

# **ACADEMY of INTERNAL MEDICINE**

## **for VETERINARY TECHNICIANS**

### **BYLAWS**

#### **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 internal medicine and increase competence of those who perform specialty duties by:

- A. Promoting interest in and the advanced knowledge and practice standards of technicians in veterinary internal medicine;
- B. Establishing prerequisite requirements for education and experience prior to certification in the specialties of internal medicine for veterinary technicians;
- C. Administering examinations and certifying veterinary technicians as specialists in Veterinary Internal Medicine;
- D. Promoting continued professional development as an obligation of membership.
- E. Promoting continuing education and dissemination of knowledge relating to veterinary internal medicine;
- F. Ensuring the opportunity for the veterinary technician to demonstrate superior knowledge in the care and management of cases within the selected discipline of the specialty of Internal Medicine when credentialed as a VTS (Internal Medicine); and
- G. Conduct 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 Washington 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 provision 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 the 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 to 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) or the Code, retain any excess 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
- E. Foreign members

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

- A. Be a graduate of an accredited veterinary technology program or equivalent and/or are credentialed as a veterinary technician by a state.
- B. 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.

Section 4 Charter members must:

- A. Meet the general requirements as set forth in Article IV of the Constitution, and Article II of the Bylaws.
- B. Meet the standards of the Committee of Veterinary Technician Specialties of the National Association of Veterinary Technicians in America.
- C. Receive affirmative vote by the Organizing Committee at the administration of the initial qualifying examination.
- D. 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, III and VII of the Bylaws.
- B. Have met the requirements for application.

Section 6 Lifetime members shall:

- A. Be members in good standing having reached the age of 65 AND charter or active member for a minimum of 10 consecutive years.
- B. Upon retirement, become a non-dues paying, lifetime member of the AIMVT, with all of 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 internal medicine.
- 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** Foreign Members must:

- A. Meet the general requirements as set forth in Article IV of the Constitution and Article II and VII of the Bylaws. In place of accreditation by state of residence, they shall be accredited by country of residence.
- B. Meet the requirements for application as stated in the Bylaws Article III.
- C. Maintain current dues as set forth in Bylaws.
- D. Be accepted for membership in the Academy by a majority of the Executive Board.
- E. Have no voting privileges and will not be eligible to hold office.

**Section 9** Recertification:

All Charter, Active, and Foreign members must recertify every five years as outlined in the Bylaws.

**Section 10** 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 or Bylaws.
  - 1. The Appeals Committee will be charged with investigating and ruling on any violations.
- B. There has been a failure to pay dues.
- C. There has been a failure to complete the recertification process.

**Article III – Applicant Requirements**

**Section 1** Have a minimum of at least 3 years with 6,000 hours of experience as a credentialed veterinary technician in the field of Internal Medicine in the specialty they seek recognition for. All experience must be completed within five years prior to application.

- A. Veterinary Small Animal and Large Animal Internal Medicine are defined as the specialty branch of veterinary medicine concerned with non-surgical diseases in animals.
- B. Cardiology is defined as the specialty branch of veterinary medicine concerned with the study of the structure, function and disorders of the heart and circulatory system in health and disease.
- C. Neurology is defined as the specialty branch of veterinary medicine concerned with the study, care and treatment of medical and surgical diseases of the nervous system; including the central, peripheral, and autonomic systems; and of neuromuscular disorders and diseases.
- D. Oncology is defined as the specialty branch of veterinary medicine concerned with the study of the physical, chemical, and biological properties of cancer and tumors, including the origin, development, diagnosis, treatment and prevention of malignant neoplasms.
- E. All specialties of AIMVT are further defined to include the advanced knowledge of wellness and preventative medicine, a detailed knowledge of

complex, acute and chronic disease states, and a thorough knowledge of the anatomy, pathology and pathophysiology of animals.

Section 2 Spend at least 75% of his/her time in the area of specialization in Internal Medicine. All experience must be completed within five years prior to application.

Section 3 Have a minimum of 40 hours of continuing education in internal medicine completed within five years prior to application. At least 70% of the continuing education must be in the sub-specialty of application. Up to 30% of the continuing education may be in general internal medicine. Proof of attendance will be required. Continuing education must be RACE certified or its equivalent.

