

BYLAWS
OF
AMERICAN BOARD OF VOCATIONAL
EXPERTS, INC.

ARTICLE I

NAME, OFFICES & PURPOSE

Section 1: NAME:

The name of this Corporation, incorporated as a not for profit corporation under the laws of the State of Kansas, shall be The American Board of Vocational Experts, Inc. hereafter abbreviated as **ABVE**.

Section 2: PURPOSE

ABVE is dedicated to promoting forensic vocational credentialing, education , training and research through enhancing the competency of its members. To pursue this purpose, ABVE will continually strive to achieve the following goals:

- 2.1 **Credentialing** – to promote the highest standards of forensic competency and integrity; to promote accountability through standards enforcement; to provide a “bench marked” credentialing process that includes knowledge testing and peer review of forensic work products.
- 2.2 **Education & Training** – to create and develop innovative continuing education and career enhancement opportunities; to provide professional annotated bibliographies about forensic matters; to provide topic specific seminars designed to enhance the forensic career
- 2.3 **Research and Cooperative Relationships** – to promote public and private research concerning topics that impact the profession of forensic vocational analysis and of the careers of our membership; to maintain cooperative relationships and activities with allied organizations in pursuit of the mission and purposes of ABVE

Section 3. PRINCIPAL OFFICE

The principal place for the transaction of business of this Corporation shall be 3540 Soquel Ave. Suite A, Santa Cruz County, California, 95062.

Section 4. REGISTERED OFFICE AND RESIDENT AGENT

The registered office of this Corporation shall be at 100 East 9th Street, 2nd Floor, in Topeka, Shawnee County, Kansas, and the resident agent in charge thereof shall be Thomas E. Wright. The Corporation, by resolution adopted by a majority of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation.

Section 5. OTHER OFFICES

Other offices, locations or branches may from time to time be established at the discretion of the Board of Directors at such place or places as the Board of Directors may feel is useful or necessary to carry out the Corporation's functions, regardless of whether or not located within the State of Kansas.

ARTICLE II

MEMBERSHIP

Section 1. QUALIFICATIONS OF APPLICANTS FOR MEMBERSHIP

Inasmuch as this Corporation is a professional_body engaged in credentialing, education and research, the Board of Directors of this Corporation shall, from time to time, adopt standard qualifications for professional classifications and such qualifications shall apply to applicants for membership in this Corporation.

Section 2. NOMINATIONS FOR MEMBERSHIP AND ELECTION OF MEMBERS

Any person may apply for Membership by making application upon such form or forms as approved by the Board of Directors. Upon satisfaction of all requirements for a membership class, as set forth in Sections 3-7 below, and upon approval by the Credentials Committee, said membership shall be issued.

Section 3 - Diplomate An applicant for Diplomate status in ABVE shall hold a Master's or Doctorate degree in vocational rehabilitation counseling or in a comparable Human Services or related field from an accredited institution, have specific experience

in vocational analysis, testing and measurement, functional capacity determination, job analysis, job placement and other work skill areas as designated by the ABVE. This level of membership in ABVE shall require no less than seven(7) years of forensic related experience and expert opinion testimony and demonstration of distinguished performance or recognition as a vocational expert.

Section 4 – FELLOW - An applicant for Fellow status in ABVE shall hold a minimum of a Master's degree in vocational rehabilitation counseling or a comparable human services field from an accredited institution, have specific experience in vocational analysis, testing and measurement, functional capacity determination, job analysis, job placement and other work skill areas. This level of membership in ABVE shall require no less than three (3) years of forensic related experience and expert opinion testimony post the obtainment of the appropriate masters degree or successful completion of the ABVE prescribed Mentor program requirements after the completion of the appropriate masters degree.

Section 5 – PROFESSIONAL FORENSIC – An applicant for Professional Forensic status in ABVE shall hold at least a bachelors level academic degree and significant technical expertise within one or more of the following: (a) provide vocational case management, job placement, return to work planning, or workers compensation services (b) testify about job requirements, transferable skills analysis and labor market surveys; (c) provide vocational assessment/evaluation services; or (d) offer testimony about vocational case management including but not limited to life care planning. ABVE Professional does not qualify a person for higher level certification without first satisfying Fellow or Diplomate level requirements.

Section 6 – ASSOCIATE – The Associate membership shall be awarded to those applicants who do not meet either of the criteria for Diplomate or Fellow at the time of application, but who demonstrate an interest in furthering the mission and purpose of ABVE.

