



Association for Laboratory Automation

BYLAWS
OF
THE ASSOCIATION FOR LABORATORY AUTOMATION



BYLAWS

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ASSOCIATION FOR LABORATORY AUTOMATION

BYLAWS

Article I. Name and Offices

Section 1.1. Name

The name of this corporation shall be the "Association for Laboratory Automation, Inc" (the "Corporation"). All references to the "Association" or the acronym "ALA" in these Bylaws shall refer to the Corporation.

Section 1.2. Corporate Offices

The Corporation shall maintain a registered office in the State of Virginia. The Board of Directors may establish and/or change its principal office and other administrative offices from time to time.

Section 1.3. Purpose

The Corporation is formed to advance the science and education related to medical and laboratory automation by encouraging the study, advancing the science, and improving the practice of medical and laboratory automation.

Article II. Members

Section 2.1. Members

Any individual who has attained professional stature by demonstrating intellectual competence and ethical conduct in the management and sciences of laboratory automation or an associated field is eligible for membership in the association. Members of the association shall include any individual involved directly or indirectly in the sciences and management of laboratory automation. Applications for membership must be made in accordance with ALA policy. In the event the ALA Board of Directors determines it to be in ALA's best interest, the Board may prohibit any individual from becoming an ALA member.

Section 2.1.1. Honorary Members

Any individual, who, in the opinion of the Board of Directors, has attained professional distinction, may be designated as an Honorary Member by the Board of Directors. Designation of Honorary Members status shall confer neither the right to vote nor to hold office in the Association. Honorary Members will receive one complementary year of JALA. Honorary Members may apply for membership in the association if they desire the full rights of members. Any member in good standing may recommend a qualified individual for honorary membership by submitting his/her recommendations to the Board, via the Executive Director, for consideration. Honorary Member status may be

removed by the Board of Directors at its discretion without further process. A decision by the Board of Directors to remove Honorary Member status is not subject to appeal.

Section 2.1.2. Emeritus Members

A Member who has been in good standing for ten (10) years and who is retired from the field may, at the discretion of the Board of Directors, become an Emeritus Member. Emeritus Members retain all the Membership rights and are exempt from the payment of dues, with the exception of the cost of JALA. Any member in good standing may recommend a qualified member for emeritus membership by submitting his/her recommendations to the Board, via the Executive Director, for consideration. Emeritus Member status may be removed through the process defined in section 2.9.

Section 2.1.3. Student Affiliate Members

Graduate or undergraduate students majoring in one of the laboratory sciences or technologies or closely related academic disciplines may, at the discretion of the Board of Directors, be entitled to become a Student Affiliate Member as long as they annually certify that they are under-graduate or graduate students engaged in full-time academic studies. Student affiliate members shall receive a discount in membership dues, but shall have no voting rights. Any question regarding whether an applicant's major is "in one of the laboratory sciences or technologies" or in a "closely related academic discipline" for the purposes of this section shall be determined by the Board of Directors. "Full time" shall include any combination of course work, teaching and/or research assistantships or fellowships considered full-time by the respective institutions. The Board of Directors shall determine whether an institution qualifies for the purposes of this section.

Section 2.1.4. Charter Members

A Member who has been instrumental in the development and growth of ALA may become a Charter Member. Charter Members retain all the Membership rights, are exempt from the payment of dues, and are entitled to one free registration for ALA's premier annual conference, LabAutomation (only). Any member in good standing may recommend a qualified member for charter membership by submitting his/her recommendations to the Board, via the Executive Director, for consideration. Charter Member status may be removed through the process defined in section 2.9.

Section 2.1.5. Associate Members

Associate Members shall comprise individuals who have expressed an interest in the activities of the Association for Laboratory Automation. Associate Members receive information in accordance with ALA policy. Associate Members shall have no voting rights, no right to hold office, and receive no member benefits. Applications for Associate Membership must be made in accordance with ALA policy. In the event the ALA Board of Directors determines it to be in ALA's best interest, the Board may prohibit any individual from becoming an Associate member, and may terminate any Associate member's membership, at any time in its sole discretion. The Board of Directors' decision to terminate an Associate member's membership is not subject to appeal.

Section 2.1.6. Early Career Professionals Members

For ALA Membership purposes, an early career professional is defined as an individual who has recently attained professional stature by demonstrating intellectual competence

and ethical conduct in the management and sciences of laboratory automation or an associated field. “Recently” should be defined as within the five (5) years prior to membership application being received by ALA. Proof of status must be provided at time of application. An individual may only maintain an early career professional’s membership for five (5) years after status is first granted or until individual has reached five (5) years working within in the field of laboratory automation, whichever comes first, after which he/she must upgrade to individual membership status. Any question regarding whether an applicant is considered an “early career professional” for the purpose of this section shall be determined by the Board of Directors.

Section 2.1.7. JALA Scientific Advisors

JALA Scientific Advisors are prominent scientific professionals who understand and appreciate the role of automation technologies in research laboratories, and who recognize JALA’s potential as the premier journal serving this unique scientific specialty. JALA Scientific Advisors provide personal consultation and advice to the JALA Editor-in-Chief regarding editorial content, potential contributors, marketing, and other publishing management topics. JALA Scientific Advisors also enhance the image and credibility of JALA by allowing their names and/or affiliations and personal achievements to be prominently identified and promoted in conjunction with JALA. JALA Scientific Advisors will not be required to be regular ALA (dues paid) members, and will not be required to sign conflict of interest disclosures. JALA Scientific Advisors will be invited, but not obligated, to participate in JALA Editorial Board meetings and teleconferences. JALA Scientific Advisors will be invited to JALA celebrations such as the annual JALA VIP Reception at LabAutomation, and will be welcome to serve as manuscript reviewers, authors, and/or guest editors.

Section 2.1.8. Authority of Members

Only members in good standing may hold Board positions and vote in elections of the Corporation. The Membership shall have all the authority vested in it by the Corporation’s Articles of Incorporation and Bylaws. In accordance with the Corporation’s Articles of Incorporation and Bylaws, the Membership shall elect a Board of Directors which will be the representative body of the Association, serving for the benefit of the members.

Section 2.2. Annual Meeting

The annual meeting of members shall generally be held during or around January of each year, or at such other date, time, and place as may be fixed by the Board of Directors (the “Annual Meeting”). The record date for establishing members entitled to participate in the Annual Meeting shall be sixty (60) days preceding the meeting. Notice of the holding of the Annual Meeting of the Association will be published in one or more of the official publications of the Association in advance of the meeting.

