

BYLAWS

OF THE

AMERICAN COLLEGE OF POULTRY VETERINARIANS

(Amended August 26, 2022)

TABLE OF CONTENTS

These Bylaws have been reviewed by Edward A. Stankoski, J.D., CPA a Pennsylvania attorney and certified public accountant. All changes have been executed upon his recommendation. Articles deleted have been moved in location within this document, eliminated due to redundancy or irrelevancy, or placed in the procedural manual.

| NAME AND PURPOSE | | PAGE |
|---|--|------|
| | <u>ARTICLE I</u> | |
| 1-01. Name | | 1 |
| 1-02. Purposes | | 1 |
| | <u>ARTICLE II</u> | |
| | OFFICES | |
| 2-01. Registered Office | | 2 |
| 2-02. Other Offices | | 2 |
| | <u>ARTICLE III</u> | |
| | SEAL | |
| 3-01. College Seal | | 2 |
| | <u>ARTICLE IV</u> | |
| | MEMBERSHIP, ADMISSION OF MEMBERS AND MEETINGS OF MEMBERS | |
| 4-01. Membership | | 2 |
| 4-02. General Requirements for Diplomates | | 4 |
| 4-03. Specific Requirements for Certification | | 4 |
| 4-04. Place of Meetings | | 6 |
| 4-05. Annual Meetings | | 6 |
| 4-06. Special Meetings | | 6 |
| 4-07. Notice of Meetings | | 6 |
| 4-08. Quorum | | 7 |
| 4-09. Conduct of Business | | 7 |
| 4-10. Reserved Powers | | 7 |

ARTICLE V

BOARD

| | |
|---|----|
| 5-01. Number, Qualifications, and Term of Office | 7 |
| 5-02. Vacancies | 8 |
| 5-03. Election of Board Members by the Membership | 8 |
| 5-04. Removal of Board Members | 9 |
| 5-05. Election of Officers | 9 |
| 5-06. Regular Board Meetings | 9 |
| 5-07. Special Board Meetings | 9 |
| 5-08. Notice of Meeting | 9 |
| 5-09. General Powers | 10 |
| 5-10. Other Committees and Advisory Boards | 11 |
| 5-11. Liability of Members of the Board | 11 |
| 5-12. Informal Action by the Board | 11 |

ARTICLE VI

OFFICERS, AGENTS AND EMPLOYEES

| | |
|--|----|
| 6-01. Duties of the President, President-elect, and Executive Vice President | 11 |
| 6-02. Agents or Employees | 13 |
| 6-03. Salaries | 13 |
| 6-04. Removal of Officers, Agents, or Employees | 13 |
| 6-05. Delegation of Officers' Duties | 13 |

ARTICLE VII

CONFLICTS OF INTEREST

| | |
|--------------|----|
| 7-01. Policy | 13 |
|--------------|----|

ARTICLE VIII

DISSOLUTION

| | |
|-------------------|----|
| 8-01. Dissolution | 14 |
|-------------------|----|

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

| | |
|--|----|
| 9-01. Indemnification of Board and Committee Members and Officers | 14 |
| 9-02. Procedure for Effecting Indemnification | 14 |
| 9-03. Advancing Expenses | 14 |
| 9-04. Indemnification of Employees, Agents and Other Representatives | 15 |
| 9-05. Rights to Indemnification | 15 |

ARTICLE X

MISCELLANEOUS PROVISIONS

| | |
|---|----|
| 10-01. Dues and Assessments | 15 |
| 10-02. Disciplinary Action | 16 |
| 10-03. College Records | 16 |
| 10-04. Right of Inspection | 16 |
| 10-05. Execution of Written Instruments | 16 |
| 10-06. Telecommunications | 17 |

ARTICLE XI

AMENDMENT OF BYLAWS

| | |
|-------------------|----|
| 11-01. Amendments | 17 |
|-------------------|----|

BYLAWS
of
AMERICAN COLLEGE OF POULTRY VETERINARIANS
(a Pennsylvania nonprofit corporation)

ARTICLE I

NAME AND PURPOSE

Section 1-01. Name. The name of the organization is the American College of Poultry Veterinarians (ACPV or the College).

Section 1-02. Purposes. The purposes of the College, as stated in its Bylaws of the College, are as follows:

The College is formed exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended (“Code”), and particularly to:

Further educational and scientific progress in the field of poultry veterinary medicine.

