

Amended and Restated BYLAWS
OF
ACADEMY OF CLINICAL RESEARCH PROFESSIONALS
(A Virginia nonstock corporation)

Article I
Name

The name of the organization shall be: Academy of Clinical Research Professionals, Inc. (hereinafter referred to as the "Academy"), a nonprofit corporation formed under the laws of the Commonwealth of Virginia.

Article II
Purposes and Governing Law

Section 1. Purposes. The purposes for which the Academy is organized and shall be operated are as set forth in the Academy's Articles of Incorporation, as amended.

Section 2. Governing Law. The Academy shall be governed by the provisions of the Virginia Nonstock Corporation Act (the "Act"), and, the provisions of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code") applicable to organizations recognized as exempt from federal income tax under Section 501(c)(6) of the Code.

Article III
Offices

The Academy shall maintain in the Commonwealth of Virginia a registered office and a registered agent at such office and may have other offices within or without the Commonwealth of Virginia as shall be determined by the Academy Board of Trustees (hereinafter referred to as the "Board"; members of the Board are hereinafter referred to as "Trustees").

Article IV
Membership

Section 1. General. The Academy shall have two (2) classes of members (collectively, the "Members"): nonprofit organization(s) (the "Institutional Member(s)") and individual certificants (the "Certificant Members"). Membership eligibility qualification shall be determined by the Board, in its sole discretion.

Section 2. Institutional Member(s). The number of Institutional Members of the Academy shall be one (1). The sole Institutional Member shall be the Association of Clinical Research Professionals (hereinafter referred to as "ACRP"), an Ohio nonprofit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code, or its successor in interest. The Institutional Member, by action of its

governing board, shall be entitled to vote on any matter submitted to a vote of the Certificant Members of the Academy.

Section 3. Certificant Members. The Certificant Members of the Academy shall be limited to individuals certified by and in good standing with the Academy. A current Academy certificant in good standing shall be ipso facto a Certificant Member of the Academy, without payment to the Academy of further consideration or further application necessary. Other than the right to vote in an election of Trustees in accordance with Article V, Section 2.C of these Bylaws or as otherwise required under the Act, Certificant Members of the Academy shall not be entitled to notice of, or to vote on, any matter submitted to a vote of the Certificant Members of the Academy.

Section 4. Other Membership Classifications. The Board may from time to time establish one (1) or more non-voting, non-office-holding classes of membership in the Academy. The terms and conditions of such membership classifications shall be determined and defined by the Board in its sole discretion; provided, however, that no such membership classifications shall have the right to vote or hold office in the Academy.

Section 5. Duration of Membership and Resignation. The membership of any Certificant Members who shall for any reason and at any time cease to be a current certificant in good standing of the Academy shall automatically terminate. Any Certificant Member may resign his or her certification and Academy membership upon written notification to the Board.

Section 6. Revocation of Certificant Membership. The Certificant Members shall be governed by the ACRP Code of Ethics & Professional Conduct (the “ACRP Code”), as well as the ACRP Discipline and Complaints Policy, and any additional policies and procedures adopted by ACRP to enforce the ACRP Code, subject to the oversight and approval of the Academy Board. A material violation of the applicable ACRP Code by a Certificant Member may constitute grounds for revocation of Academy membership. The ACRP Ethics Committee shall have the authority to review any complaints received regarding a Certificant Member, and, following a hearing at which the Certificant Member shall have the ability to appear before and be heard by the ACRP Ethics Committee, the ACRP Ethics Committee shall notify the Board of its recommendation regarding the Certificant Member. The Board shall review the relevant materials and proceedings from the hearing and determine whether to uphold or overturn the ACRP Ethics Committee recommendation. The Board shall notify the Certificant Member of any disciplinary action determined by the Board, and rights of appeal, pursuant to Academy policies and procedures.

Section 7. ACRP Code of Ethics & Professional Conduct and Enforcement. A prospective or current certificant of the Academy may be barred from becoming or remaining, as the case may be, a Certificant Member of the Academy, or may be suspended, reprimanded or otherwise disciplined, if such member is or has at any time previously been in material noncompliance with the applicable ACRP Code. Procedures for enforcement of the applicable ACRP Code, including but not limited to noncompliance therewith and corresponding disciplinary measures, and rights of appeal, shall be determined and defined by the Board. The Board may delegate some or all of its authority to enforce the applicable ACRP Code or other membership standards imposed by the Board or otherwise by the Academy, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, in accordance with applicable law, and the Academy’s governing documents.

