

BY-LAWS OF THE ASSOCIATION OF TEST PUBLISHERS

Amended June 2014

ARTICLE I NAME, ORGANIZATION AND LOCATION

SECTION 1.01 - Name

The name of this non-profit corporation is The Association of Test Publishers (hereinafter the "Association" or "ATP").

SECTION 1.02 - Organization

The Association is a not for profit corporation organized and operated under the general laws of Illinois, whose membership shall consist primarily of publishers and/or providers of tests, assessments and/or consulting services, as defined in Section 2.01.

SECTION 1.03 - Location

The Association's principal offices initially shall be located in the District of Columbia, but may be changed from time to time and the corporation may maintain other offices at such locations within and without the District of Columbia, as the Board of Directors shall deem appropriate.

ARTICLE II PURPOSES AND DEFINITIONS

SECTION 2.01 - Definitions

The term "test publisher" is defined as any individual, company, or organization that develops, validates, markets, sells, scores, interprets and/or provides tests and/or assessment tools with psychometric properties, or services related to assessment for clinical, occupational, certification, licensure, educational, or other similar professional measurement uses. Any test publisher must have at least one professional, qualified in testing or assessment, on staff or under contract, who holds at least a doctorate in psychology or measurement or substantially equivalent experience and/or expertise deemed satisfactory in the judgment of the Board of Directors. Through this mechanism, each test publisher is expected to comply with recognized professional standards and guidelines, including those that may be established by the Association or its committees.

SECTION 2.02 - Purposes

The purposes of the Association shall be:

(a) To promote and preserve the general welfare of clinical, occupational, certification, licensure, or educational, and other forms of testing and their value to society.

(b) To unite test publishers and related professional organizations together into a permanent organization to foster and maintain collegial relations among them, and to enable them to work with other professional and business organizations which may have an interest in testing and its uses.

(c) To encourage a high level of professionalism and business ethics, to seek through cooperative efforts the elimination of unfair and unprofessional methods of operation, and to improve both the image and practice of testing in general, including through the creation and maintenance of industry standards and guidelines.

(d) To encourage regulation and legislation that is advantageous to the members and test users, and to encourage international strategies which advance the position of the industry, its technology, and the science that supports it.

(e) To increase the viability of test publishers by providing needed education, training, and exchanges of ideas on operations and industry trends in a manner consistent with all legal and professional requirements.

ARTICLE III MEMBERSHIP

SECTION 3.01 - Classes of Membership

There shall be two classes of membership: Regular (“Regular Member”) and Associate (“Associate Member”) known collectively as Members (“Members”).

SECTION 3.02 - Regular Membership

(a) Any individual, partnership or corporation that is a test publisher or related professional organization may apply to become a Regular Member in the Association by filing an application, together with remittance of funds for dues, with the Association's Secretary or his or her designee.

(b) Any Regular Member must be willing and able to abide by all of the Association's By-Laws and applicable Codes of Conduct, as expressly stated on the application form.

(c) An application to become a Regular Member shall be deemed valid unless otherwise determined by the Chief Executive Officer ("CEO"), or his or her designee; in either case the CEO or his or her designee shall present to the Board of Directors, for its review and final determination, a written recommendation together with the reasons for that recommendation.

(d) Following its acceptance as a Regular Member, each such Regular Member shall appoint and certify to the CEO or his or her designee, a person to be its representative, which representative shall have one (1) vote in the affairs of the Association and shall identify from which primary Division the Regular Member's representative would stand for election to the Board of Directors or to the Board of Advisors in any Region in which the company/organization is a Regular Member. In the event that the certified representative of a Regular Member becomes incapacitated or is unable to participate, the Regular Member shall be entitled to appoint and certify a replacement person to be its representative, subject to approval by the Board of Directors, or where applicable, by the Board of Advisors.

(e) Each Regular Member shall identify the Region in which it is headquartered and shall be deemed a Member of that Region; provided, however, that a Regular Member may elect to join as a Regular Member of every Region ("Multi-Regional Regular Member").

(f) The Board of Directors shall have the sole authority to clarify any questions concerning definitions or qualifications of Regular Members.