Section 7 – STUDENT – Student membership shall be available to those persons enrolled as students in at least nine (9) units at an accredited institution of higher learning, and who are pursuing a post-Bachelor degree in vocational rehabilitation counseling, vocational assessment or a comparable human service field.

Section 8 – Additional Membership Classifications - The Board of Directors shall have the authority to develop additional classifications of membership from time to time, such as Life Membership and Emeritus membership. Said additional classifications of membership shall be formulated in properly approved ABVE policy.

Section 9 - HONORARY MEMBERSHIPS- The Board of Directors shall have authority to grant, without application, honorary memberships under such terms and conditions as adopted by the Board of Directors.

Section 10. - RESIGNATION FROM MEMBERSHIP

Any person may resign from membership by submitting a written resignation to the Board of Directors.

Section 11 - SUSPENSION OR TERMINATION OF MEMBERSHIP

If any member shall commit any act prejudicial to the conduct of the affairs of the Corporation or to the purposes for which the Corporation is formed and operated, or any Member shall change their status so as to be ineligible for the membership granted to such individual, then such individual shall be notified in writing by the Board of Directors of the intent to terminate or suspend such person's membership. Such individual shall have a period of time, not to exceed thirty (30) days after receipt of such written notification to respond in writing. Such person may also request a hearing before the Board of Directors at which he or she may present his or her arguments in favor of continuing membership. By a majority vote of all the members of the Board of Directors the membership of such person may be terminated or suspended after the time has expired for the opportunity to provide written response and after the opportunity for hearing has been granted if so requested. Suspension shall not be appropriate where the person has ceased to qualify for membership in the organization. Such member shall be notified of the actions taken by the Board of Directors and any restrictions or limitations placed upon such suspension or termination. All written notices provided hereunder shall be delivered by certified mail, return receipt requested, to the Member's last known address on the books of the Corporation.

Section 12. MEMBERSHIP NON-TRANSFERABLE

Membership in the Corporation shall be non-transferable, either by intervivos or testamentary device or otherwise.

Section 13. DEVIATION FROM MEMBERSHIP QUALIFICATIONS

Any Deviation from the standard qualifications set forth in Sections 3-8 above must be approved by two-thirds (2/3) of all voting members of the Board of Directors of ABVE.

ARTICLE III **MEETINGS OF THE MEMBERSHIP**

Section 1. MEETING LOCATION

All meetings of the membership shall be held at the principal office of the Corporation unless another place within or without the State of Kansas designated by the Board of Directors.

Section 2. ANNUAL MEETING OF THE MEMBERSHIP

The Annual Meeting of the membership shall be held in the Spring of each calendar year during the existence of the Corporation on such date as specified by the Board of Directors. At such meeting, officers who are previously elected as provided in Article IV, Section 3, shall be installed, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the Members.

Section 3. NOTICE OF MEETINGS

Notice of each meeting of the membership shall be given to each member entitled to vote, by mail, by facsimile, e-mail or other means of electronic communication, addressed to such Member at their last known mailing, facsimile or electronic address appearing on the books of the Corporation or given by such Member to the Corporation for the purpose of receiving notice. If a Member provides no address, notice shall be deemed to have been given if sent by mail, facsimile, e-mail or other electronic means of communication addressed to the place where the principal office of the Corporation is situated. All notices of any meeting of the membership shall be provided to each Member not less fifteen (15) days prior to the date of such meeting and shall specify the place, the date and hour of such meeting and shall state such matters, if any, as may be expressly required by statute for prior notice to the Members.

Section 4. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the Members for any purpose or purposes whatsoever may be called at any time by the President or by a majority vote of the Board of Directors or by five percent (5%) of the Members of the Corporation. Notice of any special meeting shall be given in the same manner as other meetings of the membership, and shall include the general nature of the business to be transacted or conducted at such special meeting.

Section 5. ADJOURNMENT OF MEMBERSHIP MEETINGS

Any membership meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the membership present thereat. In the absence of a quorum, no other business may be transacted at such

meeting. When any membership meeting is adjourned for more than thirty days, notice of the adjourned meeting shall be given as in the case of any original membership meeting, otherwise no such additional notice shall be required therefor.