Section 8. Annual Meeting. The annual meeting of members shall be held in conjunction with the ACRP annual meeting at such date and time and at such place, within or without the Commonwealth of Virginia, as shall be fixed by the Board, provided that the ACRP and Academy meetings shall be separate and distinct meetings, and separate meeting minutes shall be kept at each meeting.

Section 9. Special Meeting. Special meetings of the Members may be called either by the Chair, by vote of a majority of the Trustees, or by not less than ten percent (10%) of the Certificant Members. The person or persons authorized to call special meetings of the Members may fix the time and place, either within or without the Commonwealth of Virginia, as the time and place for holding any special meeting of the Members called by them.

Section 10. Notice. Notice of any meeting of the Members shall be received by each Member entitled to vote at the meeting by electronic mail, postal mail, overnight courier, facsimile (telecopier), or other mode of written transmittal, not less than ten (10) days before and not more than sixty (60) days before the time set for such a meeting, unless otherwise required by the Act or these Bylaws, and must include the time, date, place, and, in the case of a special meeting, the purpose or purposes of such meeting. Any Member may waive notice of any meeting before, at, or after such meeting, which waiver shall be in writing and signed by the Member entitled to the notice and delivered to the Secretary/Treasurer of the Academy. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the Member of notice of such meeting.

Section 11. Quorum; Adjournment. 50 Certificant Members, or 2.5% of those Certificant Members entitled to vote, whichever is smaller, shall constitute a quorum for the transaction of business at any meeting of the membership at which a matter will be brought before the Certificant Members for a Vote. For meetings at which Certificant Members are not entitled to vote, the presence of the Institutional Member, in person or by proxy, shall constitute a quorum for the transaction of business. Any meeting of Members may be adjourned to reconvene at any date, time, and place without further notice, unless the adjournment is for more than 120 days.

Section 12. Teleconferencing. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the membership may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to read or hear the proceedings of the meeting substantially concurrently with the meeting, and otherwise fully participate in the meeting, provided that the Academy is implemented reasonable measures to verify that each person participating remotely is a Member. Such participation shall constitute presence in person at the meeting.

Section 13. Written Mail, Facsimile (Telecopier), or Electronic Ballot. To the extent permitted by the Act and as authorized by the Board, any action required to be taken at a meeting of the membership, including the election of directors, may be taken without a meeting if duly approved by written mail, facsimile (telecopier), or electronic ballots of the membership. Any action taken without a meeting of the Members, except the election of directors, must be approved by all Members entitled to vote on the action.

Section 14. Minutes. Full minutes of each meeting of the Members shall be recorded by the

Secretary/Treasurer, containing the results of the deliberations of the Members and shall be placed in the Academy's minutes' book or other appropriate books and records.

Section 15. Record Date. For the purpose of determining Members entitled to notice of or to vote at a meeting of Members or any adjournment thereof, or for determining Members for any other proper purpose, the Board may fix in advance a date as the record date for determining Members, such date not to be more than seventy (70) days before the meeting or action requiring a determination of Members. If no record date is fixed, the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day before the effective date of the notice to the Members or, if notice is waived, the close of business on the day before the date on which the meeting is held; the record date for determining Members entitled to express consent, pursuant to this section hereof, to a corporate action in writing without meeting shall be the day on which the first written consent is expressed; and the record date for determining Members for any other purpose shall be the close of business on the day on which the Board of Trustees adopts the resolution relating thereto.

Section 16. Voting. In the election of Trustees, each Certificant Member entitled to vote shall be entitled to one (1) vote for the proposed slate of candidates.

Article V Board of Trustees

Section 1. Duties and Restrictions. The affairs of the Academy shall be managed by its Board. It shall be the Board's duty to carry out the objectives and purposes of the Academy; to this end, the Board may exercise all powers of the Academy, including those in furtherance of the administration of the Academy's certification programs, as described herein. The Academy will serve as an independent and autonomous body with respect to the development, maintenance, and oversight of the certification programs administered by the Academy (collectively, the "Certification Programs"), including all Certification Program policies and procedures. The Academy will be solely responsible for all aspects of the administration of the Certification Program, including, without limitation: policy decisions regarding eligibility for certification and certification maintenance standards; development, maintenance, and administration of examinations and other assessment instruments; and program operations. All Certification Program policies and procedures will be approved by the Board.