SECTION 3.03 - Associate Membership

(a) Any individual, company or organization that is not a test publisher or related professional organization but that sells to or buys from the test publishing industry, (e.g., technology vendors, , suppliers of products and services used by the test publishing industry, attorneys, certified public accountants, trade associations) may apply to become an Associate Member in the Association by filing an application, together with a check for dues, with the Association's Secretary or his or her designee.

(b) Any Associate Member must be willing and able to abide by all of the applicable By-Laws, as expressly stated on the application form.

(c) An application to become an Associate Member shall be deemed valid unless otherwise determined by the CEO or his or her designee; in either case the CEO or her/his designee shall present to the Board of Directors, for its review and final determination, a written recommendation together with the reasons for that recommendation.

(d) Any such Associate Member in good standing shall be entitled to participate fully in all activities of the Association and shall be in all respects possessed of all rights and prerogatives normally associated with membership in a trade association, with the exceptions of voting, holding office, or eligibility to serve on the Board of Directors or any Regional Board of Advisors, which are reserved to Regular Members.

(e) Each Associate Member shall identify the Region in which it is headquartered and shall be deemed a Member of that Region; provided, however, that an Associate Member may elect to join as an Associate Member of every Region (“Multi-Regional Associate Member”).

(f) The Board of Directors shall have the sole authority to clarify any questions concerning the definitions or qualifications of an Associate Member.

Section 3.04 - Admission to Membership

Following the receipt and acceptance of an application for a Regular Member or Associate Member, the CEO shall submit such application to the Board of Directors for its review. Upon a majority vote of the Board of Directors, the applicant shall be duly admitted to membership. However, if the final decision of the Board of Directors is to reject the application, the applicant’s check shall be refunded along with a letter of explanation.

Section 3.05 - Dues

(a) The annual dues of Members shall be determined by the Board of Directors. In addition, the Board of Directors shall have the discretion to determine appropriate terms and fees for any subscription and/or subscriber services provided by the Association.

(b) No individual, other than the CEO, or his or her designee, shall have access to disaggregated member financial information, including but not limited to, the actual amount of individual Members’ annual dues, and the Member-specific business metrics, which are used to determine the amount of an individual Member’s annual dues.

(c) Member dues shall be paid when invoiced or at such other times or on such other basis as may be reasonable and prudent.

(d) Any Member whose dues have not been paid within sixty (60) days after the applicable invoice date shall be sent a reminder notice, and after dues remain unpaid for ninety (90) days, the Member shall be notified in writing that its membership has been suspended for nonpayment. Membership may be reactivated once the total dues in arrears have been paid. No Member may register for or attend any function of the Association at the member rate until all dues or any other outstanding balances owed have been paid.

Section 3.06 - Suspension, Expulsion and Resignation

(a) At a duly constituted meeting, a Member may be suspended or expelled by a three-quarters (3/4s) vote of the full Board of Directors for violation of By-Laws or any other conduct prejudicial to the interests of the Association. A notice of this meeting, accompanied by a statement of the charges, shall be sent by certified mail, return receipt requested, to the Member at the last known address at least thirty (30) days before the Board of Directors meeting at which the charges are to be presented. The Member shall have the right to appear in person, and may be represented by legal counsel, to present any defense to such charges before action by the Board of Directors. The Board of Directors shall have the right to determine the length of any suspension and the terms of any expulsion. In the event of suspension or expulsion, the CEO shall notify the applicable Member representative in writing, informing him or her of the charges, the actions taken by the Board of Directors, and the conditions, if any, that must be met for reinstatement.

(b) Any Member may resign from the Association by giving written notice of such intention to the CEO of the Association, at least thirty (30) days before the end of the current year. Resignations shall be effective at the close of the current year and upon fulfillment of all obligations.

Section 3.07 - Limitations on Membership

(a) No Member shall use the Association's name or its seal for any commercial use or claim that the Association has certified, endorsed, or approved any of its tests or other products or services.

(b) No Member shall represent or claim to represent the Association for any purpose without prior approval of the Board of Directors.