Section 2.3. Special Meeting

Special meetings of the members may be called by the President or by a majority of the Directors, or shall be called by the President upon written request of members having not less than 50% of the votes entitled to be cast at the Annual Meeting.

Section 2.4. Notice and Waiver of Special Meetings of Members

Except as otherwise required by law, written notice of each Special Meeting of members, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be mailed, via first class mail and/or email transmission, at least ten (10) but not more than forty-five (45) days prior to such meeting to each member of the Corporation at his/her address, and/or email address, as the same appears on the lists of members of the Corporation. A written waiver of notice signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Any such waiver shall be delivered to the Secretary for inclusion in the minutes or and filing with the Corporate records. The record date for determining members entitled to notice of and to vote at a special meeting is the close of business on the forty-fifth (45th) day preceding the subject meeting.

Section 2.5. Certification and Voting List

As soon after the record date as is feasible, the Secretary shall certify a list prepared by the Membership Committee of the members of the Corporation, in accordance with the criteria for members specified in Section 2.1 of these Bylaws. Only members so certified shall receive notice of the subject meeting, and shall the have voting rights on matters submitted to by mail ballot of the membership in accordance with the Bylaws. A complete and current list of members of the Corporation shall be regularly maintained by the Membership Committee and kept on file and available for inspection by any member at the principal office of the Corporation for at least ten (10) days prior to and during each annual or special meeting.

Section 2.6. Quorum

Ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of any business, provided that if less than ten percent (10%) is present at said meeting, a majority of members present may adjourn the meeting to another time without further notice. Once a quorum is established, it will constitute a quorum for the remainder of the meeting regardless of whether members subsequently leave the meeting reducing the number of members below the required ten percent (10%). Members may not vote by proxy.

Section 2.7. Voting

Each member entitled to vote shall be entitled to one (1) vote on all matters properly submitted to the membership. Except as is otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, all action shall be decided by a plurality of the members voting provided that a quorum is established.

Section 2.8. Action Without Meeting

Unless prohibited by law, the Articles of Incorporation, or the Bylaws, any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the members entitled to vote upon such action at a meeting, and shall be filed with the Secretary. Such consent may be signed in counterparts and shall have the same force and effect as a unanimous vote of the members.

Section 2.9. Discipline, Termination, Expulsion, or Suspension of Members

Section 2.9.1. Disciplinary Actions

2.9.1.1. Disciplinary Affairs Committee

The Disciplinary Affairs Committee is established by the Board of Directors from time to time when needed to receive, consider, and respond to complaints against members.

2.9.1.2. Composition

The Disciplinary Affairs Committee shall consist of not less than six (6) voting members nominated by the President for one-year terms, subject to the Board's approval. No more than one (1) member of the Board may serve on the Disciplinary Affairs Committee at any given time. The immediate past president shall serve as chairman of the Committee. If the immediate past president is unable or unwilling to serve, the President shall appoint a chairman from the voting membership. No member may serve for more than one consecutive full term. Each member shall serve until that member's successor is appointed and assumes the appointment.

2.9.1.3. Member Conduct

The Disciplinary Affairs Committee may take disciplinary action with respect to any member in the event that the Committee determines, in its sole discretion and in accordance with the procedures set forth in section 4 below, that such member has engaged or is engaging in conduct that (i) violates the Bylaws, policies, codes, rules or regulations of the Association as may be amended from time to time, or (ii) is otherwise inimical to the objectives of the Association because of its fraudulent, unethical or unprofessional nature, or because it is otherwise inconsistent with or detrimental to the Association's goals, purposes, or reputation. Such disciplinary action may consist of censure, suspension (for a specified period of time) or expulsion.

2.9.1.4. Disciplinary Procedures

All matters pertaining to the discipline of a member shall be submitted to the Disciplinary Affairs Committee for consideration. The Committee shall determine whether and to what extent, if any, an investigation is warranted. Following any investigation deemed necessary and appropriate by the Committee, the Committee shall determine whether disciplinary action against the member may be warranted. If so, the Committee shall send written notice to the member by certified or registered mail not less than thirty (30) days prior to a meeting of the Committee during which the subject matter and disciplinary action against the member will be considered:

- (a) setting forth the date, time and place of the Committee's meeting;
- (b) informing the member that the Committee will consider possible disciplinary action against that member at the meeting and including a statement regarding the basis for the action; and

- (c) inviting the member to attend the meeting in person or by representative; to submit evidence regarding the matter being considered; and to set forth why disciplinary action against that member should not be taken.

A responding member's attendance is not required, but may be considered in connection with the Committee's decision. The responding member shall be responsible for all costs and expenses associated with his/her attendance at the hearing (and/or that of his/her representative). After such meeting, the Committee may take disciplinary action against the member in accordance with section 2.9.1.3 and upon the approval of two-thirds (2/3) of its members who are present and entitled to vote. Prompt written notice of any such action shall be sent to the members directly involved in the matter. Upon the Committee's request and the approval of the Board, the Association's legal counsel shall act as prosecutor for any disciplinary matter. Unless an appeal is submitted in accordance with Section 2.9.1.5, all decisions of the Committee are final.

2.9.1.5. Appeal

Any decision by the Disciplinary Affairs Committee to discipline a member may be appealed by that member to the Board of Directors. There shall be no action taken by the Committee pending any such appeal. An appeal must be submitted to the Board in writing via the Association's Executive Director within thirty (30) days of the Committee's decision to take disciplinary action. Any appeal submitted after the thirty (30) day period shall not be considered. The Board shall provide a copy of any petition to the Chairperson of the Disciplinary Affairs Committee and the Chairperson or the Chairperson's designee shall respond to any such petition by presenting an oral or written statement to the Board. The Board shall consider the petition and any statement of the Disciplinary Affairs Committee, and may modify or reverse the Committee's decision to take disciplinary action against the member by a vote of a majority of the Board. Prompt written notice of any such action shall be sent to the members directly involved in the matter. The decision of the Board with respect to any appeal is final.

2.9.1.6. Confidentiality

All information considered in disciplinary proceedings, whether or not such proceedings result in disciplinary action, shall be confidential and shall not be subject to publication, discovery or public dissemination except in accordance with this Section 2.9 or as otherwise may be required by law.