Section 4 Provide documentary evidence of advanced competence in the selected area of specialization of internal medicine through clinical experience, as follows:

- A. Completion of the Advanced Veterinary Technician skill form and the Advanced Veterinary Technician knowledge form in the area of specialization.
- B. A Case Report log is maintained from October 1 – September 30 in the year immediately preceding the submission of the application. A minimum of fifty cases must be recorded. Case reports reflect advanced knowledge of the disease process in the management of cases in the area of specialization and show mastery of advanced nursing skills.
- C. Four in depth case reports selected from the case report log demonstrating expertise in the nursing management of a variety of internal medicine veterinary patients.
- D. Submit three questions for possible use in future examinations. The questions may be either general internal medicine questions or questions in the subspecialty. The questions represent advanced knowledge in internal medicine.
- E. Two letters of recommendation from a VTS (Internal Medicine), or a Diplomate of the American College of Veterinary Internal Medicine.
  1. Until there are sufficient numbers of the aforementioned, letters of recommendation will be accepted from the following: VTS (Anesthesia) or (Emergency & Critical Care), Diplomates in Anesthesia, Emergency & Critical Care, Practice, or Surgery. If none of these Diplomate or VTS is available the Academy will accept one letter of recommendation from a licensed DVM with a letter from them stating that no Diplomate or VTS is easily available for the candidate to utilize.

Section 5 Pass certification examination given by the Academy.

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.

#### **Article IV– Executive Board**

- A. The make up of the board shall include: Past President, President, President-elect, Secretary, Treasurer and Directors at Large (one from each specific specialty area).
- B. All officers will provide a year-end report to the Executive Director.
- C. All officers will attend the meetings of the Academy as defined by the Constitution and Bylaws.
- D. Officers will turn over all funds, properties and records of their office to the incoming officer or the Executive Director at the end of their term.
- E. The terms of office shall be the same as the membership year.
- F. Other duties, not defined, as determined by the Board.

## Section 1 Duties of the Executive Board

### A. Past President

1. Assume the office of Past President following his/her term as President.
2. Only vote during Executive Board and Executive Council decisions in the case of a tie.
3. Assist and advise the office of President as requested.
4. Be available to represent the Academy at functions where a presence is needed in the absence of the President.
5. Sit on the Executive Board and the Executive Council of the Academy.
6. Serve as official liaison to ACVIM.

### B. President

1. Assume the office of President following his/her term as President Elect.
2. Vote in all decisions of the Executive Board and the Executive Council.
3. Provide mentorship for the office of President Elect.
4. Provide leadership to the Academy and represent the Academy at all functions where a presence is indicated.
5. Preside over all meetings of the Academy, Executive Board and Executive Council.
6. 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.
7. Perform other duties as defined by the Constitution and Bylaws or as the situation warrants.

### C. President Elect

1. Assume the office of President following his/her term as President Elect.
2. Vote in all decisions of the Executive Board and the Executive Council.
3. 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 case of resignation.
4. Actively prepare for the leadership responsibilities that will be assumed at the end of his/her term.
5. Sit on the Examination Committee.

### D. Secretary

1. Record and maintain all minutes of the Academy, Board, Council and its committees.
2. Assure that all filings to state and federal authorities are made in a timely manner.
3. Assist the Chair of the Nominations and Elections Committee as needed.
4. Assist the Executive Director in handling the correspondence of the Academy.
5. Sit on the Credentialing Committee.

### E. Treasurer

1. Oversee the financial matters of the Academy and its employees, including the collection of dues.
2. With the assistance of the financial staff and the Development and Finance Committee, prepare a mid year and year end financial report for the Board and the membership.
3. Prepare a budget for the following fiscal year.

4. Oversee bookkeeping, accounts payables, accounts receivables and check writing duties. These duties may be delegated to staff but are overseen by this office.
  5. Report on the financial impact of the programs of the Academy.
  6. Facilitate annual accounting review and/or audit of the financial records of the Academy.
  7. At the annual meeting, make a recommendation to the Board on the amount of all dues and fees for the following year.
- F. Directors at Large
1. Oversee the activities of their area of specialization as defined by the Constitution and Bylaws of the Academy.
  2. Represent their area of specialization to the Board.
  3. Chair the Examination Committee for their area of specialization.