Promote the development of poultry veterinary medicine as a science.

Improve and strengthen the instruction in poultry veterinary medicine.

Establish publication, testing and continuing education requirements for the certification of poultry veterinarians to enhance the quality of poultry veterinary medicine and to provide an incentive for research, publication, improvement of residency and other educational programs, and continuing education in the field of poultry veterinary medicine

Provide guidance on the quality of and desirable levels of pre- and post-professional training, experience and continuing education for potential and current students and specialists in poultry veterinary medicine.

Provide continuing education of the public and those who create and influence regulatory and public policy.

No part of the College's net earnings shall inure to the benefit of, or be distributable to any contributor, member, board member, officer or other individual or person; no substantial part of the activities of the College shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code; the College shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office; and upon any dissolution or winding-up of the College, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Governors (hereinafter called the "Board") in accordance with Section 8-01.

ARTICLE II

OFFICES

Section 2-01. Registered Office. The initial registered office of the College in Pennsylvania shall be at the place designated in the Bylaws of the College. Unless otherwise restricted by the statute, a change in the location of the registered office of the College may be authorized at any time by the Board.

Section 2-02. Other Offices. The College may also have other offices at such other places as the Board may from time to time appoint or the business of the College may require.

ARTICLE III

SEAL

Section 3-01. College Seal. The College seal shall have inscribed the name of the College. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IV

MEMBERSHIP, ADMISSION OF MEMBERS AND MEETINGS OF MEMBERS

Section 4-01. Membership. Membership in the College shall be determined as follows:

- (a) The categories of membership in the College shall be:

- (1) Founder Diplomat;
- (2) Charter Diplomat;
- (3) Diplomat;
- (4) Emeritus Diplomat; and
- (5) Honorary Member

(b) Qualifications for membership shall be as follows:

(1) Founder Diplomat

Four veterinarians selected by the initial Board of the College, from among the members of the initial Board, who satisfy the requirements for Charter Diplomat Status as defined in Section G7 of the Policies and Procedures of the Advisory Board of Veterinary Specialists (herein after "ABVS") of the American Veterinary Medical Association (hereinafter "AVMA"), April 1989, and in addition are Diplomates of a board or college approved by the ABVS and have demonstrated significant leadership in the American Association of Avian Pathologists, the AVMA, and AVMA approved specialty colleges. Upon the selection of the four Founder Diplomates, this classification of membership shall be closed and, notwithstanding the death or other termination of the membership of a Founder Diplomat, no successor or additional Founder Diplomat shall be selected.

(2) Charter Diplomat

A veterinarian selected on or before December 31, 1992, by the Founder Diplomates in accordance with the requirements for Charter Diplomat status as defined in Section G7 of the Policies and Procedures of the ABVS, April 1989. A limited number (14) of veterinarians may be selected as Charter Diplomates as aforesaid, provided, however, that this classification of membership shall be closed effective January 1, 1993, and notwithstanding the death or other termination of membership of a Charter Diplomat, no successor or additional Charter Diplomat shall be selected.

(3) Diplomat

a) A veterinarian who satisfactorily meets the training, experience, and other requirements hereinafter set forth and who successfully completes a certification examination shall be an eligible candidate.

b) Election (certification) of the candidate shall be accomplished by a majority vote of the Board.

(4) Emeritus Diplomat

A Founder Diplomat, Charter Diplomat, or Diplomat who because of age or disability has retired from full time employment of the specialty may, on application, be designated an Emeritus Diplomat by the Board.

(5) Honorary Member

The Board may confer Honorary Member status on veterinarians who have contributed materially to poultry veterinary medicine. This recognition is for distinguished members of the profession nearing retirement or who are retired. Honorary Members shall have all the rights and privileges of members except the right to vote or hold office with not more than one Honorary Member per year being selected.

Section 4-02. General Requirements for Board Examination:

- (a) The candidates for Diplomate status must have capabilities extending over the broad area encompassed by poultry medicine. The candidates must be well informed in relevant aspects of microbiology, immunology, pathology, parasitology, physiology, management, toxicology, epidemiology and preventative medicine. Candidates shall also have knowledge of infectious diseases, including the zoonoses of poultry, with emphasis on etiology, pathogenesis, transmission, diagnosis, prevention and control.
- (b) The candidate must be qualified to assume responsibility for the basic or applied aspects of poultry veterinary medicine relating to one or more activities including but not limited to research, teaching, service, or diagnostic poultry medicine.