2.9.1.7. Impartiality

Only disinterested and impartial members of the Disciplinary Affairs Committee and the Board of Directors shall participate in deliberations with respect to disciplinary actions against any member. In the event a conflict of interest exists or may exist, the conflicted Committee or Board member shall not participate in deliberations with respect to, or vote on, the subject matter. Any Board Member who is also a member of the Disciplinary Affairs Committee shall not participate in deliberations with respect to, or vote on, any matter submitted to the Board on appeal.

2.9.1.8. Reinstatement

In the event that disciplinary action taken against a member shall result in suspension or expulsion of membership, said member may be reinstated only in accordance with the Committee's disciplinary action or under such terms and conditions as the Board of Directors may determine.

2.9.1.9. Outstanding Debts

In the event that disciplinary action taken against a member shall result in suspension or expulsion of membership, the loss of membership shall not relieve the former member of any outstanding dues, assessment, or other obligation due the Association, which amount shall remain due following said suspension or expulsion.

Section 2.9.2. Non-Payment of Dues, Assessment or other Obligations

Privileges of Membership begin with the payment of dues following the approval of a membership application in accordance with the process established by the Board of Directors. Members shall continue in good standing by the payment of annual dues unless written resignation of the Member is received at the administrative headquarters. The membership of any Member who has not paid dues within thirty (30) days following the anniversary of their membership, or has not paid in full any other authorized assessment or obligation on or before the due date established by the Board for the payment of said assessment or obligation, shall automatically terminate without any further notice or action of the Board. Those whose membership is terminated in accordance with this section may request reinstatement but must first pay in full all amounts due to the Association at the time they were terminated and, thereafter, reapply and be subject to the application and approval provisions of these Bylaws.

Section 2.10 Resignation

Any member seeking to resign his/her membership shall submit notice of resignation to the administrative headquarters. A member's resignation shall not relieve them of their obligation to pay any dues, assessment, or other debt due to the Association as of the date of said resignation, and any said obligation shall remain due until paid in full.

Section 2.11. Reinstatement Following Resignation

After a lapse of more than one (1) year subsequent to resignation, reinstatement shall be through the usual procedure required for admission to any class of membership: application, approval, and payment of dues for the current year in advance. Within a period of one (1) year following resignation, reinstatement to previous status may be effected by the payment of all indebtedness to the Association.

Article III. Board of Directors

Section 3.1. General Powers, Duties and Functions

The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporation's properties and funds shall be vested in, the Board of Directors. Without limiting the foregoing and except as otherwise provided by the Virginia Nonstock Corporation Act, the Association's Articles of Incorporation, the Board shall have the authority to: 1) establish objectives, and assign responsibilities regarding programs and activities

of the Corporation; 2) initiate, formulate, and adopt statements of official policy for the Corporation; 3) request reports from any Corporation officer, body, chapter or wholly owned entities; 4) render reports to the Membership at each of their Annual Meetings; 5) establish, and alter or amend as required, rules and procedures governing the proceedings and meetings of the Board of Directors which are not inconsistent with the Articles of Incorporation and Bylaws; 6) appoint, discharge, and fix the size and responsibilities of committees of the Board of Directors and the Association; 7) employ/discharge an Executive Director to manage the daily affairs of the Association and who, in turn, shall have the authority to employ/discharge any necessary staff and independent contractors within the authority of the approved budget; and (8) carry out other duties and functions customarily incumbent upon the governing Board of Directors of a corporation, or enumerated in the Articles of Incorporation or in the Bylaws, or imposed by law.

Section 3.2. Number, Election, Tenure, and Qualifications

Section 3.2.1. Number

The Board of Directors shall consist of nine (9) members. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors, but in no event shall there be less than three (3) Board members.

Section 3.2.2. Tenure

Directors shall serve a term of three (3) years and until their successors have been elected and qualified, or until their death, resignation, or removal, or until they are otherwise unable to fulfill an unexpired term. Directors may serve multiple three-year terms, but no more than two (2) consecutive three-year terms. Any Director leaving the Board during the second consecutive term is not eligible for re-election to the Board during the following three-year period. Directors shall serve for staggered terms of three (3) years in accordance with Section 3.2.3. below.

Section 3.2.3. Nomination and Election of Directors

Any member in good standing may submit to the Nominating Committee the name or names of candidates whom they recommend for inclusion on the slate of nominees to the Board of Directors. Nominations shall be received and addressed by the Nominating Committee in accordance with Section 5.4.2.1., and in accordance with a stated Nominee Criteria approved by the Board of Directors. The Nominating Committee shall, after certifying the qualifications and giving due consideration to all recommendations from the membership and such other candidates it may wish to consider, present a slate containing the names of members to fill each impending vacant Board seat to the Secretary and the Executive Director. Members of the Nominating Committee are not eligible for inclusion on the Nominating Committee's slate. The nomination process shall be set forth in a policy determined by the Board of Directors, which policy shall not be inconsistent with these bylaws or the Articles of Incorporation. New Board members will begin their service at the Association's Annual Meeting.

Section 3.2.3.1. Limiting Multiple Company Representation

Subject to the terms of Sections 3.2.3.1, 3.2.3.2, and 3.2.3.3, no more than two (2) members of the Board of Directors may be employed by the same employer (Company). For the purposes of this paragraph, a Company shall include, without limitation, (i) any employer whether individual, partnership, corporation, or other entity; (ii) a company and all its subsidiaries, affiliates, and related companies; and

(iii) any other person, partnership, corporation, entity, or group or combination thereof, as determined by the Nominating Committee in its sole discretion. Whether individual nominees are employed by the same Company shall be determined in the sole discretion of the Nominating Committee. For the purposes of this provision, an individual is considered employed by any and all Companies employing the individual at any time during the period beginning on the day prior to the date on which the Nominating Committee transmits the slate of nominees to the Association Secretary in accordance with Section 5.4.2.1. through and including the final day of the election.

