

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. Emeritus members
- D. Honorary members
- E. Lifetime Members

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

- A. Be credentialed as a veterinary technician by a state. Members from foreign countries, in place of accreditation by a state of the US, shall be accredited by country of residence.
- B. Be of high ethical and moral standing.
- C. Maintain current dues as set forth in Article VII Section 1 of the by-laws.

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

Section 6 Emeritus members shall:

- A. Be members in good standing having reached the age of 50 AND charter or active member for a minimum of 10 consecutive years or nominated by a member of the Executive Board.
- B. Upon retirement, become a non-dues paying, emeritus member of the AIMVT.
- C. Emeritus members may no longer vote and are not eligible to hold office.

- D. Recertification is no longer required if no longer working in the field of veterinary medicine.

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. Comply with the policies and procedures of eligibility and nomination and receive affirmation vote of the membership.
- C. Pay no dues, may not hold office and have no voting privileges. The VTS designation cannot be held by an honorary member.

Section 9 Lifetime members shall:

- A. Be members in good standing with 10 years continuous Academy membership.
- B. No longer working in clinical practice but still working in the field of veterinary medicine the Recertification requirements will be modified as per the guidelines.
- C. Lifetime members retain the rights to hold voting privileges and be eligible to hold office in the Academy.
- D. Comply with the policies and procedures of eligibility.

Section 10 Recertification:

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

Section 11 Repossession of Certificates

Certificates of recognition and VTS designations remain the property of the Academy. The Appeals Committee will be charged with investigating and ruling on any violations. The right to utilize the certificate or title of VTS shall be revoked if:

- A. The provisions of the Academy's Constitution, Bylaws or Policies and Procedures are violated.
- B. There has been a failure to renew or pay annual dues.
- C. There has been a failure to complete the recertification process.
- D. Failure to maintain their primary veterinary technician credentials

If revoked, the certificate of recognition may no longer be displayed and the former member will cease and desist from using the "VTS" designation. Failure to comply with this agreement and with trademark protection will result in legal action from the Academy, NAVTA, or other vested parties.

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. At least 4,500 hours must be in the specialty they seek recognition for. All experience must be completed within five years prior to application.

- A. Veterinary Small Animal Internal Medicine is defined as the specialty branch of veterinary medicine concerned with non-surgical diseases in small animals.
- B. Veterinary Large Animal Internal Medicine is defined as the specialty branch of veterinary medicine concerned with the study, care and treatment of medical and surgical diseases in large animals. Large Animal Internal Medicine can be further specialized into Equine or Production.
- C. 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.
- D. 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.

- E. 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.
- F. 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 All experience must be completed within five years prior to application.

Section 3 Have a minimum number of hours of continuing education in internal medicine completed within five years prior to application as specified. At least 70% of the continuing education must be in the 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 and follow the current provider requirements.

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 skills forms in the area of specialization.
- B. A Case Census 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 in the census log.
- C. Four in depth Case Reports selected from the case census log demonstrating advanced knowledge and 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 must be in the specialty. The questions must represent advanced knowledge in internal medicine.
- E. Two letters of recommendation from a VTS (Internal Medicine), or a Diplomate of the American or European College of Veterinary Internal Medicine.
 - 1. If neither a VTS of AIMVT or a Diplomate of ACVIM or ECVIM 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 Upon successful completion of all these requirements, applicants will be accepted for membership in the Academy with all the rights and privileges of an Active member.

Article IV– Executive Board

- A. The makeup of the board shall include: Past President, President, President-elect, Secretary/Treasurer, Member at Large and Directors at Large (one from each specific specialty area).
- B. If agreeable to both parties, the DAL position may be a shared position on the board.
- C. The members of the Executive Board shall perform their duties and responsibilities as written in the officer's policies and procedures manual which will be provided within the first 30 days of on-boarding.

Section 1 Duties of the Executive Board

- A. Past President
 - 1. Assume the office of Past President following their 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.
- B. President
1. Assume the office of President following their 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 their 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 their term.
- D. Secretary/Treasurer
1. Shall perform their duties and responsibilities as written in the officer's policies and procedures manual which will be provided within the first 30 days of on-boarding
 2. Record and maintain all minutes of the Academy, Board, Council and its committees.
 3. Assist the Chair of the Nominations and Elections Committee as needed.
 4. Sit on the Credentialing Committee.
- E. 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.
 4. Sit on the Credentialing Committee for their area of specialization.
- F. Member at Large
1. Assist the Directors at Large as requested
 2. Represent the interests of and advocate for the general membership

Section 2

- Duties of the Executive Director
- A. Coordinate the activities of the Academy.
 - B. Attend all meetings of the Academy, the Executive Board and its Committees.
 - C. With the assistance of the Secretary/Treasurer, handle all correspondence on behalf of the Academy.