Section 4-03. Specific Requirements for Certification as a Diplomate:

- (a) Specific requirements, including details of the application and qualifying process, will be recommended by the Examination and/or Credentials Committee(s) and approved by the Board. Approved specific requirements will be published and made available by appropriate means to Diplomates, training programs, and individuals interested in becoming Diplomates.
- (b) Issuance of Certification:
 - (1) The affirmative vote of a majority of the members of the Board shall be necessary and, subject to the preceding provisions of these Bylaws, shall be sufficient to authorize election to and certification of Diplomate status in accordance with the provisions of this Article IV.
 - (2) Certificates shall be in such form as shall be prescribed and approved by the Board, shall be signed by the President or President-elect and by the Executive Vice President of the College, and shall bear the seal of the College.
 - (3) Certificates shall be and shall remain the property of the College, but each person to whom a Certificate shall be issued shall be entitled to possession unless and until such certification shall be revoked.
 - (4) Certificates shall be issued for a period of 10 years and will expire at the time designated therein. In order to maintain Diplomate status, the member will submit evidence of undertaking approved annual continuing education programs. Diplomates must meet the above annual recertification requirements for at least 8 years out of 10 consecutive year period (based on their admittance in the college). A Diplomate failing to meet the eight out of ten year requirements will be required

to retake the current ACPV examination or such other examination that shall be determined by the Board. Persons failing to obtain recertification shall cease to be members of the College, except that a member retiring from active practice of the specialty may elect to be designated as Emeritus Diplomate and will not be subject to recertification.

(c) Revocation of Certificate:

Any Certificate granted or issued by the Board of the College may be revoked by resolution of the Board pursuant to the Disciplinary Action and Appeals procedure. In case of a revocation of a Certificate, the Board shall authorize the Executive Vice President to request the return of the Certificate. Persons whose Certificates have been revoked shall cease to be members of the College and their names shall be deleted from the directories of the College.

(d) Discretion of the Board:

The Board shall have final power, authority and discretion to prescribe, determine and decide any and all matters. The Board's power, authority and discretion shall be subject to the appeal procedures including, but not limited to:

(1) The sufficiency of the compliance by an applicant for a Certificate with the provisions of these Bylaws;

(2) The standards of competency required to be possessed by applicants;

(3) The eligibility of any applicant or candidate for certification or recertification;

(4) Whether certification or recertification shall be granted or issued to any applicant or candidate.

(5) A person's race, color, religion, national origin or gender shall in no event be considered relevant to any of the foregoing matters, and certification and recertification shall not be restricted on any such basis.

Section 4-04. Place of Meetings. All meetings of the members of the College shall be held at the principle place of business of the College or at such other place, within or without the Commonwealth of Pennsylvania, as shall be determined by the Board and stated in the notice of the meeting.

Section 4-05. Annual Meeting. An annual meeting of the members shall be held each year on a date to be determined by the Board, for receipt from the Board of the annual report referred to in General Powers and the transaction of such other business as may properly be brought before the meeting by proposal of the Board or, subject to the provisions of this Section, by proposal of a member of the College. Any member proposal; to be considered at the annual meeting, including any proposal to amend these Bylaws or to change any action of the Board with respect thereto, shall be stated in a written petition signed by at least ten (10) members in good standing and filed with the Executive Vice President of the College at least forty-five (45) days prior to the date of the annual meeting. A member's petition to the Executive Vice President shall set forth as to each matter the petitioning members propose to bring before the annual meeting a brief description of the proposal desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting. A member proposal which has not been timely stated and filed in accordance with this Section shall not be considered at the annual meeting.

Section 4-06. Special Meetings. Special meetings of the members may be called at any time by the Board, by the President of the Board, or by members entitled to cast at least 10% of the votes which all members are entitled to cast. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Executive Vice President to fix the time of such meeting, which shall be held not more than 60 days after the receipt of the request.

Section 4-07. Notice of Meetings

(a) Written notice of meetings shall be given to each member at least five days prior to the day named for the meeting. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as do not enlarge its original purpose without further notice to persons not present.