(c) In the event that the CEO is notified of a Member's failure to observe these Limitations on Membership, the CEO shall investigate the matter and provide

recommendations to the Board of Directors, which may include a recommendation for a warning, suspension and/or expulsion and the Board of Directors shall consider the matter as per the rules established for suspension, expulsion and resignations.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 - Powers

(a) The governing authority of the Association shall be vested in the Board of Directors, which shall have supervision, control, direction and responsibility for the management of the property, business and financial affairs of the Association, including but not limited to the management of intellectual property and approval of the annual budgets of the Association and of each Region. The Board of Directors shall determine Association policy and procedures, subject only to the limitations of these By-Laws and applicable state law, and shall adopt such rules and regulations for its conduct as it deems advisable, including, but not limited to, a statement of policy and procedures regarding conflicts of interest, with respect to members of the Board of Directors, Officers, Divisions, Committees, Staff, Counsel, and all others who perform any actions as a representative of or on behalf of the Association. Notwithstanding any other language in this section, the Board of Directors shall have all powers granted it under the laws of the State of Illinois.

(b) The Board of Directors shall approve the formation of each Regional Organization (“Region”), oversee and manage each Region, its Board of Advisors, and its annual budget, as well as assure that each Region adheres to these By-Laws and the policies and procedures of the Association.

(c) The Board of Directors, in the execution of its powers granted herein, may delegate responsibility for carrying out such functions to the CEO, as it shall consider necessary, but the Board shall always remain accountable to the Regular Members from whom its powers derive.

Section 4.02 - Board of Directors

(a) The Board of Directors shall consist of thirteen (13) Regular Members, who shall serve without pay and who will be chosen from current Regular Members, either by election or, in the case of representatives of the Regions, by appointment. There shall be at least one (1) Regular Member from each Region and from each of the Divisional areas of testing represented by the organization, unless there are no nominations from any one of such areas. As a safety net for officers, the Board

of Directors may include up to fifteen (15) members depending on whether the conditions set forth in either or both 4.03 (d) and 4.03 (e) are met.

(b) The term of office for each member of the Board of Directors shall be two (2) years, and any Director cannot serve more than three (3) consecutive terms.

Section 4.03 - Election of Board of Directors

(a) Only individuals who are employed by a Regular Member, or who are Regular Members by virtue of being self-employed or in a partnership, are eligible to be elected or appointed as a Director. No more than one individual from any Regular Member may serve as a Director at one time.

(b) The Association shall hold annual elections electronically for Directors who are to be elected, following a call for nominations, submission of nominations, complete with personal biographies, and creation of an electronic ballot that shall be held open for a voting period of not less than two weeks. All Regular Members are notified when the ballot and biographies are available for review and the polls are open for voting. Each Regular Member will normally be provided a password for the purposes of casting its one vote.

(c) The members of the Board of Directors who are to be elected shall be elected by secret ballot conducted among the Regular Members of the Association prior to the end of the fiscal year and shall assume office on the first day of the new fiscal year.

(d) The Chair of the Board of Directors shall be elected by and from the members of the current Board of Directors by secret ballot and shall serve for a one year term. In the case of an emergency, as determined by a majority vote of the Board of Directors, the Board, with the concurrence of the Chair, may elect the Chair for one additional consecutive term. In the event that the outgoing Chair ("Past Chair") is not re-elected for the coming term, the Past Chair shall be entitled to serve as Director for a one (1) year term and retain the right to vote.

(e) A Chair-Elect shall also be elected by and from the members of the Board of Directors by secret ballot, and shall succeed to the Chair upon the conclusion of the current Chair's term. Upon the succession of the Chair-Elect, a new Chair-Elect shall be chosen by the Board of Directors. In the event that the Chair-Elect is not re-elected for the coming term, his/her seat as Director, he or she shall still be entitled to serve as Chair of the Board of Directors for a one (1) year term and retain the right to vote.

Section 4.04 - Removal

A Director may be removed for cause from the Board of Directors by a three-quarters (3/4) vote of the remaining Directors at a duly held meeting and only after charges have been presented to the Board of Directors and the Director in question has been given an opportunity, with 30 days prior written notice, to defend against the charges before a duly held meeting of the Board of Directors.

Section 4.05 - Resignations and Vacancies

(a) Any Director may resign at any time by giving written notice to the Association's Secretary and such resignation shall take effect at the time specified.

(b) Upon the resignation of a Director, or if there is a vacancy for any other reason, including death or removal, the Chair of the Board of Directors may appoint another eligible Regular Member to fill out the remaining term, or until a special election can be held at the next available meeting.