Section 6. RECORD DATE AND VOTING

The record date for voting by Members of the Corporation shall be the close of business on the day next proceeding the date on which the Annual Spring Conference is held. Each voting member shall have one vote for each matter submitted to a vote of the membership and which may properly come before the Members at any annual or special meeting. Notice of any meetings of the membership shall be given in the same manner as other meetings, and shall include the general nature of the business to be transacted or conducted at such meeting. Each member in good standing shall have one vote for each matter submitted to a vote of the membership and which may properly come before the Members at any annual or special meeting.

Section 7. QUORUM

The presence in person or by proxy of at least five percent (5%) of the outstanding membership of the Corporation at any meeting of the membership shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 8. PROXIES

Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent_authorized by a written instrument executed by such person and filed with the Secretary of the Corporation, either before or during the meeting of such membership or concurrently with the execution of such consents, waivers or other approvals. No proxy shall be valid beyond that date which is six months after the execution of such proxy unless specifically provided in such proxy for a longer period.

Section 10. MEMBER'S RIGHT TO INSPECT CORPORATE RECORDS

The membership ledger, the books of account, the minutes and proceedings of meetings of the Membership, the Board of Directors and Committees of Directors or Standing Committees shall be open to inspection upon the written demand of any Member or such Member's agent within fifteen (15) days of the receipt of such demand during ordinary business hours if for a purpose reasonably related to the interest as a

member, or as the agent of such Member. The list of Members entitled to vote shall be prepared and open to inspection by any Member during any meeting of the Membership and for five (5) business days prior thereto.

Section 11. CURRENT BYLAWS

The Corporation shall keep at its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during ordinary business hours.

Section 12. MAIL OR ELECTRONIC BALLOTS

Upon any action requiring a vote of the members, including election of Directors and Officers, in lieu of any meeting of the membership, the Board of Directors may authorize the use of mail or electronic (facsimile e-mail or other form of electronic communication) ballots. In such an event, ballots shall be sent to all members entitled to vote pursuant to the procedures set forth in these Bylaws regarding notice to members. All such ballots must be executed by the member entitled to vote and returned to the Corporation by the date established by the Board of Directors appropriately marked to cast such vote. The Board of Directors shall retain paper copies of all such ballots for a period of six months (6) following the date set for return of such ballots. The Board of Directors may authorize the inclusion of such additional material relevant to the issue presented as may be deemed useful or necessary by the Board of Directors. The return of appropriately marked ballots of not less than five percent (5%) of the members entitled to vote shall be required to constitute a quorum for voting purposes by mail.

Section 13 VOTING OF THE MEMBERSHIP

- 13.1 Each member in good standing shall be entitled to one vote on any matter submitted to a vote of the members.
- 13.2 Any member who has failed to pay the applicable member dues at the time of any meeting of members or by the date by which ballots are mailed from the ABVE management company, shall not be entitled to vote.
- 13.3 Voting for the election of members of the Board of Directors and designated Officers shall be by written or electronic ballot, mailed to members no less than 30 days prior to the date set for the Annual Meeting of members.
- 13.4 Unless applicable law requires otherwise, any action approved by the

affirmative vote of the majority of the members entitled to vote at a meeting at which a quorum is present shall be the acts of the members.

Section 14 MEMBERSHIP DUES

Each member shall be obligated to annually pay dues to ABVE in an amount, which may vary with respect to each category of membership, as determined by the Board of Directors from time to time. Any member who has failed to pay the applicable dues for a period of thirty (30) days after the date of expiration of their membership term shall be terminated from membership. Nonpayment of any such dues or fees shall be a proper cause for suspension or revocation of the privileges and rights associated with membership in this Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. POWERS

The Directors shall have all corporate powers as set forth in the Articles of Incorporation and all such other corporate powers and authority to operate the business and affairs of the Corporation. Without prejudice to such general powers, but subject to the same limitations as may be set forth in the Articles of Incorporation, it is hereby expressly declared that the Directors shall have the following powers:

A. To alter, amend or repeal the Bylaws of the Corporation upon the vote of a two-thirds majority of the Directors qualified and serving at any regular or special meeting of the Board, provided that notice of such alteration, amendment or repeal has been given at least thirty days prior to the meeting at which action is to be taken. All proposed changes to the By-laws shall be ratified by not less than five (5) percent of the members.

B. To prescribe such powers and duties for such Officers, agents or employees as may not be inconsistent with law; fix compensation; and establish such other rules and procedures as may be necessary for the conduct of the Corporation's business.