(b) Whenever any written notice is required to be given to a member of the Board under the provisions of the applicable law or these Bylaws, the notice shall be deemed to have been properly given to the member when delivered to him or her personally, or by sending a copy thereof by first class or express mail, postage prepaid, to his or her address, appearing on the books of the College or supplied by him or her to the College for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, but, even in the case of a special meeting of the Board, need not state the business to be transacted at, or the purpose of, the meeting.

Section 4-08. Quorum. Except as otherwise required by statute or in these Bylaws, the presence of 25% of the active membership of the College shall constitute a quorum at any meeting of the general membership of the College. A quorum of the Board shall consist of a simple majority of that Board. Only members in good standing with no dues in arrears shall be eligible to vote or hold office.

Section 4-09. Conduct of Business.

(a) Suspension of Bylaws. The Bylaws may be suspended at any meeting by unanimous consent of all voting members present and voting.

(b) Rules of Order. Robert's Rules of Order, revised, shall cover the conduct of all meetings.

Section 4-10. Reserved Powers. In addition to all matters required by law or by other provisions of these Bylaws to be submitted to a vote of the members, any proposal with respect to any of the following must be submitted to a vote of the members for approval and shall not become effective unless so approved by 75% of the members of the College:

(a) To change the mission, purpose, philosophy or objectives of the College, or to change the general structure of the College;

(b) To dissolve, divide, convert, liquidate or wind-up the College, or consolidate or merge the College with another entity; and

(c) To sell all or substantially all of the assets of the College.

Section 4-11. Informal Action by Members – Unless otherwise restricted by the statute or the Articles of Incorporation, any action which may be taken at a meeting of the members may be

taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Executive Vice President of the college.

ARTICLE V

BOARD

Section 5-01. Number, Qualifications, and Term of Office.

(a) The business and affairs of the College shall be managed by at least five people in addition to the President, President-elect and Executive Vice President. The Executive Vice President will be a member of the American Association of Avian Pathologists and serve as the AAAP representative on the Board. The Board shall also include one member as representative of the ABVS (American Board of Veterinary Specialists) (the "ABVS Representative") who shall be selected from among the members in good standing of the College (other than Emeritus Diplomates) and serve for a four year renewable term and until his or her successor has been so selected and has qualified, or until his or her earlier death, resignation, or removal by the Board. The Executive Vice President shall be selected from among the members in good standing of the College (other than Emeritus Diplomates). The Executive Vice President's term is 5 year renewable and until his or her successor has been so selected and has qualified, or until his or her earlier death, resignation, or removal by the Board. In each annual election, the Board members elected to succeed those in the class whose term is expiring shall be elected for a term of three years and until the respective successors are elected and qualified.

(b) The outgoing President shall serve on the Board during the year succeeding the term of office.

Section 5-02. Vacancies. Each person elected to fill a vacancy created by the death, resignation, or removal of a member of the Board shall serve for the unexpired term of the member whom he or she replaces and until his or her successor has been duly elected and qualified.

Section 5-03. Election of Board Members by the Membership.

(a) On an annual basis, the members of the Board shall be elected by the membership to succeed those whose term is expiring.

(b) Nomination of candidates for election by the membership to the Board shall be made by the Nominating Committee or any member in good standing. All members in good standing, with the exception of the Emeritus Diplomates, shall be eligible to hold office. Nominations made shall be submitted in writing, shall include a brief statement of qualifications of the nominee and shall be submitted to the Executive Vice President. Nominations are to be submitted in December of the previous year of the election. The Executive Vice President shall prepare a mail or electronic ballot listing at least two, but not more than four, nominees for each vacancy. In the event that no nominee receives a majority of votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot.

(c) Each elected board member shall serve a term of three (3) years. A Board member, having been elected for a full three-year term shall not be eligible for re-election until after a lapse of at least two years following expiration of his/her term of office.

(d) While making a selection for replacement candidates, the nomination committee must consider geographic, racial, ethnic and gender diversity.

(e) Two ACPV members in a similar geographical locale as the Executive Vice President shall serve as election judges. The Judges of Election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

(f) The candidates elected by the membership shall take office after the July Board Meeting, but are encouraged to attend the July Board meeting as observers.