(c) Upon the resignation of a Chair or if there is a vacancy for any other reason, the Chair-Elect shall fill out the remaining term as Chair of the Board of Directors unless the Board of Directors vote for a new Chair to be formally elected.

Section 4.06 - Board of Directors' Meetings

(a) The Board of Directors shall meet at least two times each year, including at the Annual Meeting. The Chair shall designate the time and place these meetings, and as well as other special meetings that may be called from time to time, at the request of three (3) Directors. If necessary for the efficient operation of the Board of Directors, special meetings may be held through conference telephone calls, so long as notice is given to each Director at least five (5) days in advance. Similarly, the Board may hold elections or vote on other Board matters by means of electronic ballots, so long as notice is given to each Director at least five (5) days in advance.

(b) Each Director shall have one (1) vote at any meeting of the Board of Directors at which he or she is present. No proxy voting shall be permitted.

(c) A majority of the Directors shall constitute a quorum for the transaction of business. On all matters, except for the establishment of dues, suspensions and expulsions of members, and amendments to these By-Laws, a majority of Directors present and voting is required for affirmative action. On matters of dues, suspensions and expulsions of members, and proposed amendments to the

By-Laws, an affirmative vote of three-quarters (3/4) of all Directors shall be required, a quorum notwithstanding.

(d) Written notice of the date, time and place for meetings of the Board of Directors shall be sent by mail, facsimile, or email to each Director at least five (5) days in advance of each such meeting.

ARTICLE V ASSOCIATION OFFICERS

Section 5.01 - Officers

The officers of the Association shall be the Chair, Vice-Chair, Secretary, Treasurer, Chief Executive Officer (CEO), and General Counsel. All officers, except for the CEO and the General Counsel, shall be elected annually by the Board of Directors. The CEO and General Counsel shall be appointed positions and shall serve at the discretion of the Board of Directors.

Section 5.02 – Chair

The Chair of the Board of Directors shall be elected in the manner provided in Section 4.03(d). He or she shall preside over all meetings of the Board of Directors, and act in an official capacity on behalf of the Association during his or her term. The Chair shall be responsible for making appointments to fill seats of officers in the event of a vacancy, subject to ratification by the Board of Directors. Upon the expiration of his or her term, the Chair shall continue to serve on the Board of Directors as the Past Chair for a one (1)-year term. The Past Chair shall serve as chair of the Nominating Committee.

Section 5.03 - Vice-Chair

The Vice-Chair of the Association shall be the Chair-Elect. He or she shall assume the duties of Chair in the absence of the Chair of the Board and shall also coordinate the membership and educational activities of the Association. Should the office of the Chair of the Board of Directors become vacant for any reason, the Chair-Elect shall become Chair of the Association for the unexpired portion of the term, and in addition, he or she shall be able to serve his or her full term under succession unless the Board of Directors elect a new Chair.

Section 5.04 - Secretary

The Secretary of the Association shall be elected annually by the Board of Directors. He or she shall attend all meetings of the Association and the Board of Directors, shall be responsible for keeping the minutes and official records of the Association, and shall perform such other duties as may be prescribed by the Board of Directors and these By-Laws; provided, however, that the Secretary may designate these duties to a person authorized by the CEO.

Section 5.05 - Treasurer

The Treasurer of the Association shall be elected annually by the Board of Directors. He or she shall oversee all Association funds and securities, shall keep full and accurate accounts of all receipts and disbursements, make deposits of all Association funds in the Association's name at such depositories as approved by the Board of Directors, develop with the CEO the annual proposed budget for the Association, present it to the Board for its approval, and shall perform such other duties as may be prescribed by the Board of Directors and these By-Laws; provided, however, that the Treasurer may designate these duties to a person authorized by the CEO.

Section 5.06 - Past Chair

The Past Chair shall be the most recent Chair of the Association, who upon the expiration of his or her term, shall be entitled to continue to serve on the Board of Directors for an additional one-year term. The Past Chair shall serve as chair of the Nominating Committee, consult with the current Chair and Vice-Chair to assist in carrying out the membership and educational activities of the Association, and perform such other duties as may be prescribed by the Board of Directors and these By-Laws.

