Executive Board.

### **Section 4      Examination Committee**

- A. The makeup of the committee will be the President Elect and Member at Large.
- B. The Examination will consist of multiple-choice questions.
  - 1. The method of examination, size of the examination and any other examination parameters will be determined by the Committee with Board approval.
- C. Duties of the committee are:
  - 1. With the guidance of testing professionals, establish the framework for the examination. Review this framework at recommended intervals but at least every 10 years.
  - 2. Maintain item bank of questions, actively soliciting items on an annual basis.
  - 3. Prepare an examination for administration using sound psychometric principles. An examination will be offered on an annual basis within 3 years of provisional recognition.
  - 4. Administer the examination, providing proctors and monitors during administration.
  - 5. Grade the examination. The passing score is 70% or more.
  - 6. Ensure that general information is provided to all eligible, prospective examinees on content, type, time, and location of examination.
  - 7. Report results of examination and proposed passing point to the President.
  - 8. Notify all examinees passing the examination of results.
  - 9. Notify all examinees failing the examination of results with a written summary of area(s) of deficiencies.
  - 10. Set fees for examination.
  - 11. Other duties as assigned by the Executive Board.

### **Section 5      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.
- C. Duties of the Committee are:
  - 1. Review all credentialing appeals within 60 days and rule on the status of the claim. The candidate must directly file the appeal. Appeals from anyone other than the candidate will not be accepted.
  - 2. Review all membership appeals within 60 days and rule on the status of the claim.
  - 3. Review the process of all repossessions of certificates.
- D. Failure of the examination
  - 1. Failure of the examination is not appealable.
- E. All decisions of the Appeals Committee are final.

### **Section 6     Recertification Committee**

- A. The committee will be activated when dictated by age of the Academy.
- B. The makeup of the committee will be President Elect and Member at Large.
- C. Duties of the committee are to ensure that one of three of the following requirements are met:
  - 1. Recertification requirements may include one of the following items but are not limited to:
    - a) Attendance of continuing education in Ophthalmology for a total of 50 hours within a 5-year period. The CE hours may be obtained through attendance at seminars pertaining to veterinary ophthalmology, contribution to professional publications (worth 2 credit hours per publication), presentation of a lecture or wet lab (worth the amount of credit hours that are provided to the attendees). A maximum of 8 credit hours of RACE approved continuing education in anesthesia will be accepted. A maximum of 14 credit hours from RACE equivalent (examples-Accredited State Associations or Schools of Veterinary Medicine) or regionally/nationally recognized conferences sponsored by ACVO (examples-MWVOS) will be accepted. A maximum of 8 hours of non-RACE approved, in house, and/or any type of Online Continuing Education. The distribution of CE units will be determined by the Re-certification Committee with final approval by the Executive Board.
    - b) Retaking the VTS (Ophthalmology) examination
  - 2. Ensure notification and requirements for recertification are sent to members eligible for recertification.
  - 3. Following the Bylaws of the Academy, evaluate and certify the application and requirements submitted for recertification.
  - 4. Notify applicants and the President if requirements were fulfilled or if there were any areas of deficiency.
  - 5. Determine the recertification fee with approval of the Board.

### **Section 7     Program Committee**

- A. The Executive Board will determine the makeup of the committee by appointment as needed to fulfill the duties of the committee.
- B. Duties of the committee are:

1. Coordinate all continuing education, publication, and research endeavors of the Academy.
2. Provide support to and coordinate efforts with ACVO.
3. Plan, organize, select speakers, and conduct continuing education meetings of the Academy.
4. Oversee and ensure the timely publication of all proceedings generated from Academy programs.
5. Develop and maintain a presence on the internet.

### **Section 8      Development and Finance Committee**

- A. The Treasurer will Chair the committee.
- B. The Chair of the committee will determine the makeup of the committee.
- 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.

## **ARTICLE VI - ACADEMY MEETINGS**

All meetings of the 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 Robert's Rules of Order.

### **Section 1      Annual business meeting**

- A. The Academy shall hold an annual business meeting during the annual ACVO forum or at such time and place as to be announced by the President. The Secretary shall send written notification of the Annual meeting to the membership prior to the date.
- B. The Board members shall be advised of the agenda prior to the meeting.
- C. Nonattendance by a Board member requires notification to the Executive Director in writing prior to the meeting.
- D. A quorum shall consist of the members present that are eligible to vote.
- E. Charter and Active members current on their dues and Lifetime members will be eligible to vote.
- F. All are welcome to attend, however only members of the Academy may hold the floor.

