

**Amended and Restated Bylaws
of the
Association of Clinical Research Professionals, Inc.**

(an Ohio nonstock corporation)

**Article I
Name**

The name of the organization shall be: **Association of Clinical Research Professionals, Inc.** (hereinafter referred to as the "Association") a nonprofit corporation formed under the laws of the State of Ohio. These are the Amended and Restated Bylaws (herein referred to as the "Bylaws") of the Association, an international organization. The Association shall also do business under the acronym **ACRP**.

**Article II
Purposes and Restrictions**

Section 1. Purposes. The purposes for which the Association is organized are to (i) define, promote and maintain professional standards and best practices in the field of clinical research worldwide, (ii) to promote the dissemination of information, the exchange of ideas, and professional education for professionals in the field of clinical research worldwide, (iii) to advance and promote the professional interests of its members, and (iv) to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Ohio Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the "Act"), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "Code"), and such other laws governing Ohio nonprofit corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

Section 2. Restrictions. The Association is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Furthermore, unless otherwise delegated to the Board of Trustees ("Board") in the Articles of Incorporation, the following actions may require approval by (or taken pursuant to the vote of) the members of the Association under Ohio law:

- (i) Dissolution of the corporation;
- (ii) Merger or consolidation of the corporation;
- (iii) Disposition of 50% or more of the corporation's assets (unless court approved);
- (iv) Election of trustees; and
- (v) Amendment to the Articles of Incorporation of the corporation (which include the purpose of the corporation and the name of the corporation).

Section 3. No Inurement. The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Trustees, Officers, employees, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article III Offices

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

Article IV Membership

Section 1. General. The Association shall have members (hereinafter referred to as "members"), such members which may be classified by one (1) or more membership classifications. Membership in the Association shall be limited to natural persons only. Application for membership in the Association shall be made pursuant to procedures established by the Board. Membership eligibility qualification shall be determined by the Board, in its sole discretion.

Section 2. Active Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the membership of the Association, and (ii) serve as a Board Officer or Trustee of the Association, with the exception of the office of Secretary which may also be an employee or the Public Member Trustee. All references herein to membership voting or member-only eligibility for Officerships or Trusteeships shall be references applying to Active Members only. Active Membership shall be limited to professionals actively engaged in clinical research or other related professional endeavors, current with their membership dues to the Association and otherwise in good standing. Examples of professionals actively engaged in clinical research shall include, but shall not be limited to, clinical monitors, clinical research associates, nurses, pharmacists, pharmacologists, physicians, regulatory professionals, clinical research coordinators, clinical research service providers, and other clinical research-related professionals. The Board may adopt interpretations and guidelines consistent with these Active Membership eligibility standards.

Section 3. 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 Association. 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 Association. Such classes of membership may be established as appropriate for recognition, patrons, or for interested non-professionals.

Section 4. Termination or Revocation of Membership. Any member may terminate his or her membership in the Association at any time by not renewing that membership or by informing the Association of the termination in writing. All rights, privileges, and interests of that member in the Association shall cease upon the termination of his or her membership. However, that termination shall not extinguish such member's financial obligations, if any, as more fully described in Article X (Finances), Section 3 (Obligation to Pay Dues and Effect of Non-Payment) of these Bylaws. Furthermore, nonpayment of dues, as defined

in Article X (Finances), Section 3 (Obligation to Pay Dues and Effect of Non-Payment) of these Bylaws, shall constitute an automatic revocation of membership, with no Board vote or hearing required for such a revocation. The Board may delegate the authority to remove a member pursuant to this Section to a committee pursuant to and in accordance with Article VII (Committees and Chapters).

Section 5. Code of Ethics & Professional Conduct. A prospective or current member of the Association may be barred from becoming or remaining a member of the Association, or may be suspended, reprimanded or otherwise disciplined, if such member is or has at any prior time been in material noncompliance with the applicable Code of Ethics & Professional Conduct. Procedures for the enforcement of the applicable Code of Ethics & Professional Conduct, including but not limited to noncompliance and corresponding disciplinary measures, shall be determined, and defined by the Board. The Board may delegate some or all of its authority to enforce the applicable Code of Ethics & Professional Conduct or other membership standards imposed by the Board or otherwise by the Association, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, and may create or appoint one or more committees for such purposes pursuant to and in accordance with Article VII (Committees and Chapters).