C. To conduct, manage and control the affairs and business of the Corporation and to make such rules, policies and regulations therefore not inconsistent with the law or with the Articles of Incorporation.

D. To change the principal office, registered office or resident agent of the Corporation as set forth in Article I hereof; to fix and locate from time to time one or more additional offices of the Corporation within or without the State of Kansas; to designate any place within or without the State of Kansas for the holding of any

membership or Board of Directors meeting; to prescribe the forms and requirements for membership and to adopt such forms for application for membership as may be deemed reasonable and necessary; to adopt a corporate seal on behalf of this Corporation; and to issue and designate the terms and provisions for honorary membership.

E. To borrow money and incur indebtedness for purposes of the Corporation and to cause to be executed and delivered therefore in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

F. To appoint Committees as deemed necessary or reasonable by the Board of Directors and to designate and delegate to such Committees any of the powers and authority of the Board of Directors in the management, business and affairs of the Corporation, except the power to adopt, amend or repeal these Bylaws. Any Committee of the Board of Directors shall be chaired by a member of the Board of Directors.

G. To remove any member of the Board of Directors who (a) is negligent in the performance of his/her duties as a member of the Board of Directors; (b) fails to attend meetings of the Board of Directors; (c) engages in any felonious activity; (d) violates any duly adopted policy of the Board of Directors; (e) fails to maintain membership in good standing; or, (e) acts in any manner which, in the opinion of the majority of the remaining Board of Directors, is detrimental to the interests of the Corporation. Such director shall be notified in writing by the Board of Directors of the intent to remove him/her. Such person shall have a period of time, not to exceed thirty (30) days after receipt of such written notification, to respond in writing to the Board of Directors. Such person may also request a hearing before the Board of Directors at which he or she may present arguments in his or her favor. By a majority 2/3 vote of all the members of the Board of Directors such person may be removed as a director of the Corporation after the time has expired for the opportunity to provide written response or after the opportunity for hearing has been granted if so requested.

H. To remove any Officer of the Corporation who (a) willfully neglects to perform the duties of his/her office; (b) engages in any felonious activity; (c) acts contrary to or fails to support duly adopted position or policies of the Board of Directors; (d) fails to inform the Board about issues that might impact Board decisions; or (e) acts in any manner which in the opinion of the Board of Directors is detrimental to the interests to the best interests of the Corporation. Such officer shall be notified in writing by the Board of Directors of the intent to remove him/her. Such person shall have a period of time, not to exceed thirty (30) days after receipt of such written notification to respond in writing to the Board of Directors. Such person may also request a hearing before the Board of Directors at which he or she may present arguments in his or her favor. By a majority vote of all the members of the Board of Directors such person may be removed as an officer of the Corporation and a member of the Board of Directors

after the time has expired for the opportunity to provide written response or after the opportunity for hearing has been granted if so requested.

Section 2. NUMBER AND QUALIFICATIONS

2.1 The number of the Board of Directors shall not be less than nine nor more than fifteen (15) until changed by amendment of these Bylaws Directors must be members of the Corporation in good standing . Each Officer designated in Article IV, Section 1 hereof, will be a member of the Board of Directors while they serve as officers. Members-at-large, elected or appointed and in such number as is designated by these Bylaws, are members of the Board of Directors. The number of Members-at-large shall be not less than five. From time to time, by a majority vote, the Board of Directors may change the number of Members-At-Large to a number greater than five (5).

2.2 To be eligible for election to the Board of Directors, an individual member must be a Fellow or Diplomate member and in good standing, and must have been a member of ABVE for at least one year as of the date of the meeting at which the results of the election are to be announced.

2.3 No individual may hold more than one Directorship at any time nor run for more than one office at a time. An elected officer is not simultaneously an elected individual member of the Board of Directors and shall therefore forfeit his or her seat on the Board should he or she be removed from or resign the officer position to which they were elected or appointed.

Section 3. ELECTION AND TERM OF OFFICES

3.1 All duly elected members of the Board of Directors shall commence their terms of office immediately following the Annual Spring Conference.

3.2 Nominations for membership to the Board of Directors of this Corporation, or for officers designated to be elected by the membership, may be made by any member in good standing or by any Director prior to December 1st of each year to the Board of Directors or a Nominating Committee established by the Board of Directors for such purpose.