### **Section 2      Executive Board meetings**

- A. The Executive Board must meet 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 the date approved by the Board.
- B. The Board members shall be advised of the agenda prior to the meeting.
- C. Nonattendance by a Board member requires notification to the Executive Director in writing prior to the meeting.

- D. A quorum of 51% shall be required to conduct business. Decisions will be decided by a simple majority.
- E. Special meetings of the Executive Board may be called by the Executive Council or the Executive Director at any time when situations warrant such a meeting. Written notification of a minimum of 7 days shall be given. If a quorum cannot be met, the special meeting will be cancelled.

## **ARTICLE VII - DUES, FEES, FISCAL MATTERS**

### **Section 1 Dues**

Upon recommendation of the Development and Finance Committee and Treasurer, and by vote of the Executive Board, all dues of the Academy for the following year will be established at the annual business meeting. Dues are delinquent March 1 and if not paid by May 1, membership will be discontinued. 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 and Treasurer, and by vote of the Executive Board, all fees of the Academy for the following 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 the recommendation of the Development and Finance Committee and approval of the Executive Council.

## **ARTICLE VIII - INDEMNIFICATION OF OFFICERS**

### **Section 1 Right to Indemnification**

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Academy as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee") whether the basis of a proceeding is alleged action in an official capacity as such a director, officer, employee or agent or in any other capacity while serving as such a director, officer, employee or agent, shall be indemnified and held harmless by the academy to the full extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amount to be paid in settlement) actually and reasonably incurred or suffered by such indemnity in connection therewith, and such indemnification shall continue as an indemnity who has ceased

to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnities if the Academy is prohibited by the nonexclusive provisions of the Arizona Business Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, in Section 2 hereof with respect to proceedings seeking to enforce rights to indemnification, the Academy shall indemnify any such indemnities in connection with a proceeding (or part thereof) initiated by such indemnities only if the proceeding (or part thereof) was authorized or ratified by the Executive Board of the Academy. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Academy the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the Academy of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnities, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnities is not entitled to be indemnified for such expenses under this Section 1 and (1) upon delivery to the Academy of a written affirmation (hereinafter an "affirmation") by the indemnities of his or her good faith and belief that such indemnities have met the standard of conduct necessary for indemnification by the Academy or (2) upon such determination (hereinafter a "determination") as may be permitted or required by the Arizona Business Corporation Act or other applicable law.

### **Section 2 Right of Indemnitee to Bring Suit**

If a claim under Section 1 hereof is not paid in full by the Academy within sixty days after a written claim has been received by the Academy, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the academy to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the Academy to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expense, where the required undertaking and affirmation or determination have been tendered to or made by the Academy) and thereafter the Academy shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Academy (including its Executive Board independent legal counsel or its members) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

### **Section 3 Non exclusivity of Rights**

The right to indemnification and the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, general or specific action of the Executive Board, contract or otherwise.

#### **Section 4 Insurance, Contracts and Funding**

The Academy may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Academy or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Academy would have the power to indemnify such person against such expense, liability or loss under the Arizona Business Corporation Act. The Academy may enter into contracts with any director, officer, employee or agent of the Academy in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

#### **Section 5 Indemnification of Employees and Agents of the Academy**

The Academy may, by action of the Executive Board grant rights for indemnification and advancement of expenses to employees and agents of the Academy with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Academy or pursuant to rights granted pursuant to, or provided by, the Arizona Business Corporation Act or otherwise.

### **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 makes invalid any of the provisions of these Bylaws, or 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, but 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 or officers, or agent or agents, to enter 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 evidence 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 a Officer unless approved by the members of at least a majority of the votes represented by all members entitled to vote thereon, excluding the votes of the benefited Officer, or the Board determines that the loan or guarantee benefits the corporation and either approves the specific loan or guarantee or a general plan authorizing the loans and guarantees.

**Section 4      Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Academy shall be signed by such officer or officers, or agent or agents, 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**      These Bylaws may be amended subject to approval of a vote of two-thirds the majority of the Executive Board with prior notification of the membership.

**Section 2**      These Bylaws may be amended subject to unanimous approval vote of the Executive Board without prior notification of the membership.

**Section 3**      These Bylaws may be amended subject to approval of a vote of two-thirds majority of the active members in attendance at the annual meeting.

The foregoing Bylaws were adopted by the Board of Directors of the Academy on September 12, 2014