Section 6. Appeals. Any member who is found to be in violation of the applicable Code of Ethics & Professional Conduct pursuant to Section 5 (Code of Ethics & Professional Conduct) of this Article IV (Membership) may appeal this finding by sending a letter to the Board within thirty (30) days of having been notified of such revocation or finding. Such letter shall clearly articulate such member's reasons for appealing the initial decision.

Within thirty (30) days of receipt of the appeal, the Board shall establish an Appeal Panel to review the complete record. Within 45 (45) days of its initial constitution, the Appeal Panel will review the appeal, and issue a recommendation and a report to the Board regarding the appeal. Within thirty (30) days of receipt of the Appeal Panel's recommendation and report, the Board shall make its decision and then notify the appellant and all other appropriate parties of its decision via certified, return receipt mail or other traceable carrier. Under this Section 6 (Appeals), a member shall be deemed to have been notified when a notice is sent to such member using the same means used for notices sent to such member under Section 9 (Notice) of this Article IV (Membership). However, if such means involve the use of mail, the member shall be deemed to have been notified upon receipt.

Section 7. Annual and Regular Meetings. An annual meeting of the members will be held, in-person or by electronic means, on such date and at such time and manner as may be designated by the Chair of the Board of Trustees, for the purpose of transacting such Association business as may properly come before the meeting, without notice other than as required by the Act, these Bylaws and such resolution. The Board may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the membership without notice other than as required by the Act, these Bylaws and such resolution.

Section 8. Special Meetings. Special meetings of the membership may be called either by the Chair of the Board of Trustees, by vote of a majority of the Trustees, or by not less than ten percent (10%) of the Active Members. The person or persons authorized to call special meetings of the membership may fix the time and place, either within or without the State of Ohio, as the time and place for holding any special meeting of the Members called by them.

Section 9 Notice. Except for the annual meeting, notice of any meeting of the membership shall be transmitted to each member by electronic mail, postal mail, overnight courier, facsimile (Telecopier), or other mode of written transmittal, not less than ten (10) and not more than sixty (60) days before the time

set for such a meeting, and must include the time, date, place, and, in 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. 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 10. Quorum; Adjournment. Fifty (50) or two and one-half percent (2.5%), whichever is smaller, of the Association's Active Members shall constitute a quorum for the transaction of business at any meeting of the membership. The affirmative vote of a majority of the Active Members present at said meeting, whether or not a quorum is present, may adjourn the meeting from time to time without further notice. No members other than Active Members shall be counted toward the constitution of a quorum.

Section 11. Manner of Acting. The act of a majority of the Active Members attending a meeting at which a quorum is present shall be the act of members, except as otherwise provided by law or by these Bylaws.

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 hear one another and otherwise fully participate in the meeting. Such participation shall constitute the presence of that person at the meeting for purposes of a quorum.

Section 13. Action by Unanimous Written Consent. As authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote on that action. Any such consent shall be placed in the Association's minute book or other appropriate books and records.

Section 14. Written Mail, Facsimile (Telecopier), or Electronic Ballot. To the extent permitted by the Act and as authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if duly approved by a written mail, facsimile (Telecopier), or electronic ballot of the membership. Such written mail, facsimile (Telecopier), or electronic ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the membership.

Section 15. Minutes. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing the results of the deliberations of the Active Members and shall be placed in the Association's minute book or other appropriate books and records.

Section 16. 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 advance 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. Further, the record date for determining members entitled to express consent 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 adopts the related resolution.

Article V
Board of Trustees

Section 1. Duties and Restrictions. The affairs of the Association shall be managed by a Board of Trustees ("Board"), and it shall be the Board's duty to carry out the objectives and purposes of the Association. To this end, the Board may exercise all powers of the Association subject to the restrictions and obligations set forth by statute and in the Association's Articles of Incorporation and these Bylaws.

Section 2. Composition, Term of Office, and Qualifications.

- a. The total number of voting Trustees shall be established from time to time by the Board, but in no event shall consist of fewer than four (4) or greater than seventeen (17) Trustees, and shall include (i) the Chair, *ex officio* with vote (ii) the Immediate Past Chair, *ex officio* with vote and (iii) up to fifteen (15) individuals ("Elected Trustees"), one of whom shall be a Public Member, who shall be elected by the Active Members in accordance with Section 3 below; one Elected Trustee shall be named the Vice-Chair, and one Elected Trustee shall be named Treasurer of the Association in accordance with Article VI below. One Elected Trustee or a designated staff member shall be named Secretary. If the Secretary is a staff member, he/she 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 seventeen (17) allowable seats on the Board.

The Executive Director of the Corporation and the Secretary (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. 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.