Section 2. Composition, Term of Office and Qualifications.

- a. The total number of Trustees shall be established from time to time by the Board but in no event shall consist of fewer than nine (9) or greater than eleven (11) Trustees, and shall include: (i) the Chair, *ex officio* with vote; (ii) the Immediate Past Chair, *ex officio* with vote; (iii) an individual elected by the Institutional Member (the "ACRP Trustee"), non-voting; (iv) the following voting Trustees who shall be elected by the Certificant Members in accordance with Section C below (collectively, the "Elected Trustees"): (a) one (1) individual who is a current Certified Clinical Research Associate ("CCRA") in good standing; (b) one (1) individual who is a current Certified Clinical Research Coordinator ("CCRC") in good standing; (c) one (1) individual who is a current Certified Principal Investigator ("CPI") in good standing; (d) one (1) individual who is a current ACRP Certified Professional ("ACRP-CP") in good standing; (e) one (1) individual who is a public member, or a representative of the consumers of services provided by those individuals certified

by the Academy (the “Public Member Trustee”); and (f) up to three (3) additional individuals.

One Elected Trustee or a designated staff member shall be appointed Secretary/Treasurer by the Board. If the Secretary/Treasurer is a staff member, s/he shall serve in a non-voting capacity and will not be considered a Trustee member of the Board nor counted as part of the total number of allowable voting seats on the Board.

One Elected Trustee, who is not the public member, shall be elected Vice Chair by the Board in accordance with Article VI, Section 2. The Chair, Immediate Past Chair, Vice Chair, and Secretary/Treasurer, if a voting Trustee (see Article 6, Section 1), shall be referred to herein collectively as the “Officer Trustees”.

The number of Trustees shall be subject to change from time to time by majority vote of the Trustees; provided that no reduction in the number of Trustees shall of itself shorten the term of a Trustee in office. The Executive Director of ACRP, shall be invited to attend all meetings of the Board in a non-voting capacity; and in the event there is no Executive Director, the Secretary of ACRP (if at the time the Secretary is not an Elected Trustee) shall be invited to attend all meetings of the Board in a non-voting capacity.

- b. All Elected Trustees shall be elected for a three (3)-year term. Except as otherwise provided herein, Elected Trustees may serve one (1) or more consecutive three (3)-year terms; provided, that, no Elected Trustee may serve more than two (2) consecutive three (3)-year terms. Notwithstanding the preceding, no individual shall be prevented from serving as Vice Chair, Chair or Immediate Past Chair on the basis that such individual served or will have served as a Trustee for more than two (2) consecutive terms. After serving as Chair, then Immediate Past Chair, a Trustee is no longer eligible to serve on the Board.
- c. Only Certificant Members in good standing shall be eligible to serve as Trustees. All Trustees must be at least twenty-one (21) years of age but need not be residents of the Commonwealth of Virginia.

Section 3. Election.

- a. All Elected Trustees shall be elected by the affirmative vote of the Certificant Members provided that at a quorum is represented through an electronic ballot. Alternatively, elections may be held in person, at an Annual Meeting or Special Meeting, provided that a quorum of Certificant Members is present at such meeting. The terms of Elected Trustees shall be staggered so as to ensure that a reasonable number of Elected Trustees’ terms expire at the same time to provide for transfer of institutional knowledge and stability of leadership.
- b. No Officer Trustee may hold an Elected Trustee seat at the same time as such individual holds an Officer Trustee seat, with the exception of the Secretary/Treasurer who, if an Elected Trustee, shall maintain his/her regular term of service while serving in the Secretary/Treasurer role and shall be entitled to one (1) vote on all matters submitted to the Board.
- c. Each Elected Trustee shall assume office at the commencement of the calendar year immediately

following their election and shall hold office for the term for which he or she is elected and until his or her successor shall be duly elected and qualified, or until his or her earlier resignation, removal or death.

