

AAAP Foundation By-Laws

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CORPORATE BY-LAWS
of
AAAP FOUNDATION, INC.
(a Pennsylvania nonprofit corporation)

ARTICLE I

NAME AND PURPOSES

Section 1-01. Name. The name of the corporation shall be AAAP FOUNDATION, INC.

Section 1-02. Purposes. The purposes of the corporation are as stated in its Articles of Incorporation, as follows:

"The corporation, which does not contemplate pecuniary gain or profit, incidental or otherwise, 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 it is now, or may hereafter be amended and enforced (all of which shall hereafter be referred to as the "Code"), and particularly to receive, maintain and distribute funds and other assets and to administer and apply the income and principal thereof exclusively for such charitable, educational and scientific activities, including specifically the awarding of scholarship and fellowship grants in the manner permitted Section 501 (c)(3) organizations; and, in furtherance thereof, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real or personal, or any interest therein, and to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as will best promote the purposes of the corporation."

"No part of the corporation's net earnings shall inure, in whole or in part, to the benefit of any contributor, director, officer, member or other private individual or person; no substantial part of the activities of the corporation 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 corporation shall not participate 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 and shall not otherwise be an "action" organization under applicable Treasury Department regulations; and upon any dissolution or winding up of

the corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Directors for one or more exempt purposes described in Section SOI(c)(3) of the Code, to one or more organizations qualifying for the exemption afforded by Section SOI(c)(3) of the Code, or to the federal government or a state or local government for a public purpose. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of Section SOI(a) of the Code by virtue of being described in Section SOI(c)(3) of the Code."

ARTICLE II

OFFICES

Section 2-01. Registered Office. The registered office of the corporation in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to transfer as may be permitted by law.

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

ARTICLE III

SEAL

Section 3-01. Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IV

MEMBERS

Section 4-01. Membership. The sole member of the corporation shall be the American Association of Avian Pathologists, Inc., a Delaware nonprofit corporation.

Section 4-02. Place of Meetings. All meetings of the member of the corporation shall be held at the registered office of the corporation or at such other place, within or without the Commonwealth of Pennsylvania, as the member of the corporation may from time to time determine.

Section 4-03. Annual Meeting. An annual meeting of the member of the corporation

shall be held each year at such time as may be specified by the member of the corporation, for receipt of reports of operation of the directors and the transaction of such other business as may properly be brought before the meeting.

Section 4-04. Special Meetings. Special meetings of the member of the corporation may be called at any time by the President, or a majority of the Board of Directors, or upon the request of the member of the corporation.

Section 4-05. Notice of Meetings of Member. Written notice of every meeting of the member of the corporation shall be given by or at the direction of the person or persons authorized to call the meeting, to the member, at least five (5) days prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case.

Section 4-06. Informal Action by Member. Except as may be otherwise provided by statute or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these By-Laws, any action which may be taken at a meeting of the member of the corporation may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by the member of the corporation and shall be filed with the Secretary of the corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 5-01. Function. The business and affairs of the corporation shall be managed by a Board of Directors consisting of persons who shall be natural persons and 21 years of age or older.

Section 5-02. Initial Directors. Attached hereto and marked Exhibit A are the names and addresses of the persons who shall constitute the initial Board of Directors, all of whom are natural persons and are 21 years of age or older. The term of office of each initial director shall end when his successor is elected and qualified, or upon his earlier death, resignation or removal.

Section 5-03. Successor Directors. (a) Number and Term. The number of directors shall be such number as shall have been last specified by resolution of the member of the corporation. The term of office of each director shall end on the date, if any, specified when he was appointed or when his successor is appointed and qualified, or upon his earlier death, resignation or removal. Directors need not be residents of Pennsylvania. (b) Appointment. Successors to any initial or successor director shall be appointed by the member of the corporation at a regular or special meeting. Nothing contained herein shall prevent any director from being appointed to any number of successive terms.

Section 5-04. Vacancies. Vacancies in the Board of Directors due to death, resignation or other causes shall be filled by appointment by the member of the corporation in a regular or special meeting. Any director so elected shall hold office for the remainder of the term of the director whose death, resignation or other cause created the vacancy.

Section 5-05. Place of Meetings. The meetings of the Board of Directors may be held

at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the corporation.

Section 5-06. Annual Meeting. An annual meeting of the Board of Directors shall be held each year, at such time as the Board may by resolution determine, to review operations during the immediately preceding year, elect officers and transact such other business as may properly be brought before the meeting.