- b. All Elected Trustees shall be elected to the Board for a two (2)-year term. Except as otherwise provided herein, Elected Trustees may serve one (1) or more consecutive two (2)-year terms, provided that no Elected Trustee may serve more than three (3) consecutive two (2)-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 three (3) consecutive terms. After serving a term as Chair, then Immediate Past Chair, a Trustee is no longer eligible to serve on the Board.
- c. All Trustees must be at least twenty-one (21) years of age but need not be resident of the State of Ohio.

Section 3. Elections.

- a. All Elected Trustees shall be elected by the affirmative vote of the Active Members provided that at least fifty (50) Active Members or two and one-half percent of the active membership (2.5%), whichever is smaller, is represented through electronic ballot. Alternatively, elections may be held either in person at an Annual Meeting or Special Meeting, provided that a quorum of Active Members is present at such meeting.
- b. Each Elected Trustee shall assume office at the commencement of the fiscal 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.

Section 4. Meetings. The Board shall meet at least annually and may provide by resolution the time and place, either within or without the State of Ohio, 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, in conjunction with the association's Executive Director or a designated staff member, fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any meeting of the Board shall be received by 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 Trustee may waive notice of any meeting before, at or after such 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 law, the Articles of Incorporation or by 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 are expected to attend face-to-face meetings and participate in teleconference/WebEx meetings each calendar year. Trustees who are Officers of the Board 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, electronically or otherwise, by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent shall be placed in the Association's minute book, or other appropriate books and records.

Section 11. Written Mail, Facsimile (Telecopier), or Electronic Ballot. Meetings of the trustees may be held at any place within or without the state of Ohio, including by means of authorized communications equipment, unless the articles or regulations prohibit participation by directors at a meeting by means of authorized communications equipment. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or trustee involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 12. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board shall be recorded by the Secretary 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 Association's minute book or other appropriate books and records. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, except when Robert's Rules of Order is inconsistent with these Bylaws, rules adopted by the Board, the Association's Constitution, the Association's Articles of Incorporation, or the Act. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Trustee to record the minutes during that period.

Section 13. Resignation. Any Trustee may resign at any time by providing written notice to the Chair, Secretary 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 14. Removal. As determined necessary by the Board, any Trustee 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 Trustee under consideration for removal.

Section 15. Vacancies. (a) If the Board creates a new Trustee vacancy by increasing the number of Trustees on the Board, that new Trustee position shall be filled by member vote pursuant to Article V Section 3 of these bylaws. Only persons identified and evaluated by the ACRP Nominating Committee and approved by the Board shall be eligible for election to this new Trustee position unless no such candidate exists in which case, the Board may appoint a new Trustee to the Board without prior review of the ACRP Nominating Committee. (b) If an existing Trustee position on the Board becomes vacant for any reason, that position may be either left vacant or filled for the unexpired portion of the term as decided by a majority vote of the remaining Trustees. If the Trustees vote to fill the vacancy, they shall, by majority vote, appoint a successor from a list of potential Trustees previously identified and evaluated by the ACRP Nominating Committee and approved by the Board unless no such candidate exists in which case, the Board may appoint a new member to the Board without prior review of the ACRP Nominating Committee. That appointed successor Trustee will complete the unexpired term of the vacant Trustee seat and will be considered a first term Trustee no matter how much time is left in the vacated term s/he is filling. Upon completing this first term appointment, that Successor Trustee will be considered for additional term renewals through the standard procedures as outlined in ACRP Policy.

Section 16. Authority of Board. All powers and authority to act on behalf of the Association, manage the affairs of the Association or exercise the powers of the Association shall be vested in the Board, unless otherwise reserved for the members of the Association by law (including the Act), in these Bylaws or in the Association's Articles of Incorporation. Powers and authority currently reserved for the members by law include, but are not limited to, election of the Trustees, dissolution of the Association, amendments to the Association's Articles of Incorporation and a merger or consolidation of the Association.

Article VI Officers

Section 1. Definition and Term of Office. The Board Officers (hereinafter referred to specifically as "Officers") consist of the Chair, Vice-Chair, Immediate Past Chair, Secretary (if an Elected Trustee), Treasurer and such other offices as may be defined and created by the Board from time to time in its sole discretion. The Officers shall also operate as the Executive Committee. No two offices may be held by the same individual.

All Officers shall serve for a one (1)-year term. The terms of the Chair, Vice- Chair, and Immediate Past Chair are not renewable. The term of the Treasurer is renewable provided that no Treasurer may serve more than two (2) one (1)-year terms. The term of the Secretary is renewable, provided that no Elected

Trustee may serve more than two (2) one (1)-year terms as Secretary.