- d. The ACRP Trustee shall be a non-voting member elected by the Institutional Member and shall serve a one (1)-year term. The ACRP Trustee may serve one (1) or more consecutive one (1)-year terms, provided that no individual may serve as the ACRP Trustee for more than two (2) consecutive one (1)-year terms.
- e. Elected Trustees elected by the Certificant Members of the Academy shall not be eligible to serve on the ACRP Board of Trustees during their term of service on the Academy Board of Trustees. No Trustee shall serve on the ACRP Content Committee, and no Trustee shall work for ACRP developing professional development curriculum, whether paid or as a volunteer, during their term as a Trustee and for two (2) years after the expiration of his or her term.

Section 4. Annual and Regular Meetings. The Board shall meet at least annually and may provide by resolution the time and place, either within or without the Commonwealth of Virginia, for the holding of regular meetings of the Board without notice other than as required by the Act, these Bylaws and such resolution. Locations and sites for meetings of the Board shall be reasonably accessible to all Trustees.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, within or without the Commonwealth of Virginia, as the place for holding the special meeting of the Board called by them.

Section 6. Notice. Notice of any meeting of the Board shall be given to each Trustee by mail, overnight courier, facsimile (telecopier), or other mode of written transmittal, not less than ten (10) days, if for a regular meeting, or two (2) days, if for a special meeting, before the time set for such a meeting, and must include the time, date and place of such meeting. Any individual on the Board may waive notice of any meeting before, at or after such meeting. Such waiver shall be in writing, signed by the Trustee, and filed with the minutes of the meeting. A Trustee's attendance at or participation in a meeting waives any require notice of the meeting unless the Trustee at the beginning of the meeting, or promptly upon the Trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 7. Quorum; Adjournment. A majority (>50%) of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the voting Trustees in office are present at said meeting, a majority of the voting Trustees present may adjourn the meeting from time to time without further notice. Notice of adjournment need not be given if the time and place to which it is adjourned are fixed and announced at a duly noticed meeting.

Section 8. Manner of Acting. The act of a majority of the voting Trustees present at a Board meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws. Each voting Trustee shall be entitled to one (1) vote on all matters submitted to a vote of the Board.

Section 9. Meeting Participation. To the extent permitted by the Act and as authorized by the Board, Trustees may participate in any meeting of the Board through any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by such means is deemed to be present in person at the meeting. Officer Trustees shall be expected to participate in additional meetings and teleconferences as requested by the Chair.

Section 10. Action by Unanimous Written Consent. As authorized by the Board, any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent shall be placed in the Academy's minutes' book or other appropriate books or records.

Section 11. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board shall be recorded by the Secretary/Treasurer and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Academy's minutes' book or other appropriate books and records. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that Robert's Rules of Order is not inconsistent with these Bylaws, rules adopted by the Board, the Academy's Articles of Incorporation, or the Act.

Section 12. Resignation. Any Trustee may resign at any time by providing written notice to the Board of Trustees, the Chair, or the Secretary/Treasurer. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 13. Removal. A Trustee may be removed with or without cause only by the membership class that elected the Trustee. A Trustee may be removed if the number of votes cast to remove the Trustee constitutes a majority of the votes entitled to be cast at an election of directors of the class of membership by which the Trustee was elected. A Trustee may be removed only at a meeting called for the purpose of removing the Trustee, and the meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Trustee.

Section 14. Vacancies. Any vacancy occurring on the Board due to death, resignation, removal, disqualification, or otherwise, or any Trusteeship to be filled by reason of an increase in the number of Trustees shall be left vacant or filled, by a vote of the majority of the remaining Trustees, for the unexpired portion of the term and until such Trustee's successor is elected and has qualified, or until his or her earlier resignation, removal or death.

Article VI Officers

Section 1. Definition and Term of Office. The Officers of the Academy shall consist of the Chair, Vice Chair, Immediate Past Chair, and Secretary/Treasurer if a voting trustee (collectively, the "Officers") and any other offices as may be defined and created by the Board from time to time in its sole discretion. No two offices may be held by the same individual. No officer position may be held by the ACRP Trustee. The Chair, Vice Chair, and Immediate Past Chair shall be full, voting members of the Board. The Secretary/Treasurer may be a full voting member of the Board if an Elected Trustee and non-voting if a staff member.