Section 5-07. Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Directors may be held during the course of the year at such times as the Board may by resolution determine but not less often than once each calendar quarter. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.

Section 5-08. Special Meetings. Special meetings of the Board of Directors may be called at any time by the member of the corporation or the President, and shall be called upon the written request of twenty-five percent (25%) or more of the directors delivered to the Secretary. Any such request by directors shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the directors making the request may issue the call.

Section 5-09. Notice of Meetings. Except as otherwise provided or contemplated by these By-Laws, written notice of every meeting shall be given to each director at least five (5) days prior to the day named for the meeting.

Section 5-10. Quorum. At all meetings of the Board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present (including participants by telephone or similar communication as provided in Section 9-03) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these By-Laws.

Section 5-11. Adjournment. Adjournment or adjournments of any regular or special meeting may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

Section 5-12. General Powers. The government of the corporation shall be vested in the Board of Directors who shall represent and have full powers to act for the corporation in the exercise of all its rights, privileges and powers and in the general management of its business, including the power to acquire, sell, mortgage or pledge real or personal property, and to do all such lawful acts and things as are not prohibited by statute, or by the Articles of Incorporation or by these By-Laws.

Section 5-13. Executive Committee and Other Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, designate one or more of its number (subject to the provisions of Section 6-05) to constitute an executive committee, which, to the extent provided in such resolution, and except as limited by law, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation. Action of the executive committee shall be ratified by the Board to the extent possible at its next regular or special meeting. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular or special meeting of the Board. The executive committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. The Board of Directors, by similar resolution, may from time to time create and appoint such committees, or advisory boards, and designate their function and responsibility, as it may deem appropriate and desirable.

Section 5-14. Informal Action by Directors. Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the directors or the members of the executive committee 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 directors or the members of the executive committee, as the case may be, and shall be filed with the Secretary of the corporation.

Section 5-15. Removal of Directors. (a) The Board of Directors, upon the majority vote of the Board then in office, may declare vacant the office of a director if he or she be declared of unsound mind by an order of court, or convicted of felony, or fails to attend any three consecutive regular meetings of the Board of Directors, or for any other proper cause, or if, within sixty (60) days after 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, and fulfill such other requirements of qualification as these By-Laws may specify. (b) The entire Board of Directors or any individual director may be removed from office, without assigning any cause, by the member of the corporation, in the manner provided by law.

Section 5-16. Liability of Directors. To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time, a director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action.

ARTICLE VI

OFFICERS, AGENTS AND EMPLOYEES

Section 6-01. Officers. The executive officers of the corporation shall be elected by a majority vote of the Board of Directors at its annual meeting, and shall be a President, a Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed. A Chairman of the Board, one or more Vice Presidents, and such other officers and assistant officers, also may be elected or appointed as the Board of Directors may authorize from time to time. The officers shall be natural persons of 21 years of age or older. Officers other than the Chairman of the Board need not be directors. Any two offices, except those of President and a Vice President or

President and Secretary, may be filled by the same person. In addition to the powers and duties prescribed by these By-Laws, the officers and assistant officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors. The officers and assistant officers of the corporation shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided by these By-Laws. The Board of Directors may add to the corporate title of any officer (other than the President) or assistant officer a functional title in word or words descriptive of his or her powers or the general character of his or her duties. If the office of any officer or assistant officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. 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 of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the corporation 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 of all officers of the corporation shall be fixed by the Board of Directors or by authority conferred by resolution of the Board. The Board also may fix the salaries or other compensation of assistant officers, agents and employees of the corporation, but in the absence of such action this function shall be performed by the President or by others under the President's supervision.

Section 6-04. Removal of Officers. Agents or Employees. Any officer, assistant officer, agent or employee of the corporation may be removed or his or her authority revoked by resolution of the Board of Directors, whenever in its judgment the best interests of the corporation 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. Any agent or employee of the corporation likewise may be removed by the President or, subject to the President's supervision, by the person having authority with respect to the appointment of such agent or employees.

Section 6-05. Chairman of the Board and President; Powers and Duties. (a) The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall be the senior officer of the corporation and shall have such powers and duties as the Board may prescribe. (b) The President shall be the chief executive officer of the corporation. The President shall have general charge and supervision of the business of the corporation and shall exercise or perform all the powers and duties usually incident to the office of the President. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors. The President shall from time to time make or cause to be made such reports of the affairs of the corporation as the Board may require. (c) The Chairman of the Board and President shall be, ex officio, members of the executive committee (if any) and of every other committee appointed by the Board, unless otherwise provided in the resolution creating such executive or other committee.