3.3 The President-Elect shall be elected by a majority vote of the Board of Directors, ratified by the election process at the Annual Spring Conference of the membership. The nomination and election to this position shall be open to any Fellow or Diplomate member in good standing who is currently on the Board of Directors or who has served as a member in good standing of the Board of Directors within the past five years prior to his or her nomination to the office of President-Elect.

- 3.4** The President is filled by the ascension of the previous President-elect and ratified by the election process at the Annual Meeting of the membership.
- 3.5** The Nominating Committee, if such is established, may also nominate for Officers or Directors upon its own motion. The list of nominees shall be distributed to the Members of the Corporation with the notice of the annual meeting. Members of the Board of Directors and officers of the Corporation shall then be elected by a majority vote of the Members of the Corporation in good standing at the Annual Meeting of Members or by mail ballot if authorized by the Board of Directors. Each member of the Board of Directors shall serve a term of three years, except the President, President-Elect, and Past-President who shall serve a term of two years in each office. Terms may be staggered by the Board of Directors through a majority vote to provide for appropriate continuity on the Board of Directors.
- 3.6** If any such annual meeting is not held or the said Directors are not elected, the Directors then in office may continue to serve until appropriate successors shall be duly elected and qualified. A Director may be removed from office at any time with or without cause by a majority vote of the Members in good standing or with cause by a majority of the remaining Directors if, in their collective Judgment, the best interests of the Corporation will be served thereby. Cause for removal shall include, but not be limited to, not attending meetings of the Board of Directors and non-performance of duties.

Section 4. Executive Committee The Executive Committee shall consist of the officers of the Corporation and shall have the authority, subject to such limitations as the Board of Directors may prescribe, to take all action which the Board of Directors is authorized to act upon and shall report its actions to the Board of Directors at the next meeting following such actions. Actions of this Committee must be ratified by the majority vote of the full Board of Directors to be implemented.

Section 5. VACANCIES

Vacancies on the Board of Directors may be filled through appointment by the President, subject to approval by the Board of Directors by a majority vote of the remaining Directors, for the unexpired term of such Director. If at any time by reason of the death, resignation or other cause the Corporation shall have no Directors in office, then any Officer, Member, executor, administrator, trustee, or guardian of a Member or other fiduciary in trust with like responsibility for the person or estate of a Member may call a special meeting of the members in accordance with the provisions of these

Bylaws or may apply to the District Court for a decree summarily ordering election as provided for in the Kansas Corporation Code.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any then serving Director; if the authorized number of Directors be increased; if the Members fail, at any annual or special meeting of the membership at which any Director or Directors are to be elected, to elect the full authorized number of Directors to be voted on at such meeting; or if any Director or Directors elected shall refuse to serve. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 6 . PLACE OF MEETINGS

Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Kansas which has been designated from time to time by the Board or by written consent of all members of the Board or of any such Committee of the Board so holding a meeting. In the absence of such designation, all meetings shall be held at the principal office of the Corporation. The Board of Directors may designate by a majority vote to utilize a telephone conference call as a qualified meeting.

Section 7. ANNUAL MEETING

Immediately following each Annual Meeting of the membership, the Board of Directors shall hold an annual meeting for the purpose of organization, election of members to the standing committees and the transaction of other business. Notice of such meeting is hereby waived and no further notice of such meeting need be given.

Section 8. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least two times per year (including the meeting following the Annual Spring Meeting of the membership) at such time as the Board of Director's may from time to time designate in advance of such meeting; provided, however, should any such day fall upon a legal holiday, then such meeting shall be held at the same time on the next business day thereafter which is not such a legal holiday. Notice of any and all such regular meetings of the Board of Directors, including a proposed agenda, shall be given in such manner as heretofore designated as in the notice of meetings of the membership at least seven (7) days prior to the proposed meeting date.

Section 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called for any purpose or purposes by the President, or if the President is unable or refuses to act, by the President-elect, or upon written request of at least two-thirds of the members of the Board of Directors of the Corporation. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of such meeting, shall be given in the same manner as regular meetings of the Board of Directors and shall include a statement as to the purpose(s) of the special meeting, sent at least seven (7) days prior to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid and addressed to each Director at each Director's last known address or usual place of business. No business other than that stated in the notice shall be transacted at any special meeting.

Section 10. WAIVER OF NOTICE

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though at a meeting duly held after appropriate notice and call if two-thirds of the Directors are present or if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records as part of the minutes of the meeting.