Section 2 Duties of the Executive Director

- A. Work with the officers and Chairs of the Academy to ensure that proper records are maintained.
- B. Coordinate the activities of the Academy.
- C. Work with the officers and Chairs of the Academy to ensure that records and reports are filed in a timely manner.
- D. Attend all meetings of the Academy, the Executive Board and its Committees.
- E. Provide storage for all minutes, records, and financial statements of the Academy for a minimum of five years.
- F. Maintain archival copies of all publications, documents, and other records of the Academy.
- G. With the assistance of the Secretary, handle all correspondence on behalf of the Academy.
- H. Under direction of the Treasurer, collect dues and maintain database of membership for the Academy.
- I. Present a report of the activities of the office at the annual meeting of the Academy.
- J. Execute the Strategic Plan of the Academy.
- K. Serve as Liaison to NAVTA and other professional associations.
- L. Oversee additional staff, as needed to perform duties.
- M. Perform other tasks as requested by the Board.

Section 3 Election and terms of offices

- A. Elected officers shall include the President (first year only), President-elect, Secretary, Treasurer, and the Directors at Large.
- B. The term for the President is 3 consecutive years (except for the term of the 1<sup>st</sup> President which will be 2 years).
- C. The term of the Treasurer will be 2 years.
- D. The term of the Secretary shall be 1 year for the first year then 2 years there after.
- E. The initial terms for the Directors at Large shall be staggered with one position at 1 year, two at 2 years and two at 3 years. After the initial term, the Directors at Large positions shall be 3 years.
- F. As defined in the Constitution Article V, Section 2, subsection A3, the officers of the Academy will be elected by simple majority of the members voting in general elections. Only members of the subspecialty will vote for the Directors position. See Nomination and Elections Committee for voting procedures.

Section 4 Term limits

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

Section 5          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 6          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 7          Removal from Office

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

Section 8          Voting

- A. All members of the Executive Board shall have one vote, save the Past-President and the Executive Director. The Past-president shall have the tie-breaking vote if needed.
- B. Meetings will be governed by the latest edition of *Robert's Rules of Order*.

Section 9          Decisions by the Executive Board and Executive Council

- A. The Executive Council, as defined by the Constitution of the Academy, may make decisions for the Executive Board under the following circumstances:
  - 1. Time sensitive issue when a full Board meeting is not practical or possible.
  - 2. Issues of a purely housekeeping nature.
  - 3. When called by consensus of the President and the Executive Director in the case of special circumstances.
- B. All decisions of the Executive Council will be reported to the Board either in writing or at the next Board meeting, which ever will be within one month of said decision.

## **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.

Section 1          Nominations and Elections

- A. Nominations will be solicited in September of each year by the Chair of the committee. This will be an active process. Executive Board members are encouraged to submit names for consideration.
- B. All nominations will be reviewed and interviewed by the Chair or his/her appointee. A job description will be provided for the interview. 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.

- C. If more than one nomination is placed on the ballot, then elections will be held during the month of November of each year. In the case of a tie, the Chair will cast the deciding vote.
- D. The committee may determine if mail or secure internet balloting will be utilized for the election.
- E. Ballots must be sent, either paper or electronic, to all eligible, voting members of the Academy.
- F. New officers will be announced in December of each year.
- G. The Chair will determine the size of the committee and appoint members as she/he sees fit.

## Section 2      Credentialing Committee

- A. The makeup of the committee will be the Secretary and 3 Members at Large. Members at Large will be appointed for 3-year terms except the 1<sup>st</sup> year. In the first year, one member will have a one 1-year term, another will have a 2-year term and the third will have a 3-year term.
- 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 President and Examination Committee Chair.
  - 7. Notify all ineligible applicants and the President with a detailed explanation of ineligibility.
  - 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 3      Examination Committee

- A. The makeup of the committee will be the President Elect, the Directors at Large and 4 Members at large. Members at large will be appointed for 4-year terms except the 1<sup>st</sup> year. In the first year, the four members will have one 1-year term, one 2-year term, one 3-year term and one 4-year term.
- B. The examination will consist of two parts
  - 1. Core examination on Internal Medicine. The Internal Medicine core examination will constitute not more than 30% of the exam.
  - 2. Area of specialty examination. The Area of Specialty portion of the examination will be 70% of the exam. Each of the approved areas of specialization of the Academy will be represented.
  - 3. The core examination and the specialty examination are considered separate examinations and as such each examination must be successfully completed.
  - 4. The method of examination, size of the examination and any other examination parameters will be determined by the Committee with Board approval.