Section 5.07 – CEO

The CEO of the Association shall be hired by the Board of Directors. The CEO shall be the Chief Executive Officer of the Association, responsible for managing the daily operations of the Association, including any required filings that must be made, and possessing the capacity to legally bind the Association contractually for goods and services required to manage and operate the Association. Actions taken by the CEO in the day-to-day operations of the Association shall be subject to ratification by the Board of Directors at its next meeting. The CEO shall be an ex officio member of the Board of Directors, with no right to vote.

Section 5.08 - General Counsel

The General Counsel of the Association shall be appointed by, and serve at the discretion of, the Board of Directors. He or she shall attend all meetings of the Association and the Board of Directors and ensure that all meetings are conducted in accordance with these By-laws and other applicable laws, including federal antitrust laws. He or she shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VI MEETINGS OF THE ASSOCIATION

Section 6.01 - Annual Meeting

There shall be an Annual Meeting of the Association at which the Regular Members of the Association shall meet and ratify the new Chair of the Board of Directors who will have been elected according to Section 4.03 (d) and the new Board of Directors who will have been elected via ballot according to Section 4.03 (b).

Section 6.02 - Special Meeting

Special meetings of the Association shall be called by the Chair at the request of at least five (5) Regular Members.

Section 6.03 - Conferences

The Association may provide each year for an Annual Conference and one (1) or more other conferences that will allow publishers and others to present:

- (1) educational information that is both theoretical and methodological;
- (2) scientific research articles relevant to testing;
- (3) technological developments and issues applicable to testing, and
- (4) legal and ethical issues affecting testing.

Any such conferences shall be approved by the Board of Directors.

Section 6.04 - Notices

Written notice of all Association meetings defined in this Section 6, excluding any conferences, shall be mailed by the Secretary, or his or her designee, to every Member at least thirty (30) days in advance, showing the date, time, and place for each such meeting. Where appropriate and available, an agenda or list of subjects for each meeting shall also be provided.

Section 6.05 – Electronic Voting

If necessary for the efficient operation of the Association, or if a special meeting has been called by the Chair in accordance with the Section 6.02, in lieu of holding a face-to-face meeting, votes on the subject matter for such meeting may be conducted by means of electronic ballots, so long as appropriate notice of the matter being voted upon is given to each member at least five (5) days in advance, unless the subject matter to be voted on is a modification of the By-Laws, in which case advance notice to each Regular Member must be given at least sixty (60) days in advance.

ARTICLE VII STRUCTURE AND AUTHORITY OF REGIONAL ORGANIZATIONS

Section 7.01 - Regional Organizations

- (a) Based upon criteria it shall establish from time to time, the Board of Directors shall have the authority to create geographic Regional Organizations to represent the Association on an international basis, consistent with the purposes of Article 2. The countries comprising each Regional Organization (“Region”) shall be determined by the Board of Directors from time to time. Each Region shall be a separate legal entity; provided, however, that it shall operate in a manner that is consistent with these By-Laws.
- (b) Each Region shall be governed by a Board of Advisors consisting of three (3) officers who shall be elected annually by secret ballot of the Regular Members of that Region, including all Multi-Regional Regular Members, from among those who are eligible to hold office; provided, however, that a Region shall be able to elect a larger Board of Advisors, subject to the approval of the Board of Directors, based on such supporting documentation as may be required by the Board of Directors.
- (c) Notwithstanding the provisions of section (b) above, North America as a Region shall be governed annually by those Directors of Members headquartered in North America who are currently serving on Association’s Board of Directors. This exception exists in order to avoid duplication of efforts by those Directors, the CEO, and other Association staff, to avoid the need for creation and approval of a separate annual budget for this Region, to ensure that advocacy activities of the Association continue unabated, and to facilitate the planning, management, and operations of the annual conference held in North America.