- D. Present a report of the activities of the office at the annual meeting of the Academy.
- E. Execute the Strategic Plan of the Academy.
- F. Oversee additional staff, as needed to perform duties.
- G. Shall perform their duties and responsibilities as written in the officer's policies and procedures manual and 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, Member at Large and the Directors at Large.
- B. The term for the President's cycle is 6 consecutive years, 2 years in each position
- C. The term of the Secretary/Treasurer will be 2 years.
- D. The term of the Member at Large will be 2 years.
- 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 specialty 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 their 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 their 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 from the Board will be by a 2/3 majority of the remaining Board members.

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, whichever 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, Mentoring, and Social Media. Chairs and committee members shall be appointed as stated in the Constitution and Bylaws of the Academy in January of each year. Chairs are required to provide bi-annual committee reports.

New ad-hoc committees or task forces can be created at the decision of the Executive Board or Executive Committee.

Section 1 Nominations and Elections

- A. The Chair will determine the size of the committee and appoint members as they see fit.
- B. The goals of this committee are twofold.
 - 1. To solicit nominations each year as an active process.
 - 2. To hold elections in November of each year
- C. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 2 Credentialing Committee

- A. The makeup of the committee will be the Chair, the Secretary/Treasurer and the Directors at Large. The Directors at Large will work with the Chair to appoint sufficient reviewers as the process dictates.
- B. The goals of this committee are twofold.
 - 1. To produce and provide the current application requirements, including all deadlines.
 - 2. To oversee the application evaluation and certification process.
- C. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 3 Examination Committee

- A. The makeup of the committee will be the President, President Elect, the Directors at Large and 5 Active Members (one from each specialty). Members will be appointed for 4-year terms except the 1st 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 goals of this committee are to
 - 1. Produce an annual, psychometric sound, examination in each specialty as needed by the applicant pool. The method of examination, size of the examination and any other examination parameters will be determined by the Committee with Board approval.

2. Administer the examination in accordance with ADA and examination standards.
 3. Grade the examination. The passing score and the method of establishing the passing score for the specialty examination will be established by the Committee with approval of the Executive Board.
 4. Notify all examinees passing the examination of results. Notify all examinees failing the examination of results with a written summary of area(s) of deficiencies.
 5. With the guidance of testing professionals, establish the framework for the examination based on a job analysis. Review this framework at recommended intervals but at least every 10 years.
- 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 up to 10 members in their specialty. The Director at Large will appoint the Members and determine the number of members needed.
 2. The Director at Large will be responsible for the timeliness of the sub-committee's duties.
- D. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 4 Appeals Committee

- A. The committee will be activated on a as needed basis, as determined by the appeals process. The commitment of the committee starts in November of the current year to May of the following year, making the committee continuous throughout the appeal process year. The makeup of the committee will be the Chair, Past President, the Director at Large of the specialty being appealed and an active Member with credentialing experience who has not reviewed the application, approved by the Chair.
- B. This committee will evaluate all appeals of committee decisions, including credentialing, examination, membership, and recertification.
- A. All appeals will be reviewed and a ruling on the status of the claim within 60 days of receipt.
 - B. All appeals must be made by the applicant, no third parties will be allowed.
- C. All decisions of the Appeals Committee are final.
- D. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 5 Recertification Committee

- A. The makeup of the committee will be the Chair, Secretary/Treasurer and 5 Active Members, one from each specialty. The Members will be appointed for 2-year terms except during the first year. In the first year, the two Members will have one 1-year term and one 2-year term.
- B. The duties of the committee are
1. Set the requirements for recertification with Board approval
 2. Notify and evaluate Recertification applications
- C. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 6 Program Committee

- A. The Chair of the committee will determine the makeup of the committee by appointing Members as needed to fulfill the duties of the committee. Members will be appointed for 2-year terms.
- B. The duties of the committee are to coordinate all continuing education activities of the academy.
- C. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 8 Mentorship

- A. The makeup of this committee shall be comprised of a Chair and additional members as needed, ideally 1 per specialty.
- B. The main goal of the committee is to assign mentor/mentee pairs as requested.
- C. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

Section 9 Social Media

- A. The makeup of this committee shall be comprised of a Chair and additional members as needed, ideally 1 per specialty.
- B. The main goal of this committee is to post AIMVT news and activities on all official social media platforms.
- C. The Chair will follow the Policies and Procedures manual of this committee. The specific duties are outlined in the Policies and Procedure manual and the Bylaws of the Academy.

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/Treasurer 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, Active, and Lifetime members current on their dues 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 at least 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 Secretary/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 a late fee as set by the Board will be assessed. Email notification of the right to cure will be sent to the delinquent member. If dues are not paid by May 1, membership will be discontinued by email notification, no further notification will be given. Reinstatement of membership status will be granted upon receiving all back dues and completion of all requirements of the Academy if reinstated within 3 years, otherwise reapplication will be required.

Section 2 Fees

Upon recommendation of the Secretary/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 their 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 an 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
Revised November 2010
Revised June 2011
Revised September 2012
Revised January 2014
Revised November 2015
Revised April 2018
Revised June 2018
Revised November 2019
Revised February 2020
Revised June 2020
Revised September 2020
Revised June 2022
Revised August 2022
Revised June 2024