Section 11. QUORUM OF THE BOARD OF DIRECTORS

A majority of the total number of Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by majority vote of the Directors present at a meeting, unless a larger percentage or proportion thereof shall be required by these Bylaws, shall be regarded as the act of the Board of Directors. The Directors present at any duly called or held meeting at which a quorum is originally present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 12. VOTING OF THE BOARD OF DIRECTORS

Each Director shall be entitled to one vote on any matter submitted to a vote of the Board of Directors. All votes required of Directors hereunder may be by voice or show of hands unless a written ballot is requested by any member of the Board of Directors then present.. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, shall be the acts of the Board of Directors unless a greater proportion of affirmative votes is required by law or by these Bylaws.

Section 13. CONFLICT OF INTEREST

- 13.1 Possible conflict of interest on the part of a Director shall be disclosed to the Board of Directors in writing and made a matter of the record.
- 13.2 Any Director having any possible conflict of interest on a matter shall not vote on such matter. Such Director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon, and may state a position on such matter.

Section 14. LIMITATION OF LIABILITY

- 14.1 No single member of the Board of Directors or Committee of the Board shall have the authority to obligate the Corporation to any course of action, financial transaction or member service without pre-approved Board resolution or vote.
- 14.2 A Director of the Corporation shall not be personally liable, as such, for monetary damages including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expenses or any nature) for any action taken, or any failure to take action, unless: (a) the Director has breached or failed to perform the duties of his or her position under the Articles of Incorporation or Bylaws of this Corporation; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 14.3 These provisions shall not apply to the responsibilities or liability of a Director pursuant to any criminal statute.

Section 15. FORM OF MEETING

Members of the Board of Directors of the Corporation or any Committee designated by such Board may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear one another and such participation and meeting shall constitute presence in person at the meeting, so long as minutes of said meeting are reduced to writing and filed with the official corporate records.

Section 16. ADJOURNMENT OF MEETINGS

A majority of the Directors present at any duly called or held meeting of the Board of Directors may adjourn for any reason and may establish such date and hour for the continuation of such meeting and no further notice need be given of such adjourned meeting within thirty (30) days of adjournment.

Section 17. COMPENSATION

Directors shall not receive any stated salary or other compensation for their services as Directors, but, by resolution of the Board of Directors adopted in advance of or after a meeting for which payment is to be made, expenses of attendance may be allowed one or more of the Directors for attendance at each such meeting.

Section 18. INITIAL MEMBERS OF THE BOARD OF DIRECTORS

Notwithstanding any other provision or section contained herein, the initial members of the Board of Directors of this Corporation shall be selected by the incorporators of this Corporation and designated in writing by such individuals. All such members of the Board of Directors shall serve as members of the Board of Directors until the next annual meeting of the Membership for the election of the members of the Board of Directors as set forth herein.

ARTICLE V

OFFICERS OF THE CORPORATION

Section 1. OFFICERS

The Officers of this Corporation shall consist of a President, a President-Elect, a Past-President, a Secretary, and a Treasurer, all of whom shall serve on the Board of Directors of this Corporation. Such other Officers and agents may from time to time be established by the Board of Directors, including an Executive Director.

Section 2. TERM

Except as provided below, each of the Officers of this Corporation shall serve for a term of three years or until the next annual election and until their successors are chosen and qualified, until death, until removed or until disqualified. In the event the respective term of office has been terminated by a resignation in writing duly filed in the office of the Secretary of the Corporation, the President, ratified by the majority of the remaining Board members, shall appoint a ABVE member in good standing to complete the vacated term of office.

Section 3. PRESIDENT

The President shall serve a two year term as President-Elect, a two year term as President and a two year term as Past-President, and shall preside at all meetings of the Directors and Members and shall have general charge of and control over the

affairs of the Corporation subject to the Board of Directors. The President shall keep the Board of Directors fully informed; shall freely consult the Board concerning the business of the Corporation in the President's charge; may sign and execute all contracts, checks or other obligations in the name of the Corporation, and with the Secretary, may sign all membership certificates of the Corporation; and shall do and perform such other duties as from time to time may be assigned by the Board of Directors.

The President shall be an ex-officio member of all Committees established by the Board of Directors, but shall not be counted in determining the presence of a quorum and shall have no vote on such Committees, other than the Executive Committee.

Section 4. PRESIDENT-ELECT AND PAST-PRESIDENT

The length of the term of office for the President-Elect and the Past-President shall be two years. The **President-elect** shall act as the Parliamentarian at all meetings of the Board of Directors. The President-Elect shall assist the President in order to be able to more effectively govern the affairs of the Corporation during the term of service as President.