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 1) the Public Member who shall maintain his/her Public Member status if elected as an Officer Trustee. If the Public Member is elected as an Officer Trustee, he/she is entitled to one (1) vote on all matters submitted to a vote of the Board; 2) the Treasurer who shall maintain his/her regular term of service while serving in the Treasurer role and shall be entitled to one (1) vote on all matters submitted to the Board; and 3) the Secretary if an Elected Trustee, who shall maintain his/her regular term of service while serving in the Secretary role and shall be entitled to one (1) vote on all matters submitted to the Board. (See Article V, Section 8, Manner of Acting.) If the Treasurer or Secretary does not serve a second term in that role, he/she may continue serving out his/her term as a Trustee or apply to renew if eligible. If he/she does serve as Treasurer or Secretary for a subsequent one-year term, the one-year term as Treasurer or Secretary will also count as one year toward his/her regular term.

Section 2. Election. The Vice-Chair and Treasurer shall be elected on an annual basis 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 a meeting of the Board near the expiration of these current Officers' term of office (except as provided for in Article VI (Officers), Section 5 (Vacancies) of these Bylaws). Upon completion of his/her term as Vice Chair, the Vice-Chair shall succeed automatically to the office of Chair. Upon completion of his or her term as Chair, the Chair shall succeed automatically to the office of Immediate Past Chair. The Secretary 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 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 Association would be better 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.

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, 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 elected officer of the Association and shall in general supervise and have charge of all of the affairs of the Association. 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 Association. 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 tempore 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. Treasurer. The Treasurer of the Association shall serve ex-officio with vote as the Chair of the Finance Committee. The Treasurer shall have charge of and be responsible for oversight of the finances of the Association and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board. The Treasurer shall be responsible for working with staff and the Finance Committee to review and recommend an annual operating budget of the Association to the Board, to be approved by the Board each year prior to the commencement of the Association's fiscal year. The Treasurer shall be responsible for preparing and distributing annual financial reports of the Association to the Board. If authorized by the Board, the Treasurer may obtain a surety bond on behalf of the Association.

Section 10. Secretary. The Secretary shall 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 Association; be the custodian of the seal of the Association, and in general perform all the duties incident to the office of Secretary. The Secretary may be a Trustee or an employee of the Association. Voting privileges of the Secretary are defined in Article V, Section 2.

Section 11. Delegation of Duties. One (1) or more duties of any Officer 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 Association, 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 Association 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 Association and in matters of policy.

Section 12. Corporate Officers. In addition to Board Officers (or "Officers" for purposes of this document) described in this Article, the Board may designate such Corporate Officers (which, for purposes of this document, shall specifically be referred to as "Corporate Officers") as the Board sees fit. At a minimum, the Corporate Officers will include the Executive Director as identified in Article VIII. Corporate Officers are employees or other agents of the Association, which are granted signatory and binding authority for compliance and day-to-day matters as granted by the Board.

Article VII Committees and Chapters

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 Association. The Board shall appoint the Chair and the members of each such committee. The Chair may act under the authority of the Board and perform a more expedited appointment of a committee Chair or members, such appointment(s) to be ratified at the next Board meeting. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 2. Other Committees and Chapters. The Board may define and create such other committees and chapters of the Association not having and exercising the authority of the Board in the management of the Association, to perform tasks specified by the Board. Except as otherwise provided by the Board, members of each such body must be Active members of the Association. The Board may appoint the Chair and the members of each such body from the proposed slate. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 3. Scope. All references herein to "committee(s)" or "chapter(s)" of the Association shall refer to international committees, interest groups, and chapters of the Association 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, interest group, or chapter that is not specifically authorized by and constituted pursuant to these Bylaws.

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

Section 5. Limitation on Delegated Authority. Actions taken by all committees and chapters of the Association 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 Association and in matters of policy.

Article VIII Employees

The Board shall hire, and the Association shall employ, on a full or part-time basis, an Executive Director of the Association, on the terms and conditions to be defined by the Board. The Executive Director shall report to the Board and shall be a Corporate Officer, although not a Board Officer. The Executive Director shall be subject to the evaluation of the Board according to the terms of the Board. The Executive Director shall be provided with the primary responsibility for hiring, terminating, supervising, and evaluating all other employees of the Association. Such other employees may be hired by the Executive Director on a full or part-time basis, on a temporary or permanent basis, and on an employment or contract basis, as determined by the Executive Director. With the exception of the Secretary, when held by the Executive Director or a designated staff member, no Trustee or Officer shall concurrently serve the Association in an employment capacity. The Executive Director shall be in charge of and responsible for supervising and managing the day-to-day affairs of the Association and implementing the policies and the objectives of the Association approved by the Board. Furthermore, the Board may also hire, and the Association may employ, on a full or a part-time basis, the Secretary of the Association, on terms and conditions to be defined by the Board. The duties and responsibilities of the Secretary are defined in Article VI (Officers), Section 10 (Secretary) hereof.