- (d) Each Regular Member of a Region shall have one (1) vote in the conduct of affairs of that organization; provided, however, that no Regular Member shall hold more than one office within a Region at the same time. In addition, Associate Members in good standing are entitled to participate in the Region, but they may not vote or hold office.
- (e) The officers of each Region shall at a minimum include: a chair; a vice-chair; and a secretary. If a Region seeks approval of the Board of Directors to enlarge its Board of Advisors, it shall describe those additional seats in the documentation presented to the Board of Directors.
- (f) The Board of Advisors of each Region shall meet at least twice annually and shall be entitled to hold meetings either separately or in conjunction with meetings of the Association. Each Board of Advisors shall have the authority to manage its business and financial affairs in any manner it deems appropriate, provided that actions of the Board of Advisors are consistent with these By-Laws and the policies and procedures adopted by the Board of Directors, and have no potential to violate the brand integrity of the Association. The financial affairs of the Region shall be managed in a manner consistent with the following Subsection (e).
- (g) Annual budget requests and recommendations from a Region's Board of Advisors, including proposed expenditure of Association funds, its proposed use of Association services and staff, and the identity of proposed sources of funds, shall be submitted to the Board of Directors for its approval. Each Board of Advisors also shall have the power to make assessments or levy fees on its Members in order to fund projects and activities of the Region, provided that such funding requests are submitted to and approved by the Board of Directors prior to their enactment.
- (h) Each Region's Board of Advisors shall appoint a representative to serve as a Director of the Association; eligible individuals shall be a member of the Board of Advisors or any individual employed by a Regular Member of the Region.

Section 7.02 - Special Interest Groups

A Region shall be entitled to create one or more Special Interest Groups ("SIG"), related to a specific assessment-related topic that is important or relevant to the region, subject to the approval of the Board of Directors and conformance with the provisions of Section 7.01. The Region's Board of Advisors shall identify the specific scope of any SIG and propose the membership services and fees

associated with any SIG and provide that information to the Board of Directors for its approval.

Section 7.03 - Subscribers

A Region shall be entitled to provide individual membership to a person (“Subscriber”), who shall have limited rights and shall be a non-voting member who is not eligible to hold office, subject to the approval of the Board of Directors and conformance with the provisions of Section 7.01. The Region’s Board of Advisors shall propose the membership services and fees associated with being a subscriber and provide that information to the Board of Directors for its approval.

ARTICLE VIII STRUCTURE AND AUTHORITY OF DIVISIONS AND COMMITTEES

Section 8.01 - Practice Area Divisions

(a) The Board of Directors shall have the authority, from time to time in its discretion, to identify and establish one or more practice areas representing specific types of testing and assessment (“Divisions”). The Board of Directors shall explicitly identify the specific practice scope of each Division. .

(b) Membership in each Division shall be open to every Regular Member in good standing who wishes to participate in the work of the Division. The annual dues of a Member shall include membership in as many Divisions as it wishes to participate. Each Regular Member shall be entitled to one (1) vote on matters before each Division in which it participates; provided, however, that no Regular Member may have its representatives holding more than one (1) Division chair at the same time unless otherwise approved by the Board of Directors. In addition, Associate Members in good standing whose interests are served by one or more practice area may participate in these Divisions, but may not vote. Divisions shall have the discretion to limit all or a part of their meetings to only voting members.

(c) Each Division shall be governed by an Executive Committee comprised of three officers, elected on an annual basis from among its members: a Chair; a Vice- Chair and a Secretary. Each Division Chair, or his or her designee, shall attend all meetings of the Board of Directors, for the purpose of observing and participating in discussions of the Board of Directors, as well as providing a report of the Division’s activities since the previous Board of Directors’ meeting and a statement of the Division’s current goals and specific objectives for the upcoming period.

(d) Each Division shall be entitled to hold meetings either separately or in conjunction with meetings of the Association. Each Division shall have the authority to conduct its affairs in any manner that the Executive Committee deems appropriate, as long as its actions are consistent with these By-Laws and the policies and procedures adopted by the Board of Directors.

(e) Budget requests and recommendations from each Division regarding expenditure of Association funds for purposes of advancing the mission of the Association may be submitted to the Board of Directors for its approval. Each Division also shall have the power to make assessments or levy funds from its members in order to fund the projects and activities approved by a majority of the members, provided that such assessments are voluntary and approved by the Board of Directors.

Section 8.02 - Nominating Committee

(a) The Nominating Committee, including its Chair, shall be appointed by the Chair of the Board of Directors, shall consist of Regular Members, and where possible shall include two (2) Members from each Division, two (2) Members who have served on the previous year's Nominating Committee, and one (1) member who is the Past Chair of the Board of Directors.

(b) Each member of the Nominating Committee shall have one (1) vote.