Section 3.2.3.2. Disqualification for Multiple Company Representation

Nominated candidates whose election would exceed the limitation set forth in Section 3.2.3.1 shall be automatically disqualified by the Nominating Committee. Without limiting the foregoing, in the event two Board members from the same Company currently sit on the Board of Directors and their terms do not expire on or before the scheduled election, nominations of candidates employed by the same Company shall be automatically disqualified. All other nominees, including nominees who currently sit on the Board and whose initial terms are set to expire, shall be considered by the Nominating Committee in accordance with Section 3.2.3. In the event multiple nominees from the same Company receive sufficient votes to be elected to the Board in accordance with Section 3.2.3, but their combined election would result in more than two Board members from the same Company on the Board, those nominees from the same Company receiving the greatest number of votes shall be elected (so that up to but not more than two Board members are employed by the subject Company), and all other nominees from said Company shall be automatically disqualified.

Section 3.2.3.3. Changes in Employment During Term on Board

All Board members must notify the Executive Director of any change to their employment status prior to the next scheduled Board meeting. Changes in a Board member's employment following their election to the Board shall not affect the Board member's current term on the Board of Directors.

Section 3.3. Board Member Attendance

If a Director is absent from two (2) meetings per year, unless excused, he/she shall be deemed to have resigned his/her Board seat, and shall submit a written notice of withdrawal to the Board via the Executive Director. The minutes should record any excused and unexcused absences. At the discretion of the Board, imposition of this rule may be waived due to extenuating circumstances.

Section 3.4. Vacancies

Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and if not specified therein, it shall take effect upon receipt of notice from the resigning Director. Acceptance of such resignation shall not be necessary to make it effective. The remaining Directors may choose not to fill a vacancy. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of the majority of the remaining Directors even if it is less than a quorum. A Director appointed to fill a vacancy shall serve for the un-expired term of

his/her predecessor and until his/her successor is appointed and qualified, or until his/her death, resignation or removal. Any member who is eligible for consideration for election to the Board may be appointed to fill a vacancy.

Section 3.5. Meetings of the Board of Directors

The Board of Directors shall meet at least two (2) times each year unless otherwise agreed upon by a majority vote of the Board of Directors. The meetings will be held for the purpose of transaction of such business as may come before the Board. To the extent possible, one Board meeting shall be held in conjunction with the Association's Annual Meeting.

Section 3.6. Special Meetings

A special meeting of the Board of Directors may be called by the President or any three (3) Board members. Special meetings of the Board of Directors may be held at such place as shall be specified or fixed in the call for such meeting or notice thereof. Notice of each special meeting stating the purpose, place, day and hour of the meeting shall be given to each Director at his/her last known business or home address at least seven (7) days prior thereto by the mailing of written notice or at least two (2) days prior thereto by personal delivery of written notice or by telephonic, facsimile or email means of notice. The method of notice need not be the same for each Director. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage prepaid thereon. If sent by facsimile, or other electronic means, such notice shall be deemed to be given when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed or, absent a successful transmission acknowledgement, by the absence of a failed transmission notice.

Section 3.7. Waiver of Notice

Any Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and presents his/her objection at the beginning of the meeting or promptly upon his/her arrival. Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent has been entered into the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting or if a duly made dissent is not noted when the minutes are circulated or approved, the dissenting Director(s) may direct its inclusion. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.9. Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. Each Director shall be entitled to one (1) vote and the vote of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws, by the Corporation's Articles of Incorporation or by state

law. Once a quorum is established, it will remain in effect for the duration of the meeting regardless of whether a Board member or Board members may exit the meeting, leaving less than a majority of the Directors then in office present. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. A Director may not vote or act by proxy at any meeting of the Board of Directors.

Section 3.10. Compensation

The Board of Directors shall not receive compensation for their services as Board members, although reasonable expenses of Directors for attendance at Board meetings may be paid or reimbursed by the Corporation. Directors may also receive reimbursement for expenses incurred in the conduct of their responsibilities as Directors. Directors shall not be disqualified from receiving reasonable compensation for non-Director services rendered to or for the benefit of the Association in any other capacity.

Section 3.11. Meetings by Telephone or Teleconference

Members of the Board of Directors or any committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.12. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all individuals on the Board or the committee agree in writing to the adoption of a resolution authorizing the action. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director or committee member as the case may be either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section becomes effective when the last Director or committee member signs the consent, unless the consent specifies a later effective date, in which event the action taken is effective as of the later date specified therein provided the consent states the date of execution by each Director or committee member. Such consent, which may be signed in counterparts, shall have the same force and effect as a unanimous vote of the Directors or committee members.

Section 3.13. Actions by the Board of Directors and Committees

Actions by the Board of Directors and committees of the Board shall be kept in the minutes by the Secretary of the Association.

Section 3.14. Removal from the Board

A Board member may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Association will be served thereby. Without limiting the foregoing, non-participation in the Board's activities, unexcused absences from meetings, failure to perform Board assigned tasks, obstructive or unethical behavior, a conflict of interest or goals, or a breach of confidence will be cause for removal from the Board. A majority vote of the Board is required to remove a Director. A Director may be removed only at a meeting called for the purpose of removing him. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is to remove the Director. A removed Board member, or a Board member who resigns following receipt of notice of a meeting to consider his/her removal, is not eligible to serve on the Board in the future.

Article IV. Officers and Agents

Section 4.1. Number and Qualifications

The officers of the Corporation shall be members of the Board of Directors and shall include a President; a Vice-President, a Secretary; a Treasurer; and other such officers as may be deemed necessary or desirable from time to time by the Corporation's Board of Directors or otherwise required by state law. One person may not simultaneously hold more than one office. No person may be elected to the office of Vice-President or Treasurer during the last year of their term. No person may serve more than one term as President during his/her contiguous tenure on the Board.

Section 4.2. Election and Term of Office

The officers of the Association shall be elected by the Board of Directors during the Board's first meeting of the year, for a term commencing on election. Except for the Treasurer, whose term shall be (2) two years, each officer shall hold office for a period of one (1) year. Each officer shall serve until his/her successor has been duly elected and qualified, or until his/her earlier death, resignation or removal.

Section 4.3. Compensation

Officers shall not receive compensation for their services as Officers of The organization, although reasonable expenses of Officers for attendance at meetings, though rare, may be paid or reimbursed by the organization. Officers may also receive reimbursement for expenses incurred in the conduct of their responsibilities as Officers. Officers shall not be disqualified from receiving reasonable compensation for non-Officer services rendered to or for the benefit of the Association in any other capacity.