In the event of the death, disability, absence or refusal to act of the President, the President-elect shall assume the office and be vested with the duties and powers of the President.

The **Past-President** shall aid and offer advice to and counsel the President when so requested by the President or by the Board of Directors and shall chair the Nominations Committee.

In the event of the death, disability, absence or refusal to act of the President and the President-elect, the Past-President may assume and be vested with the duties and powers of the President until such time as the President or President-elect resumes such duties and powers or until a successor is duly elected to the office of President.

Section 6. SECRETARY

The Secretary shall serve a three-year term and shall record the minutes of all meetings of the Board of Directors, and record the minutes of all meetings of the Membership. Minutes of these meetings shall be distributed to the members of the Board of Directors in a timely manner and not less than thirty (30) days after the meeting in question; shall attend to the giving and serving of all notices of the Corporation; may sign with the President, in the name of the Corporation, all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors, shall affix the seal of the corporation, if any, thereto; shall have charge of the

membership records, transfer books, corporate seal, if any, and membership ledgers, and such other books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any Director or Member of the Corporation in good standing, upon application at the office of the Corporation during business hours; shall sign, with the President, all certificates for membership in the Corporation; and shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the President, the Board of Directors and the Members.

Section 7. TREASURER

The Treasurer shall serve a three-year term of office. The Treasurer shall have responsibility for the custody of all the funds and securities of the Corporation which may come into the Corporation's hands; when necessary or proper, shall endorse on behalf of the Corporation, for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or other depositories as the Board of Directors may designate; shall sign all receipts and vouchers for payments made to the Corporation; jointly with such other Officers or employees as may be designated by the Board of Directors, may sign all checks made by the Corporation, and shall pay out and dispose of the same under the direction of the President, the Board of Directors or the Members; shall sign with the President or such other person or persons as may be designated for the purpose by the Board of Directors, all bills of exchange and promissory notes of the Corporation; whenever required by the Board of Directors.

The Treasurer shall render a statement of all cash accounts periodically to the Board and the Membership; shall monitor regularly, the books of the Corporation to be kept for the purpose, a full and accurate account of all monies received and paid on account of the Corporation; shall monitor the management company so that at all reasonable times the books and accounts are exhibited to any Director or Member of the Corporation upon application at the office of the Corporation during business hours; shall perform all acts incident to the position of Treasurer, subject to the control of the President, the Board of Directors and the Members; and shall be bonded for the faithful discharge of duties, by the Board of Directors, in such sum as the Board of Directors may require.

Section 8. EXECUTIVE DIRECTOR

The Board of Directors may appoint an Executive Director. Said Executive Director shall perform and be vested with all of the duties and powers as the Board of Directors may, from time to time, determine or direct, including, but not limited to the following:

- A. Develop, coordinate and administer the Board's program and services;
- B. Have charge of the Board's operation;

- C. Sign on behalf of the Board, along with the President, all necessary papers with regard to Board contracts;
- D. Have authority to make expenditures within the approved Board budget;
- E. Ensure the development of Board records as appropriate;
- F. Report regularly to the Board and make recommendations to it;
- G. Serve as an ex-officio member of the Board of Directors and all of its standing committees, but shall have no vote.

The Executive Director shall, be the designated management company representative and shall provide the Board a liability bond in such amount as shall be determined by the Board.

Section 9. SALARIES OF OFFICERS

No salaries shall be paid to the Officers and no employee of the Corporation shall be a member of the Board of Directors.

ARTICLE VI

STANDING COMMITTEES

Section 1. STANDING COMMITTEES

There shall be six (6) standing committees, as follows:

- 1) Professional Standards and Ethics
- 2) Publications
- 3) Continuing Education
- 4) Credentials
- 5) Executive
- 6) Nominations

Section 2. STANDING COMMITTEE RESPONSIBILITIES

- 2.1** The Board of Directors may, by resolution, establish or disband such standing committees as it deems necessary or desirable. The Board of Directors may delegate such authority to a standing committee as it

deems appropriate and necessary to carry out its purpose and is not prohibited by law.