Subject to any term restrictions provided in Article V (Board of Trustees), Section 2, the Chair, Vice Chair, and Immediate Past Chair shall serve for a two (2)-year term which is not renewable. The Secretary/Treasurer shall serve for a one (1)-year term which is renewable, provided that no Elected Trustee may serve more than two (2) consecutive terms as Secretary/Treasurer. If an Elected Trustee, the Secretary/Treasurer shall maintain his/her regular trustee term of service while serving in the role of Secretary/Treasurer but shall only have one ex-officio vote. If he/she is not appointed to be Secretary/Treasurer again, he/she may continue serving out his/her term as a Trustee or apply to renew if eligible. If he /she is appointed as Secretary/Treasurer for a subsequent one-year term, the one-year term as Secretary/Treasurer will also count as one year toward his/her regular term. If the Secretary/Treasurer is a staff member, there is no limit to the number of terms the Secretary/Treasurer may be appointed.

Section 2. Election. The Vice Chair shall be elected every two years by the Trustees currently in office by the affirmative vote of a majority of the Trustees present at a Board meeting at which a quorum is present. Elections shall take place at the meeting of the Board nearest the expiration of the current Vice Chair's term of office (except as provided for in Article VI (Officers), Section 5 (Vacancies)). Upon completion of one term as Vice Chair, the Vice Chair shall succeed automatically to the office of Chair. Upon completion of one term as Chair, the Chair shall succeed automatically to the office of Immediate Past Chair. The Secretary/Treasurer shall be appointed annually by the Board.

Section 3. Resignation. Any Officer may resign at any time by providing written notice to the Chair, Secretary/Treasurer or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Removal. If, in the judgment of the Board, the interests of the Academy would be served thereby, any Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal. The notice for the meeting shall indicate that the purpose or one of the purposes of the meeting is to consider the removal of the Officer.

Section 5. Vacancies. Any vacancy in the Chair position due to death, resignation, removal, disqualification or otherwise shall be filled by the Vice Chair for the unexpired portion of the term. In the event the Vice Chair is unable or unwilling to fill the unexpired portion of the Chair's term, then the Immediate Past Chair shall fill the unexpired portion of the Chair's term. In such event, the office of Immediate Past Chair shall remain vacant for the unexpired portion of the Immediate Past Chair's term immediately following his or her succession to the office of Chair. If the Immediate Past Chair is unable or unwilling to fill the unexpired portion of the Chair's term, or if the Immediate Past Chair office is vacant, the Board shall elect a new Chair. Any other vacancy in any other office due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term. Vacancies may be filled, or new offices may be created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present.

Section 6. Chair. The Chair shall serve as the senior officer of the Academy and shall in general supervise and have charge of all of the affairs of the Academy. The Chair shall preside at all meetings of the Board and the membership and shall be the Chair of the Board. The Chair may sign any contracts, deeds, mortgages, or other instruments which the Board has authorized to be executed, except in cases where

the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Academy. The Chair in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice Chair. The Vice Chair shall assist the Chair in the performance of his or her duties; serve in an advisory capacity; assume the position of Chair pro-tem in the Chair's absence, incapacitation, or resignation; and, in general perform all the duties incident to the office of Vice Chair and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 8. Immediate Past Chair. The Immediate Past Chair shall assist the Chair in the performance of his or her duties by providing continuity, advice, and other assistance to the Chair; and, in general perform all the duties incident to the office of Immediate Past Chair and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 9. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for distributing an annual operating budget of the Academy to the Board, to be approved by the Board each year prior to the commencement of the Academy's fiscal year. The Secretary/Treasurer shall further be responsible for the recordation and keeping of the minutes of the meetings of the Board and the membership; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Academy; be the custodian of the seal of the Academy and ensure that such seal is affixed to all documents, the execution of which on behalf of the Academy under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 10. Delegation of Duties. One (1) or more duties of any Officer of the Academy may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Academy, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s). Actions taken by Officers, employees or agents of the Academy shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Academy and in matters of policy.

Article VII Committees

Section 1. Committees of the Board. The Board may define and create one (1) or more committees ("Board Committees"), each of which shall consist of only Trustees and shall have no less than three (3) members, to perform tasks specified by the Board. Such committees of the Board, to the extent provided by the Board, shall have and exercise the authority of the Board in the management of the Academy, except that no committee shall have the authority to: (i) approve or recommend to the Members any action required to be approved by the Members; (ii) fill vacancies on the Board or any committee thereof; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; or (v) approve a plan of merger. The Chair may act under the authority of the Board and perform a more expedited appointment of a committee Chair or members, such appoint(s) to be ratified at the next Board meeting.