Section 4.4. Removal

Any officer or agent may be removed by the Board of Directors, or a committee appointed by the Board for such purpose, with or without cause, whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.5. Vacancies

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Association, by giving written notice to the President or the Secretary. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the un-expired portion of the term by the Board of Directors.

Section 4.6. Authority and Duties of Officers

The officers of the Association shall have the authority and shall exercise the powers and perform the duties specified by the Board of Directors and these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 4.6.1. President

The President shall be the principal elected officer of the Association. The President shall preside at all regular and special meetings of the Board of Directors and of the members of the Association. The President may sign, with another proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Association. The President shall present at the Annual Meeting of the members of the Corporation a report on the activities of the Association during the preceding year. The President shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him/her by the Board of Directors. The President is the prime contact with the Executive Director of the Association. The President will be, or appoint from among the Board, the official spokesperson for the Board.

Section 4.6.2. Vice-President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4.6.3. Secretary

The Secretary shall assure that minutes of the meetings of the members and of the Board of Directors are kept; maintain the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association's records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary.

Section 4.6.4. Treasurer

The Treasurer is the Chief Financial Officer of the Association. The Treasurer shall keep an account of all monies received and expended by the Association and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited or invested in such bank, trust company, or other depositories authorized by the Board of Directors. The Treasurer shall perform all the duties incident to the office of Treasurer.

Section 4.7. Executive Director

The Board of Directors shall hire an Executive Director who, under the Board's supervision and direction, shall carry on the general affairs of the Association and shall not be a voting member of the Board of Directors. It shall be his/her duty to approve expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The Executive Director shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Association. He/she shall comply with all orders from the Board of Directors. He/she shall perform the duties incident to the Executive Director position and such other duties as may be determined from time to time by the Board of Directors.

Article V. Committees of the Board

The Board of Directors may:

- 1) Establish committees when it is apparent that issues are too complex and/or numerous to be handled by the entire Board, or when it otherwise determines it to be in the best interest of the Association to establish a committee for a given purpose.
- 2) Establish standing committees and, for short-term activities, establish ad hoc committees that cease when the activities are completed.

Section 5.1. Designation of Committees

The Board of Directors may designate one or more standing or ad hoc committees to address the business of the Association. The Board of Directors may also establish, appoint, discharge, and fix the size and responsibilities of committees. Each such committee may exercise the authority granted to it by the Board of Directors and/or its enabling resolution. The President and Executive Director serve as ex-officio members of all committees.

Section 5.2. Limitation on Committee Powers

In addition to any restriction created in the Articles of Incorporation or the law, Committees shall have no authority to act inconsistent with or contrary to the Board of Directors, and/or the charter, rules, and mandates established by the Board from time to time. Without limiting the foregoing, no committee shall have the authority of the Board of Directors to amend, suspend, alter, or repeal these Bylaws; to elect, appoint or remove any member of any such committee or Director of the Association; to amend the Articles of Incorporation of the Association; to restate the Articles of Incorporation of the Association; to adopt a plan of merger or to adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; to authorize the voluntary dissolution of the Association or to revoke proceedings therefore; to adopt a plan for the distributions of the assets of the Association; to amend, alter, or repeal any resolution of the Board of Directors, or as otherwise may be inconsistent with the Association's Articles of Incorporation or Bylaws, or prohibited by law.

Rules governing procedures for meetings of any committee of the Board shall be established by the Board of Directors, or in the absence thereof, by the committee itself. All committees are to report promptly to the Board of Directors and only take such action(s) as specifically designated by the Board of Directors, in the Bylaws, or in the resolution chartering the committee.

Committees shall consist of one (1) or more Directors and, such other persons as the President, with the approval of the Board, may designate, who need not be members of the Board of Directors. The requirement of at least one (1) Director on each Committee is in addition to the President, who serves as an ex officio member of all committees. The President may designate, with the approval of the Board, one or more persons as alternate members of any committee and such alternates may replace any absent or disqualified committee member. In the absence or disqualification of a committee member and any alternate designated for such committee, the President may, with the approval of the Board, appoint another person to serve in the place of the absent or disqualified member of the committee. Members of a committee shall serve until the next Annual Meeting of the Association or until their successors are appointed.

Section 5.3. Committee Chair and Membership

Unless otherwise specified in these Bylaws, the following policies and procedures shall apply to all Association committees. Standing committees of the Association shall consist of a chair, at least one (1) Board member, and not more than eight (8) other members, as fixed by the President with the approval of the Board of Directors. Other Association committees may be established by the President with the approval of the Board of Directors, and shall consist of a chair and such number of additional members as fixed by the President with the approval of the Board of Directors. Except as specifically approved by the Board of Directors, only Members may serve on Association committees. Board members may serve on more than one committee.

The President, with the approval of the Board of Directors, shall appoint all committee chairs and members at or within a reasonable time after the first annual meeting of the Board of Directors. The President may designate some or all committee members, or delegate that task to the committee chair. If the President, with the approval of the Board of Directors, establishes a new committee by resolution at a meeting other than the annual meeting of the Board of Directors, the President, with the approval of the Board shall similarly appoint its chair at the time the committee is established or within a reasonable time after the establishment of the committee.

Section 5.3.1. Terms of Office

Unless otherwise designated by the President with the approval of the Board of Directors, the term of office of members of standing committees shall be one (1) year, beginning when appointed and ending when their successors have been selected and qualified. Members of standing committees shall not serve more than three (3) successive full one (1) year terms on any given committee. As an exception, members of the JALA Editorial Board may serve up to five (5) successive full one (1) year terms. The chair of a standing committee shall serve a one (1) year term in that position, beginning when appointed and ending when a successor has been selected and qualified. A chair is eligible for reappointment to a successive one (1) year term as chair of the same committee subject to the above term limits.

The term of office of members of all other committees (ad hoc committees) shall be for the duration of the committee as specified by the President with the approval of the Board of Directors, but shall not exceed five (5) consecutive years. Unless otherwise designated by the President with the approval of the Board of Directors, the chair of ad hoc committees shall serve for its duration or until substituted or otherwise replaced by the Board of Directors.

Section 5.3.2. "Sunset" Provision

The Board of Directors shall review the status of each ad hoc committee annually and, in each case in its sole discretion, affirmatively approve its continued existence.