**Article IX
Compensation**

Trustees, individuals appointed to a Board Committee or Regular Committee, and Board Officers (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 expenses of attendance, if any, may be permitted for one (1) or more regular or special meetings of the Board, Committee(s) or otherwise fulfilling his or her duties to ACRP. Trustees shall not be compensated for work undertaken on behalf of the Association.

**Article X
Finances**

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

Section 2. Contracts. The Board may authorize any Officer or Officers, or agent or agents, of the Association, 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 Association. Such authority may be general or confined to specific instances.

Section 3. Obligation to Pay Dues and Effect of Non-Payment. Membership herein carries a definite obligation to pay annual membership dues as established by the Board. Membership in the Association may be, at the discretion of the Board, renewable annually without notice. Dues are not refundable for any reason whatsoever. Membership is due annually on an anniversary basis. If payment is not received by the member's due date the member is delinquent and his or her good standing is in jeopardy. If the member has not cured their delinquency within 15 days after their due date the delinquent member shall lose his or her good standing status as a member and be removed from the membership. All benefits and privileges, including the right to vote, serve on a committee(s), interest group(s) or task force(s), will also be revoked until the member pays the delinquent dues in full and has his or her good standing status reinstated.

**Article XI
Books and Records**

The Association 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, the regulations or these Bylaws, or by applicable law, 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 Association's 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 Conflict of Interest

Section 1. Conflict of Interest Transaction. A conflict of interest transaction is a transaction with the Association in which a Trustee has a direct or indirect personal interest. A Trustee has an indirect personal interest in a transaction if (i) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction, or (ii) another entity of which he or she is a director, officer, employee, or trustee is a party to the transaction and the transaction is or should be considered by the Board or a Board Committee.

Section 2. Disclosure. Each Trustee, diligently and in good faith, shall seek to disclose or otherwise make known to the member(s), the Board, or a Board Committee the material facts of any conflict of interest transaction and the Trustee's interest therein.

Section 3. Recusal. 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 any conflict of interest transaction, 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 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 Association.

Article XIV Declaration of Policy

Responsibility and authority for any declaration of Association 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. Members of committees or chapters of the Association are not authorized directly or indirectly to commit the Association 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 Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Article XV Limitation of Liability and Indemnification

Section 1. Limitation of Liability. The personal liability of the Trustees, Officers and employees of the Association and the members of all Board Committees 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 Association, and (ii) arise from acts done or omissions made within the scope of the duty to the Association, 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 Association.

Section 2. Indemnification. The Association 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 Association or a member of a Board Committee or Regular Committee, and arising out of or based on acts done or omissions made within the scope of the duty to the Association, 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 Association, 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 Association or a member of a Board Committee or Regular Committee, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Association shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Article XVI Duration and Dissolution

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

Section 2. Dissolution. Before the Association 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 Association in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership.

The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Association in good standing casting their votes at a properly noticed meeting of the membership or through electronic ballot at which a quorum of 50 or 2.5% whichever is smaller is present (see Article IV, Section 10 Quorum; Adjournment and Section 11 Manner of Acting.)

Section 3. Distribution of Assets. Upon the dissolution of the Association, and after paying or making provision for the payment of all the liabilities of the Association, the Board shall distribute all the assets of the Association for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.

Article XVII Amendments

Section 1. Amendments. The Association reserves the right, from time to time, to amend, alter, or repeal any of these Bylaws as may be authorized by the laws of the State of Ohio at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at

any time conferred upon the Trustees, Officers or employees of the Association 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), Sections 9 (Action By Unanimous Written Consent) or 10 (Written Mail, Facsimile (Telecopier) or Electronic Ballot) of these Bylaws or as otherwise permitted by the Act.

Section 2. Authority. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Trustees required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws temporarily had been amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Section 3. Review. The Board shall review these Bylaws and make any amendments deemed necessary at least every three years, beginning in 2016.

**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
Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Ohio.

**Article XX
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 XXI
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.