The creation of the committee and the appointment of Trustees to such committee shall be approved by the majority of all Trustees in office. Any member thereof may be removed by the Board whenever in their judgment the best interest of the Academy would be served by such removal.

Section 2. Other Committees. The Board of Trustees may define and create such other committees of the Academy not having and exercising the authority of the Board in the management of the Academy, to perform tasks specified by the Board. Except as provided otherwise by the Board, members of each sub-body need not be a Trustee, Officer, or employee of the Academy but shall be a Certificant Member of the Academy. The Board may appoint the Chair and the members of each such body. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Academy would be served by such removal. Any individual appointed to a non-board committee who ceases, for any reason, to be a Certificant Member in good standing shall cease ipso facto to be a member of such committee.

Section 3. Scope. All references herein to “committee(s),” of the Academy shall refer to committees of the Academy that are authorized by and constituted pursuant to these Bylaws and as are further defined by the Board in its sole discretion. In no instance shall such terms refer to a committee that is not specifically authorized by and constituted pursuant to these Bylaws.

Section 4. Governance. All committees shall be structured and governed as determined by the Board in its sole discretion, subject to the terms and provisions of these Bylaws, the Academy’s Articles of Incorporation, and the Act.

Section 5. Limitation on Delegated Authority. Actions taken by all committees of the Academy shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Academy and in matters of policy.

Article VIII Association Management Services

The Academy shall contract with an organization to manage its programs and services. Any agreement entered into for such management services should include the services of an Executive Director and the supporting staff and infrastructure.

Article IX Compensation

Trustees, individuals appointed to a Board Committee or other committee, or Officers (other than the Secretary/Treasurer if such position is filled by an employee of the Institutional Member) shall not receive any salary for their services as Trustees, Committee members, and Officers. By resolution of the Board, reimbursement to Trustees, individuals appointed to a Board Committee, and Officers, of reasonable expenses of attendance, if any, may be permitted for one (1) or more regular or special meetings of the Board, Committee(s) or otherwise in fulfilling his or her duties to the Academy.

**Article X
Finances**

Section 1. Fiscal Year. The fiscal year of the Academy shall be the calendar year, or such other period established by the Board.

Section 2. Contracts. The Board may authorize any Officer(s) or agent(s) of the Academy, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Academy. Such authority may be general or confined to specific instances.

**Article XI
Books and Records**

The Academy shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and all committees having any of the authority of the Board.

**Article XII
Notice; Waiver of Notice**

Section 1. Notice. Unless another form of notice is required by the Articles of Incorporation, these Bylaws, or by the Act, any notice shall be in writing and shall be delivered personally or sent by telegram, telecopy or electronic mail transmission or by United States mail, express mail or courier service, with postage or fees prepaid. If notice is given by personal delivery or transmitted by telegram, telecopy or electronic mail, the notice shall be deemed to have been given when successfully transmitted. If notice is sent by United States mail, express mail, or courier service, the notice shall be deemed to have been given when deposited in the mail or with the courier service.

Section 2. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

**Article XIII
Trustee Conflicts of Interest**

Section 1. Conflict of Interest. A conflict of interest may arise when a Trustee has some other interest that might suggest divided loyalty on the part of the Trustee between obligations to the Academy, and to some other organization or cause. The personal interest may arise from a transaction between the Academy and a third party, or a Trustee's volunteer or paid relationship with a third party, which may compromise the Trustee's ability to provide unbiased and undivided loyalty to the Academy.

Section 2. Disclosure. Each Trustee, diligently and in good faith, shall seek to disclose or otherwise make known to the Board, or a Committee of the Board the material facts of any potential conflict of

interest, including: (i) all financial transactions with the Academy; (ii) whether the Trustee or any family member of the Trustee has an existing or potential interest in, or compensation arrangement with, any third party providing goods or services to the Academy; (iii) whether the Trustee or any family member of the Trustee has an existing or potential interest in, or compensation arrangement with, any third party with which the Academy is currently negotiating a transaction or arrangement; (iv) any nonprofit or for-profit organizations with potentially conflicting interests in which the Trustee or any family member of the Trustee is actively involved, has a significant investment, or owns at least a 1% interest; (v) all paid or unpaid positions or relationships with non-profit or for-profit third-party organizations that compete with the Academy, or take public positions contrary to those of the Academy; or (vi) any other interest that may arise from a transaction between the Academy and a third party, or a Trustee's volunteer or paid relationship with a third party, which may compromise the Trustee's ability to provide unbiased and undivided loyalty to the Academy.