(c) The Nominating Committee shall comply with the provisions of Section 4.03(b), and shall be responsible for communicating the results of its deliberations to the Chair of the Board of Directors, who shall ensure that the Secretary, or his or her designee, prepares proper ballots for the election of the next slate of Directors..

Section 8.03 - Other Committees

In addition to the entities identified in Sections 8.02 (a) and (b), the Board of Directors shall have the authority to appoint, in conjunction with the CEO, such other standing, special, or other committees as may be required by these By-Laws or as it may find are necessary to conduct the business of the Association. The Board of Directors shall explicitly identify the specific goals, scope, membership composition, and duration of each Committee. Each such Committee shall be governed by an Executive Committee comprised of three officers, elected on an annual basis from among its members: a Chair; a Vice- Chair and a Secretary. Each such Committee shall report to the Board of Directors, and if requested by

the Board of Directors, shall attend meetings of the Board of Directors for the purpose of observing and participating in discussions, as well as providing a report of the Committee's activities since the previous Board of Directors meeting and a statement of the Committee's current goals and specific objectives for the upcoming period.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 - Indemnification

The Association shall indemnify any Officer and Director against all expenses and liabilities, including counsel fees reasonably incurred in connection with any proceeding to which such person is a party, or in which such person may be involved by reason of such status, except in instances where the Officer or Director is found to have engaged in willful misfeasance or malfeasance in the performance of his or her duties of the office. This provision shall be deemed to cover former Officers and Directors to the extent that the claims against them arose during their terms in office, they were operating within the scope of their duties, and they are not found to have engaged in willful misfeasance or malfeasance in the performance of those duties. The Association also may indemnify, at the discretion of the Board of Directors, any individual acting on behalf of the Association, in accordance with the laws of the State of Illinois.

Section 9.02 - Insurance

The Association may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was either a director, officer, employee, or agent of the Association, or serving in such capacity for another entity at the request of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of such status, whether or not the Association would have the power to indemnify an individual under Section 9.01.

Section 9.03 – Regional Organizations

Each Region may, in its discretion and at its own expense, provide indemnification and/or insurance for its Board of Advisors, officers, employees, or agents, or any individual formerly serving in those capacities, against any liability asserted against him or her, except for willful misfeasance or malfeasance, in accordance with the laws of its country of incorporation.

ARTICLE X
AMENDMENTS

(a) These By-Laws shall be amended, repealed, or altered, in whole or in part, only upon an affirmative vote of three-quarters (3/4) of the Regular Members, at a duly called meeting of the Association, and only after the Board of Directors has recommended such amendment, repeal or alteration by an affirmative vote of three-quarters (3/4) of the Directors, at a duly called meeting of the Board of Directors.

(b) Any such proposed amendment shall be mailed first to each Director at least thirty (30) days before a scheduled meeting of the Board of Directors, and shall then be mailed to every Regular Member of the Association at least sixty (60) days before a scheduled meeting of the Association.

ARTICLE XI
DISSOLUTION

(a) A vote to dissolve the Association shall require unanimous approval of all Regular Members in attendance at a scheduled meeting of the Association, and proper notice must have been given to each Regular Member of the proposed action. If the Association votes to dissolve itself, the final action of the Board of Directors shall be to ensure the filing of all necessary papers with the State of Illinois.

(b) The Association shall use its funds only to accomplish the purposes specified in these By-Laws, and no part of such funds shall inure or be distributed to the Members of the Association upon dissolution.

(c) Upon the dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations which shall be selected by the Board of Directors.

ARTICLE XII
GENERAL PROVISIONS

Section 12.01 - Seal

The official seal of the Association shall set forth the name of the Association and shall contain the words "seal" and "Incorporated".

Section 12.02 - Fiscal Year

The fiscal year for the Association shall run from January 1 to December 31.

Section 12.03 - Rules

At all official meetings, conferences or deliberations of the Association, "Robert's Rules of Order - Revised" shall control all parliamentary procedures.

Section 12.04 - Interpretation

In case of a conflict between provisions of these By-Laws, the more specific provision shall prevail over the more general one. Nothing contained in these By-Laws shall violate or conflict with any federal laws or with any laws of the State of Illinois; however, to the extent that any provision is found to be in violation or conflict, that provision shall be deleted from these By-Laws and shall not otherwise affect any remaining provision thereof.

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