Section 5.3.3. Reports

Each standing committee chair shall provide an annual written report to the Board of Directors via the Executive Director at least thirty (30) days prior to the Annual Meeting. The chair of each ad hoc committee shall provide a written report to the Board of Directors via the Executive Director upon completion of its assigned function, or as otherwise instructed by the Board of Directors, and shall provide a status report to the

Board of Directors via the Executive Director at least thirty (30) days prior to each Annual Meeting. The Chair of every committee shall render an interim report whenever requested by the President or directed by the Board of Directors. Committee reports may be published in the Association's publications, or other appropriate places, when authorized by the President.

Section 5.3.4. Quorum

Unless otherwise provided in a resolution of the Board of Directors designating a committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present and entitled to vote at a meeting at which a quorum is present shall be the act of the committee.

Section 5.3.5. Participation at Meetings by Conference Telephone

Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the member or members so participating.

Section 5.3.6. Meetings of Committees

Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

Section 5.3.7. Informal Action

Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the committee members entitled to vote.

Section 5.3.8. Rules

Each committee may adopt rules, subject to approval by the Board of Directors, for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5.4. Standing Committees

Section 5.4.1. Executive Committee

The Executive Committee shall exercise the full powers of the Board of Directors except as restricted under Section 5.2 above. Membership of the Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the Executive Director. The Executive Committee may act on the Board's behalf between meetings of the Board subject to the limitations set forth in the Articles of Incorporation, Bylaws, and the law. All actions of the Executive Committee shall be subsequently presented to the Board for review. The Executive Director of the Corporation will be a non-voting member of the Executive Committee.

Section 5.4.2. Nominating Committee

The Board of Directors shall designate, at or within a reasonable time after the first annual meeting of the Board of Directors, a Nominating Committee which shall be responsible for soliciting and qualifying persons for election to the Board at the next annual election of the Association.

The Nominating Committee shall consist of no less than four (4) and no more than eight (8) members of the Association, appointed for staggered two-year terms, half of which expire each year. No incumbent member of the Nominating Committee may be a candidate for re-appointment to the Committee. No more than three Board members may serve on the Nominating Committee at one time.

Section 5.4.2.1. Nominations

Section 5.4.2.1.1. Nominations by the Nominating Committee

In accordance with Section 3.2.3. above, the Nominating Committee shall transmit to the Association Secretary, not later than thirty (30) days before the election, a slate of qualified persons nominated by them for election as Directors of the Association, which slate shall be elected by acclamation at the next annual meeting.

Section 5.4.2.1.2. Nominations by Petition

Members of the Association may submit to the Nominating Committee for its consideration in accordance with ALA's policy.

Section 5.4.2.1.3. Affidavit by Nominee

The Nominating Committee shall obtain from each member it includes on the slate their affirmation that they: 1) are eligible to serve and available under their existing employee relationships, if any, and, 2) that they will, if elected, perform to the best of their abilities, the duties and responsibilities of a Director of the Corporation.

Section 5.4.3. Audit Committee

The President with the approval of the Board of Directors shall designate, at or at a reasonable time after the first annual meeting of the Board of Directors, an Audit Committee which shall:

Section 5.4.3.1. Recommend Independent Auditor

Recommend the firm to be employed as the Association's independent auditor, and review and approve the discharge of any such firm. The committee shall also review and approve the independent auditor's compensation and the term of its engagement and the independence of the auditor.

Section 5.4.3.2. Review Independent Audit

Review, in consultation with the independent auditors, the result of an independent audit, the report of the auditor, any related management letter, and management's responses to recommendations made by the independent auditor in connection with the audit.

Section 5.4.3.3. Review Annual Financial Statements

Review, in consultation with the independent auditor and management, the Association's annual financial statements; any certification, report, opinion, or review rendered by the independent auditor in connection with those financial statements; and, any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements. The committee shall review and report to the Board with respect to the financial portions of the organization's annual report.

Section 5.4.3.4. Review Financial Statements

Review, before and after publication, the Association's quarterly financial statements.

Section 5.4.3.5. Plan External Audits

Consider, in consultation with the independent auditor, the scope and plan of forthcoming external audits.

Section 5.4.3.6. Evaluate Internal Auditing Controls

Consider, in consultation with the independent auditor and the chief internal auditor, if any, the adequacy of the Association's internal accounting controls.

Section 5.4.3.7. Evaluate Auditing and Accounting Principles and Practices

Consider, when presented by the independent auditor or otherwise, material questions with respect to the choice of appropriate auditing and accounting principles and practices to be used in the preparation of the Association's financial statements.

Section 5.4.3.8. Compliance with Conflict of Interest and Code of Ethics

Review the expense accounts and perquisites of officers and staff and the Association's compliance with its conflict of interest policy and code of ethical conduct.

Section 5.4.3.9. Consider Other Financial Matters

As deemed necessary, inquire into any financial matters in addition to those set forth in Sections 5.4.3.1 through 5.4.3.8.

Section 5.4.3.10. Evaluate Other Activities

Plan and support any audits of other major functions (e.g., programs).

Section 5.4.4. Compensation Committee

The President with the approval of the Board of Directors shall designate from time to time a Compensation Committee which shall review and evaluate the performance, and recommend to the Board, the annual salary, other benefits, direct or indirect, of the Executive Director. At the request of the Board of Directors, the Compensation Committee shall also establish the fair value for the compensation of any other function deemed by the Board of Directors to be eligible for compensation for services rendered.

Section 5.4.5. Finance Committee

The President with the approval of the Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Finance Committee which shall prepare an annual budget for all Association activities for approval by the Board; propose changes in membership dues for approval by the Board; monitor all financial activities (including but not limited to membership, publications, committees, chapters, National Office operations, national meetings and investments); provide guidance as required or requested; ensure accurate tracking and accountability for funds; ensure adequate financial controls; and review major grants and associated terms.

Section 5.4.6. Bylaws Committee

The President with the approval of the Board of Directors shall establish from time to time a Bylaws Committee which shall review on an annual basis the Corporation's Bylaws and recommend any changes, deletions, amendments, additions and updates; and present to the Secretary a report with any recommendations for action.

Section 5.4.7. Membership Committee

The President with the approval of the Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Membership Committee which shall review or cause a review of the Corporation's membership list on an annual basis and certify their status; prior to each election present to the Secretary the list of members eligible to vote; keep and maintain a complete and current list of members of the Corporation; make available for inspection by any member of the Corporation a written, or equivalent electronic means, list of the current members of the Corporation; and print and distribute a Membership Directory to the membership.