Section 3. Determination of Whether a Conflict Exists; Recusal. After disclosure, the disinterested members of the Board shall make a determination as to whether a conflict exists and what subsequent action is appropriate. Each Trustee, diligently and in good faith, shall seek to recuse himself or herself from any vote of the Board or a Board Committee involving, and shall recuse himself or herself from any transaction determined by the Board to involve, a conflict of interest, provided, however, that the failure of a Trustee to recuse himself or herself from any vote does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance with Section 13.1-871 of the Act.

Section 4. Non-Exclusive. This Article XIII is intended to supplement, but not to replace, any federal and state laws governing conflicts of interest applicable to nonprofit corporations, or any applicable policy of the Academy.

Article XIV Declaration of Policy

Responsibility and authority for any declaration of the Academy policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Certificant Members of the Academy are not authorized directly or indirectly to commit the Academy in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Academy, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Academy.

Article XV Limitation of Liability and Indemnification and Insurance

Section 1. Limitation of Liability. The personal liability of the Trustees, Officers and employees of the Academy is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises (i) by reason of the fact that the person being held personally liable is or was a Trustee, Officer, employee, or a member of a Board Committee of the Academy, and (ii) arise from the acts done or omissions made within the scope of the duty to the Academy, in good faith by such person

and in a manner such person reasonably believed to be in or not opposed to the best interests of the Academy.

Section 2. Mandatory Indemnification. The Academy shall to the fullest extent permitted by the Act and the Code, save, indemnify, and hold harmless any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Trustee, Officer, or employee of the Academy and arising out of or based on acts done or omissions made within the scope of duty to the Academy, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Academy, against all of the expenses and liabilities (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Trustee, Officer, or employee of the Academy, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Academy shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Section 3. Insurance. The Academy may purchase and maintain insurance on behalf of any such individual(s) against any judgments, amounts incurred in settlement, fines, penalties, and against any reasonable expenses, fees, costs, charges, attorneys' fees and disbursements, out-of-pocket costs, and other direct and indirect costs of any type or nature whatsoever, asserted against him or her and/or incurred by or on behalf of him or her in any such capacity, or arising out of his or her status as such a Trustee, Officer, or employee of the Academy, whether or not the Academy would have the power or obligation to indemnify him or her against same. The purchase and maintenance of such insurance shall not limit or affect, in any way, the rights and obligations of the Academy and/or any such individual under this Article XV.

Article XVI Duration and Dissolution

Section 1. Duration. The duration of the Academy shall be perpetual, except that it may be dissolved in the manner provided by the Act, the Articles and these Bylaws.

Section 2. Dissolution. Before the Academy may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Academy in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the Institutional Member(s). The motion shall be deemed passed by the Institutional Member(s) only if approved by the affirmative vote of two-thirds of all of the votes cast on the dissolution by the Institutional Member(s) in good standing casting their votes at a properly noticed meeting of the membership at which a quorum is present.

Section 3. Distribution of Assets. Upon the dissolution of the Academy, and after paying or making provision for the payment of all the liabilities of the Academy, the Board shall distribute all the assets of the Academy in accordance with the provisions of the Articles of Incorporation.

**Article XVII
Amendments**

Section 1. Amendments. The Academy reserves the right, from time to time, to amend, alter or repeal any of these Bylaws as may be authorized by the Act, and provisions may be added or inserted in the manner and at the time prescribed by the Act. All rights at any time conferred upon the Trustees, Officers or employees of the Academy by these Bylaws are granted subject to the provisions of this Article XVII (Amendments). These Bylaws may only be amended, altered or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time by the affirmative vote of a majority of the Trustees at a properly noticed meeting of the Board at which a quorum is present. Notwithstanding the foregoing, such Board action may be effected pursuant to Article V (Board of Trustees), Section 9 (Action By Unanimous Written Consent) of these Bylaws or as otherwise permitted by the Act.

Section 2. Review. The Board shall review these Bylaws and make any amendments deemed necessary at least every third year.

**Article XVIII
Other Governance Documents**

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation.

**Article XIX
Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

**Article XX
Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.