Section 5-04. Removal of Board Member. The Board or the membership of the College, by majority vote, may declare the office of a governor vacant if he or she shall be judicially declared of unsound mind, or convicted of a felony, or if the governor has breached or failed to perform his or her fiduciary duties to the College and such breach or failure constitutes self-dealing, willful misconduct, fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the College, or if, by the August 31st next succeeding the giving of notice of his or her election, he or she does not accept such office either in writing or by attending a meeting of the Board. Members of the Board may be removed from office by vote of the membership only for cause as described in the immediately preceding sentence. The Board also may declare vacant the office of a member of the Board and remove him or her from office if such member shall have been absent from three consecutive Board meetings or shall not be in good standing as a member of the College. The repeal or amendment of this Section 5-04, or the addition of another provision to the Bylaws permitting the removal, by the membership, of a member of the Board without assigning a proper cause shall not apply to any incumbent Board member during the balance of the term for which he or she was elected.

Section 5-05. Election of Officers. The Nominations Committee shall put forward two people, but not more than four, from either current or previous members of the Board who are willing to serve in the capacity of President-elect and subsequently president for one year. The Nominating Committee shall put forward the nomination for the Executive Vice President. Additional nominations may be made in open meeting or by mail by any member in good standing.

Section 5-06. Regular Board Meetings. The annual (summer) meeting and winter teleconference of the Board may be held at the principle place of business of the College or at such place or places, and at such dates and times, as the Board may from time to time designate.

Section 5-07. Special Board Meetings. Special meetings of the Board may be called at any time by the President of the Board, and shall be called upon the written request of two or more of the members of the Board, delivered to the Executive Vice President. Any such request by members of the Board shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Executive Vice President to issue the call for such meeting promptly. If the Executive Vice President neglects to issue such call, the members of the Board making the request may issue the call.

Section 5-08. Notice of Meetings

(a) Written notice of meetings shall be given to each member of the Board at least five days prior to the day named for the meeting. Whenever the language of a proposed

- (b) resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as do not enlarge its original purpose without further notice to persons not present.
- (b) Whenever any written notice is required to be given to a member of the Board under the provisions of the applicable law or these Bylaws, the notice shall be deemed to have been properly given to the member when delivered to him or her personally, or by sending a copy thereof by first class or express mail, postage prepaid, to his or her address, appearing on the books of the College or supplied by him or her to the College for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, but, even in the case of a special meeting of the Board, need not state the business to be transacted at, or the purpose of, the meeting.

Section 5-09. General Powers. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board may exercise all such powers of the College and do all such lawful acts and things as are not by statute by these Bylaws directed or required to be exercised or done by the members of the College. The Board may adopt such policies, rules and regulations for the management of the affairs, properties and interests of the College as it deems proper. Without limiting any foregoing, the Board shall:

- (a) Exercise its authority in promoting and attaining the objectives of the College as set forth in the governing instruments of the College;
- (b) Adjudicate compliance of applicants for certification with the requirements set out in these Bylaws;
- (c) Certify such candidates who qualify as Diplomates in poultry veterinary medicine;
- (d) Make available to candidates and the interested public, requirements relating to experience and training to be eligible for examination for Diplomate status;
- (e) Consider and rule on petitions of candidates and Diplomates and recommend appropriate action;
- (f) Present annually to the membership a report, verified by the President and Executive Vice President or by a majority of the members of the Board, showing in appropriate detail
 - (1) the assets and liabilities (including trust funds) of the College as of the end of the fiscal year immediately preceding the date of the report,
 - (2) the principal changes in assets and liabilities (including trust funds) during the year immediately preceding the date of the report,
 - (3) the revenues or receipts of the College, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the College,
 - (4) the expenses or disbursements of the College, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the College, and
 - (5) the number of members of the College as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found; such annual report to be filed with the minutes of the annual meeting of the membership; and

(g) At the request of the applicable members, designate and elect to Emeritus Diplomate status those Diplomates who have retired from active practice of poultry veterinary medicine.

Section 5-10. Other Committees and Advisory Boards.

The Board shall create and appoint members of all committees, supervise their activities, and receive their reports. Standing committees are:

- (a) Nominating Committee;
- (b) Examinations Committee;
- (c) Credentials Review Committee;
- (d) Training Program Review Committee
- (e) Continuing Education Committee.
- (f) Appeals Committee
- (g) Recertification Committee
- (h) Ethics Committee
- (i) Exam Revision Committee

Section 5-11. Liability of Members of the Board. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a member of the Board shall not be personally liable for monetary damages for any action taken or any failure to take any action.