- C. The Directors at Large are responsible for providing the content for their portion of the Area of specialization examination.
  - 1. Each Director at Large will chair a sub-committee of 3-5 members in their specialty. The Director at Large will appoint the Members at Large and determine the number of members needed.
  - 2. The sub-committee will perform the duties as outlined in Article V, Section 3, subsection D, item 2 and item 3 for their area of specialization.
  - 3. The Director at Large will be responsible for the timeliness of the sub-committee's duties.
- D. 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 and the method of establishing the passing score for both the core and the specialty examination will be established by the Committee with approval of the Executive Board.
  - 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 4 Appeals Committee

- A. The committee will be activated on an as needed basis, as determined by the President.
- B. The makeup of the committee will be the Past President and 2 Members at Large.
- C. Duties of the committee are:
  - 1. Review all credentialing appeals within 60 days and rule on the status of the claim.
  - 2. Review all examination appeals within 60 days and rule on the status of the claim.
  - 3. Review all membership appeals within 60 days and rule on the status of the claim.
  - 4. Review the process of all repossessions of certificates.
- D. All decisions of the Appeals Committee are final.

Section 5 Recertification Committee

- A. The committee will be activated when dictated by age of the Academy.
- B. The makeup of the committee will be the Treasurer and 2 Members at Large. The Members at Large will be appointed for 2-year terms except during the

first year. In the first year, the two Members at Large will have one 1-year term and one 2-year term.

C. Duties of the committee are:

1. With Board approval, set the requirements for recertification. Recertification requirements may include, but are not limited to:
  - a) Attendance at continuing education in area of specialization. The number of hours to be set by the committee.
  - b) Submission of qualified examination questions. The number of questions to be set by the committee.
  - c) Speaking, presentations, or lectures on area of specialization, especially at the annual meeting of ACVIM. The number of hours to be set by the committee.
  - d) Completion of the 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 President if requirements were fulfilled or if there were any areas of deficiency.
5. Determine the recertification fee with approval of the Board.

Section 6

Program Committee

- A. The Chair of the committee will determine the makeup of the committee by appointing Members at Large as needed to fulfill the duties of the committee. Members at Large will be appointed for 2-year terms.
- 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 ACVIM.
  3. Plan, organize, select speakers and conduct continuing education meetings of the Academy.
  4. Oversee and insure the timely publication of all proceedings generated from Academy programs.
  5. Develop and maintain a presence on the internet.

Section 7

Development and Finance Committee

- A. The Treasurer will Chair the committee.
- B. The Chair of the committee will determine the makeup of the committee, appointing Members at Large as needed to fulfill the duties of the committee. Members at Large will be appointed for 2-year terms.
- C. Duties of the committee are:
  1. Prepare an annual budget and submit it to the Executive Board for review and approval.
  2. Advise the Executive Board on dues, fees, expenditures, continuing education costs and other fiscal matters of the Academy.
  3. Mediate all requests for refunds of dues or fees.

## **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 ACVIM 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. Non attendance 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. Non attendance 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 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 or, that being or having been such a director or officer or an employee of the Academy, he or she is or was serving at the request of an executive 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 amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee 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 indemnitee if the Academy is prohibited by the nonexclusive provisions of the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in Section 2 hereof with respect to proceedings seeking to enforce rights to indemnification, the Academy shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee 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 indemnitee, 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 indemnitee 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 indemnitee of his or her good faith and belief that such indemnitee has 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 Washington 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) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by 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 Nonexclusivity 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 Washington 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 Washington 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 into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2 Loans to the Academy

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

Section 3 Loans to Officers

The Academy may not lend money to or guarantee the obligation of 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 loans and guarantees.

Section 4 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer 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 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 November 1, 2004.

Revised December 2005

Revised June 2006

Revised October 2006

Revised April 2008

Revised June 2008

Revised December 2009

Revised June 2010