Section 6-06. Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the

President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board.

Section 6-07. Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the executive committee of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President. He or she shall keep in safe custody the corporate seal of the corporation, and may affix the same to any instrument requiring it and attest the same.

Section 6-08. Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depository or depositories as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He or she shall render to the President and to the directors, 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 Treasurer and of the results of operations and financial condition of the corporation. If required by the Board, the Treasurer shall give the corporation 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 corporation, 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 under his or her control belonging to the corporation.

Section 6-09. Delegation of Officers' Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board; and in case of the absence of any officer or assistant officer of the corporation, or any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VII

NOTICES

Section 7-01. Notice of Meetings of Directors; Waiver of Notice. (a) Manner of Giving Notice. Notice shall be deemed to have been properly given to a director of the corporation when delivered to him or her personally, or when deposited in the United States mail with first class postage prepaid or in a telegraph office charges prepaid, directed to his or her address appearing on the books of the corporation or supplied by him or her to the corporation for the purpose of notice; and a certificate or affidavit by the Secretary or an Assistant Secretary shall be prima facie evidence of the giving of any notice required by these By-Laws. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a

telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting of the Board, the general nature of the business to be transacted. (b) Written Waiver. Whenever any written notice is required to be given to a director of the corporation under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by him or her either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of directors, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. (c) Waiver by Attendance. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. (d) Modification of Proposal Contained in Notice. 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 in person or by proxy.

ARTICLE VIII

RECORDS

Section 8-01. Corporate Records. The corporation shall keep at its registered office in this Commonwealth or at its principal place of business wherever situated an original or duplicate record of the proceedings of the directors and the original or copy of its By-Laws, including all amendments and alterations thereto to date. The corporation shall also keep at its registered office or principal place of business complete and accurate books or records of account.

Section 8-020 Right of Inspection. Every director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours of business for any proper purpose, the books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Section 8-03 Execution of Written Instruments. After authorization in the manner provided by law or in these By-Laws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the Chairman of the Board, the President or a Vice President and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate.

ARTICLE IX MISCELLANEOUS

PROVISIONS

Section 9-01. Transactions with Directors and Officers. Without limiting the provisions of applicable law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be authorized or entered into unless the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction specified in this section.

Section 9-02. Dissolution. In the event of dissolution or winding up of the corporation, the corporation's assets after all debts and expenses have been paid or provided for shall be distributed in the manner provided in its Articles of Incorporation.

Section 9-03. Telecommunications. One or more persons may participate in a meeting of the Board, or a committee of the Board, 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 a meeting pursuant to this section shall constitute presence in person at such a meeting.

Section 9-04. Indemnification of Directors and Officers.

(a) Third Party Actions. The corporation 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 (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer or representative of another corporation, 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. (b) Derivative actions. The corporation 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer or representative of another corporation, 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. (c) Procedure for Effecting Indemnification. Indemnification under Section 9-04(a) or (b) 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. (d) Advancing Expenses. Expenses incurred by a person who may be indemnified under Section 9-04(a) or (b) shall be paid by the corporation 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 or she is not entitled to be indemnified by the corporation. (e) Indemnification of Employees, Agents and Other Representatives. The corporation may, at the discretion and to the extent determined by the Board of Directors of the corporation, (i) indemnify any person who neither is nor was a director or officer of the corporation 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 corporation), by reason of the fact that the person is or was an employee, agent or other representative of the corporation, 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 (ii) 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 9-04(d). (f) Rights to Indemnification. Any amendment or modification of these By-Laws that has the effect of limiting a person's rights 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 consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these By-Laws to a person shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X

AMENDMENT OF BY-LAWS

Section 10-01. Amendments. These By-Laws may be altered, modified, amended, supplemented or repealed at any time by the member of the corporation, and may not be amended by the Board of Directors.

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SCHEDULE OF INITIAL DIRECTORS OF AAAP FOUNDATION, INC.

Dr. David P. Anderson Dr. Louis van der Heide Dr. Robert J. Eckroade Dr. Calvin E. Anthony
Dr. David A. Halvorson Dr. Galestan Ghazikhanian Dr. Mo Saif Dr. Oscar J. Fletcher Dr.
Richard L. Witter