Section 5-12. Informal Action by the Board. Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Board may be taken without a meeting, if consent or consents in writing setting forth the action so taken shall be signed by all of the members of the Board and filed with the Executive Vice President of the College.

ARTICLE VI

OFFICERS, AGENTS AND EMPLOYEES

Section 6-01. Duties of the President and President-elect:

- (a) The President shall preside over all meetings of the membership and meetings of the Board, shall be the chief executive officer of the College and perform the usual duties of such office, and shall have such additional powers and duties as the Board may prescribe.
- (b) The President-elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-elect shall also have such other powers and duties as the Board may assign.

(c) Duties of the Executive Vice President:

(1) The Executive Vice President shall serve as the chief operating officer, chief financial officer and corporate executive of the College. As directed by the Board, the Executive Vice President shall conduct the business affairs of the College, collect fees and dues, issue receipts for such fees and dues, draw vouchers, pay bills and expenses, and oversee compliance with Internal Revenue Service requirements. The Executive Vice President shall arrange for safekeeping of College funds, keep records of all transactions, and submit a yearly statement of financial affairs to the Board.

(2) The Executive Vice President shall cause full and accurate accounts of receipts

and disbursements to be kept in books belonging to the College. He or she shall see to the deposits of all monies and other valuable effects in the name and to the credit of the College in such depository or depositories as may be designated by the Board, subject to disbursement or disposition upon orders signed in such manner as the Board shall prescribe. He or she shall render to the President and to the other members of the Board, at the regular meetings of the Board or whenever the President or the Board may require it, an account of all his or her transactions as Executive Vice President and of the results of operations and the financial condition of the College. If required by the Board, the Executive Vice President shall give the College a bond in such sum and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office, and for the restoration to the College, in case of his or her death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in his or her possession or control belonging to the College.

(3) The Executive Vice President shall attend all sessions of the Board and all meetings of the membership, record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties of the Board when required. The Executive Vice President shall give, or cause to be given, notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or by the President. The Executive Vice President shall keep in safe custody the corporate seal of the College, and may affix the same to any instrument requiring it and attest the same.

(4) The Executive Vice President shall notify the ABVS of any change in the Bylaws of the College.

(d) In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. The officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided by these Bylaws or die or resign. If the office of any officer becomes vacant, the vacancy shall be filled by the Board of the College. The elected officer shall fill the unexpired portion of the term to which he or she is elected.

Section 6-02. Agents or Employees. The Board may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the College may require. In the absence of such designation, this function may be performed by the President and may be delegated by the President to others in whole or in part.

Section 6-03. Salaries. The salaries, if any, of all officers of the College shall be fixed by the Board or by authority conferred by resolution of the Board. The Board also may fix the salaries or other compensation of agents and employees of the College, but in the absence of such action this function shall be performed by the President or by others under the supervision of the President.

Section 6-04. Removal of Officers, Agents or Employees. Any officer, agent or employee of the College may be removed or his or her authority revoked by resolution of the Board, whenever in their judgment the best interests of the College will be served thereby, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts (if any). Any agent or employee of the College likewise may be removed by the President or, subject to the

supervision of the President, by the person having authority with respect to the appointment of such agent or employee.

Section 6-05. Delegation of Officers' Duties. In case of the absence of any officer of the College, or for any reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of an officers' powers or duties, for the time being.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7-01. Policy. It is the policy of the College and the Board that no contract or transaction between the College and one or more of the members of its Board or officers, or between the College and any other College, partnership, association or other organization in which one or more of the members of its Board are directors or officers, or have financial interest, or in which any member of the College's Board has any other conflict of interest, shall be authorized or entered into unless the material facts as to the Board member's interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the members of the Board other than the interested Board member or members. Interested members of the Board may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE VIII

DISSOLUTION

Section 8-01. Dissolution. In the event of dissolution or winding-up of the College, the College's assets, after all debts have been paid or provided for, shall be distributed in the manner provided by the statute or in its Bylaws by the Board to such organizations, organized exclusively for charitable, educational, or scientific purposes as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended), as the Board of the College shall determine or for such other purpose as is permitted by a Section 501(c)(3) organization.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9-01. Indemnification of Board and Committee Members and Officers. The College shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including actions by or in the right of the College) by reason of the fact that the person is or was a member of the Board, any Standing Committee or other committee, or officer of the College, or is or was serving at the request of the College as a member of the board, officer or

representative of another College, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding, to the full extent permissible under Pennsylvania law.