Section 5.4.8. Editorial Committee

The President with the approval of the Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Editorial Committee (also referred to as the "JALA Editorial Board"), which shall serve the Board with respect to the Corporation's various publications, and in accordance with the policies and procedures established from time to time by the Board.

The JALA Editorial Board shall consist of at least one (1) Board of Directors member with no less than twenty (20) other members and no more than thirty (30) other members.

Section 5.4.9. Student and Early Career Professionals Committee

The President with the approval of the ALA Board of Directors shall designate, at or within a reasonable amount of time after the annual meeting of the Board of Directors, a Student and Early Career Professionals Committee which shall serve the Board with respect to continuing involvement of students and early career professionals within the

Association, including recommendation of new programs and initiatives benefiting students and early career professionals in accordance with the policies and procedures established from time to time by the Board.

Article VI. Directors-Emeritus

Upon recommendation by the Nominating Committee, the Board may elect one or more Director(s)-Emeritus with the right to attend all regular and special meetings of the Board. Directors-Emeritus shall have no power to make motions or to vote; shall not be counted in determining a quorum; and shall have no right to receive notices of meetings or to send a proxy. To be eligible for consideration as Directors-Emeritus, one must have served a minimum two (2) terms on the Board of Directors, and cannot be a current Board member at the time of his/her election. Interested members of the Board of Directors shall not vote in connection with the proposed election of a Director-Emeritus. Directors-Emeritus will be bound to respect the protection of confidential communications. The Board may revoke the status of Director-Emeritus at any time with or without cause.

Article VII. Advisory Council

The Board of Directors may, at its discretion, establish an advisory council of major contributors, prominent officials, individuals who have held a leadership role in the Association, or others deemed appropriate to provide an advisory role. The Advisory Council will provide consultation to the Board at the Board's request, but shall have no authority to act on behalf of the Board or the Association.

Section 7.1. Composition and Purpose

The President may appoint with the approval of the Board an advisory council to promote the objectives of the Association, further its purposes, and advise the Board of Directors concerning the general policies applicable to, and the progress of the work of, the Association.

Section 7.2. Advisory Council Chair

The President shall appoint the chair of the Advisory Council with the approval of the Board.

Article VIII. Indemnification

Except to the extent expressly prohibited by the Virginia Nonstock Corporation Act, the Association shall indemnify any person, made or threatened to be made a party to or called as a witness in or asked to provide information in connection with any pending or threatened action, proceeding, hearing, or investigation, or any special appeal therein (other than an action or proceeding by or in the right of the Association to procure a judgment in its favor), whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the Association served in any capacity at the request of the Association, by reason of the fact that he/she is or was, or he/she is an executor, administrator, heir or successor of a person who is or was, a Director or officer of the Association, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and

reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director or officer acted in good faith, for a purpose which he/she reasonably believed to be in, or, in the case of service for any corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

Except to the extent expressly prohibited by Virginia's State law or any other applicable law, the Association shall indemnify any person made, or threatened to be made a party to an action by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was, or he/she is the executor, administrator, heir or successor of a person who is or was, a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of any corporation of any type of kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or officer acted, in good faith, for a purpose which he/she reasonably believed to be in, or, in the case or service for any corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association, except that no indemnification under this paragraph shall be made in respect to (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association, unless and only to the extent that the court in which the action was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonable entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The termination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a pleas of *nolo contendere*, or its equivalent, shall not in itself create a presumption that any such Director or officer did not act, in good faith, for a purpose which he/she reasonable believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association or that he/she had reasonable cause to believe that his/her conduct was unlawful.

No indemnification shall be made under this Bylaw if a judgment or other final adjudication adverse to such person established that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Association has given consent to such settlement or other disposition.

The Association shall advance or promptly reimburse, upon request of any person entitled to indemnification hereunder, all expenses, including attorney's fees reasonably incurred in defending any action or proceeding in advance of the final disposition thereof, upon receipt of a written statement from such person of his/her good faith belief that he/she has met the standard of conduct entitling him or her to indemnification and of a written undertaking by or on behalf of

such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled, and provided that a determination is made that the facts then known to those making the determination would not preclude indemnification. The Board of Directors, in its sole discretion, may require the person requesting indemnification hereunder to provide a bond in an amount equal or greater to the amounts advanced and reimbursed hereunder pending the final disposition of the subject action or proceeding. In the event a bond is required by the Board of Directors, no advance, reimbursement, or other payment shall be made unless and until the bond is purchased by the person requesting indemnification and submitted to the Association.

Nothing in the Bylaw shall limit or affect any other right of any person to indemnification expenses, including attorney's fees, under any statute, rule, regulation, articles of incorporation, Bylaw, insurance policy, contract, or otherwise.

No elimination of this Bylaw, and no amendment of this Bylaw adversely affecting the right of any person to indemnification or advancement of expenses hereunder shall be effective until the sixtieth (60th) day following notice to such person of such action, and no elimination of or amendment to this Bylaw shall deprive any person of his rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such sixtieth day. The provisions of this paragraph shall supersede anything to the contrary in these Bylaws.

The Association shall not, except by elimination or amendment of this Bylaw in a manner consistent with the preceding paragraph, take any corporate action or enter into any agreement which prohibits, or otherwise limits the rights of any person to indemnification in accordance with the provisions of this Bylaw. The indemnification of any person provided by this Bylaw shall continue after such person has ceased to be a Director or officer of the Association and shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

The Association is authorized to enter into agreements with any of its Directors, officers, or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law, or to provide such indemnification and advancement of expenses pursuant to a resolution of the Board of Directors, but the failure to enter into any such agreement or to adopt any such resolution shall not affect or limit the rights of such person pursuant to this Bylaw. It is hereby expressly recognized that all persons who are Directors and officers of the Association, by serving as such after the adoption hereof, are acting in reliance on this Bylaw and that the Association is estopped to contend otherwise. Additionally, it is hereby expressly recognized that all persons who are Directors or officers of the Association and also serve as Directors, officers or employees of corporations which are subsidiaries or affiliates of the Association (or otherwise entities controlled by the Association) are conclusively presumed to serve or to have served as such at the request of the Association and, unless prohibited by laws, are entitled to indemnification under this Bylaw.

For the purposes of this Bylaw, the Association shall be deemed to have requested a Director or officer of the Association to serve an employee benefit plan where the performance by such person of his/her duties to the Association also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered indemnifiable expenses.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding shall be entitled to indemnification as authorized in such paragraph. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this Bylaw, under any contract or otherwise, shall be made by the Association if, and only if, authorized in the specific case (1) by the Board of Directors acting by quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Director or officer has met the standard of conduct set forth in the first paragraph of this Bylaw; or (2) if such quorum is not obtainable or; even if obtainable, a quorum of disinterested Directors so directs by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in the first or second paragraph of this Bylaw has been met by such Director or officer.

If any expenses or other amounts are paid by way of indemnification, otherwise than by a court order or action by the members, the Association shall, not later than the next Annual Meeting of the members, unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, mail to its members of record at the time entitled to vote for the election of Directors a statement specifying the action taken and such statement shall be included in the records of the Association open to public inspection.

For the purposes of this Bylaw, the term “Association” shall include any legal successor to the Association, including any corporation or other entity which acquires all or substantially all of the assets of the Association in one or more transactions.

In case any provision of this Bylaw shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Association to afford indemnification and advancement of expenses to its Directors and officers, acting in such capacities or in other capacities specified in this Bylaw, to the fullest extent permitted by law.

Article IX. Conflict of Interest

Section 9.1. Conflict Defined

A potential Conflict exists when, but not only when, the interests or activities of an ALA director, officer, committee member, or employee may be seen as competing and/or in conflict with the interests or activities of the ALA, or when an ALA director, officer, committee member, or employee derives a financial or other material gain from the ALA. A Conflict of interest transaction is a transaction with the ALA in which a director, officer, committee member, or employee of the ALA has a direct or indirect personal interest

Section 9.2. Disclosure Required

Annually and whenever there are changes to any previously disclosed information, each director, officer, committee member, and employee shall disclose any interest which may give rise to a Conflict utilizing such form(s) as the Board of Directors (“Board”) as per Article 3, Section 3.3 of the Association’s Policy and Procedures Manual.

Section 9.2.1. Absence from Discussion

Unless required to remain present during the meeting, the person having the potential Conflict shall retire from the room in which the Board or a committee is meeting to discuss the Conflict of interest transaction and shall not participate in the final deliberation regarding the matter under consideration. However, that person shall provide the Board or committee with any and all requested information.

Section 9.2.2. Abstinance from Vote

When a potential Conflict is relevant to a matter requiring action by the Board, or committee, the interested person shall call it to the attention of the Board or its appropriate committee and such person shall not vote on the matter; provided, however, any director or committee member disclosing a possible Conflict may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof.

Section 9.3 Independence

All of the directors and officers, serving ALA must be determined by the Board to be independent as defined in Article 3, Section 3.5 of the Association's Policy and Procedures Manual.

Section 9.4. Minutes

The minutes of the meeting of the Board or any committee shall reflect that the Conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a Conflict exists, the determination of whether a potential Conflict exists shall be made by a vote of the Board, excluding the person subject to the potential Conflict.

Section 9.5. Annual Review

A copy of this conflict of interest policy shall be furnished to each Director, officer and staff member who is presently serving the Association, or who may hereafter become associated with the Association. Any new Directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

Article X. Parliamentary Procedure

All questions of parliamentary procedure shall be determined in accordance with the most recent edition of "ROBERTS RULES OF ORDER, REVISED," except as may be adjusted or amended by the Board of Directors, and except as otherwise provided by the Bylaws.

Article XI. Miscellaneous

Section 11.1. Books and Minutes

The Association shall keep correct and complete books of account and financial statements and also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Association may be inspected by any Director or his/her agent or attorney, for any proper purpose at any reasonable time, and by voting members in good standing. Any costs associated with the inspection of records shall be the responsibility of the reviewing party.

Documentation of Board and committee meetings and actions, including minutes, must be completed to the extent reasonably possible by the later of: (1) the next meeting of the government body or committee (i.e. approving minutes of the prior meeting) or; (2) 60 days after the date of the meeting or written action.

Section 11.2. Fiscal Year and Audit

The fiscal year of the Corporation shall be July 1 through June 30, inclusive. After the close of each fiscal year of the Association, financial transactions of the Association for the preceding fiscal year shall be audited by certified public accountants as directed by the Board of Directors, and a report of the audit shall be made to the Board of Directors within ninety (90) days after the close of the fiscal year or within any extended period approved by the Board.

Section 11.3. Conveyances and Encumbrances

Property of the Association may be assigned, conveyed or encumbered by such officers of the Association as may be authorized to do so by these Bylaws or otherwise by resolution of the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance. However, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Association shall be authorized only in the manner prescribed by the resolution and applicable law.

Section 11.4. Designated Contributions

The officers of the Association may accept on the Association's behalf, in accordance with policies and proceedings set by the Board of Directors and applicable law, any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Association's Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses. The Association shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used consistent with the restrictions contained in the grant and the Corporation's tax-exempt purposes.

Section 11.5. Loans to Directors and Officers Prohibited

No loans or advances, other than customary travel/business advances, shall be made by the Association to any of its Directors, officers, staff, or any other party.

Section 11.6. References to Internal Revenue Code

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include by reference the corresponding provisions of any subsequent federal tax laws.

Section 11.7 Dissolution

Upon the dissolution of the Corporation, and after payment of all indebtedness of the Corporation, any remaining funds, investments and other assets of the Corporation shall be distributed in accordance with the Articles of Incorporation, and to such organization or organizations which are then qualified as exempt from taxation under section 501(a) of the Internal Revenue Code of 1986, as amended (or any future federal tax code), but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Association, as may be determined by vote of the Board of Directors.

Section 11.8. Amendments

The power to alter, amend, or repeal the Bylaws or adopt new and other Bylaws shall be vested in the Association’s Board of Directors. Such action may be taken by the affirmative vote of a majority of the Directors present and voting at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. Amendments to the Association’s Bylaws or other governing documents must be provided to the IRS or any other governmental entity as required by law.

Section 11.9. Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Bylaws Certificate

The undersigned certifies that he is the Secretary of the Association, a nonprofit corporation, and that, as such, he is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of _____ pages, including this page, constitute the Bylaws of the Association as of this date, duly adopted by the Directors, of the corporation at their _____ meeting, as amended from time to time prior to the date hereof.

Secretary

Date: _____