Section 9-02. Procedure for Effecting Indemnification. Indemnification under Section 9-01 shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 9-03. Advancing Expenses. Expenses incurred by a person who may be indemnified under Section 9-01 shall be paid by the College in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he is not entitled to be indemnified by the College.

Section 9-04. Indemnification of Employees, Agents and Other Representatives. The College may, at the discretion and to the extent determined by the Board of the College.

(a) Indemnify any person who neither is nor was a member of the Board or officer of the College but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the College), by reason of the fact that the person is or was an employee, agent or other representative of the College, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and

(b) Pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 9-03.

Section 9-05. Rights to Indemnification. Any amendment or modification of these Bylaws that has the effect of limiting a person's right to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he or she consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws to a person shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 10-01. Dues and Assessments.

(a) The Board shall have authority to increase dues or assessments, or both, on members of the College, in such amounts as shall be fixed and determined by the Board from time to time. However, Emeritus Diplomates shall be exempt from dues and assessments accruing after their designation as Emeritus Diplomates.

(b) Fees connected with examination and certification of candidates shall be determined by the Board.

Section 10-02. Disciplinary Action and Appeals Procedure.

(a) In the case of improper conduct, the Appeals Committee shall have the authority to recommend due censure, suspension, or cancellation of membership. All deliberations shall be guided by highest standards of due process. The accused member shall therefore have full opportunity to appear before the Appeals Committee in person.

(b) In the event of adverse decisions, the ACPV shall advise the affected person(s) of the procedure for appealing the adverse decision. Adverse decisions may include, but are not limited to: Denial of certification of an individual, Denial of adequacy of credentials, Denial of approval of a residency program, Suspension of certification.

(c) An affected party may petition ACPV to reconsider its decision by filing with ACPV a written petition for reconsideration that shall include a statement of the grounds for reconsideration and documentation, if any, in support of the petition.

a. Such petition must be received in the ACPV office within 90 days of the date ACPV announces its adverse decision.

(d) Petitions for appeals will be reviewed by the Appeals Committee following established procedures, ABVS guidance and these By-laws. The ACPV's final action pertaining to the appeal will be delivered in writing by certified mail to the affected party within 60 days after the appeal was received by the ACPV.

a. If the affected party is not satisfied with the final decision, he/she may request mediation by the ABVS.

(e) The College and the aggrieved party will each bear their respective expenses of mediation, including travel and subsistence, and will share the expenses of the ABVS representatives.

(f) The Board may from time to time issue detailed rules for such disciplinary action and appeals procedures.

Section 10-03. College Records. The College shall keep at its registered office in the Commonwealth of Pennsylvania, or at its principle place of business wherever situated, original or duplicate records of the proceedings of the meetings of the members and the Board, the original or a copy of its Bylaws, including all amendments, certified by the Executive Vice President of the College, and an original or duplicate membership register giving the names of the members and the respective addresses and categories of membership. The College shall keep at its registered office or at its principle place of business complete and accurate books or records of account.

Section 10-04. Right of Inspection. Each member and Board member shall, upon written demand under oath stating the purpose thereof, have right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the membership register, the books and records of account, and records of the proceedings of the members of the College and the Board and to make copies or extracts therefrom.

Section 10-05. Execution of Written Instruments. All checks, notes, drafts and orders for the payment of money shall be signed by one or more of such officers or agents as the Board may from time to time designate.

Section 10-06. Telecommunications. One or more persons may participate in a meeting of the Board, a committee of the Board, or any standing committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in meeting pursuant to this Section shall constitute presence in person at such a meeting.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 11-01. Amendments. These Bylaws may be altered, amended, supplemented or repealed by the members of the College at any regular or special meeting of the members, by majority vote of those present, or by written consent of a majority of members without a meeting. A notice of the meeting of the membership at which such action is taken must give notice in general terms that an amendment, repeal or other change in the Bylaws is to be voted on at the meeting. Proposed amendments to the Bylaws, signed by at least five Diplomates in good standing, may also be submitted to the Board for its consideration.