- 2.2** Special Committees - The Board of Directors may, by resolution, establish one or more special committees to advise the Board or the President in the performance of their duties. No special committee may have or exercise any authority of the Board to manage the business and affairs of the Corporation. The chairperson of a special committee shall be appointed by the President subject to Board approval. All special committees and their members serve at the discretion of the Board of Directors and have no defined duration of existence.
- 2.3** No individual member of a Standing Committee or the Committee acting as a whole may obligate the Corporation or the Board of Directors to any financial transaction, member service or other obligatory action without prior authorization and approval by a majority vote of the Board of Directors.
- 2.4** Responsibilities of the Standing Committees shall be as follows:
- A. **The Professional Standards and Ethics Committee** shall be responsible for the development and formalization of ethical standards and practices to be adhered to by the Member. They shall review, examine and regulate the professional and ethical conduct of the Members.
 - B. **The Publications Committee** shall oversee the development and management of the Journal, Newsletter, Web site, Member Directory and Corporate Brochures.
 - C. **The Continuing Education Committee** shall be responsible for implementing and managing the CEU policies of the Corporation for members and non-member organizations seeking ABVE approval for CEU related activities conducted on behalf of ABVE members.
 - D. **The Credentials Committee** shall be responsible for examining the applications of new Members, determining the level of qualification, i.e., Fellow or Diplomate, approving the admission of members pursuant to the requirements for membership established by the Board of Directors, and for administering of the qualification examination.
 - E. **The Executive Committee** shall be comprised of the Officers of the Corporation and shall carry out all long range planning for the

organization and oversee the performance of all members of the Board of Directors and the contracted management company

- F. **The Nominations Committee** shall develop the slate of potential members to the Board of Directors and those designated officers through a comprehensive process to solicit input from members of the corporation at all levels, to oversee the election of officers and members of the Board of Directors. The Nominations Committee shall be **chaired by the Past-President**.

ARTICLE VII

Miscellaneous

Section 1. CONDUCT OF MEETINGS

The most current revision of Roberts Rules of Order shall be used for the conduct of all Members', Directors, and Committees, meetings, except as otherwise provided hereunder or in the Articles of Incorporation. The Corporation shall purchase three copies of this text and the President & Secretary shall be issued copies to bring to all duly authorized meetings of the Corporation. The text, Standard Code of Parliamentary Procedures shall be used by the President-elect as the interpretative text on issues that may from time to time arise.

Section 2. CONTRACTS, CHECKS AND DEPOSITS

A. Contracts:

The President and Secretary of ABVE as authorized by majority vote of the Board of Directors or may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The President is authorized and hereby granted the general authority to execute and deliver any instrument in the name of the Corporation and to enter into any contract in the name of the Corporation. However, the President must have the approval of the majority of the Board of Directors prior to entering into any contract to purchase real estate.

B. Checks, Drafts, Etc.:

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the majority vote of the Board of Directors.

C. Deposits:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Members or Directors may select.

D Loans:

The Corporation shall not loan money to any member, Director or Officer of the Corporation.

Section 3. FISCAL YEAR

The fiscal year of this Corporation shall be as established by the Board of Directors or as may thereafter be changed from time to time.

Section 4. MEMBERSHIP CERTIFICATES

The certificates for membership in this Corporation shall be in a form not inconsistent with the Articles of Incorporation and in conformance with the laws of the State of Kansas, and shall be prepared or be approved by the Board of Directors. The certificate shall be signed by or in the name of the Corporation by the President and the Secretary of the Corporation, certifying the class of membership held by the Member in the Corporation.

Each certificate shall bear, on its face, the following minimal informational requirements:

- (a) The name of the Corporation;
- (b) The State of incorporation
- (c) The name of the registered owner;
- (d) The class of membership, if any, held by the Member;
- (e) The original year of membership
- (f) The current year of membership
- (g) The designated membership number

Section 6. NON-DISCRIMINATION POLICY

No distinction shall be made on the basis of race, creed, color, gender, age, nationality, sexual preference or handicapped condition in membership, selection of the Board, Officers, terms and conditions of employment or services provided by the Board.

ARTICLE VIII TAX EXEMPT STATUS

It is the intent and purpose of this Corporation that it shall at all times be operated consistent with and in compliance with any requirements of any laws of the United States of America, or any state within which it conducts business in order to allow the Corporation to qualify or continue to qualify for tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 or such other United States Internal Revenue law as may correspond thereto (hereinafter "the Code"). Any interpretation of these Bylaws, or the Articles of Incorporation of this Corporation or any actions or events within this Corporation conducted by the Officers, Directors or membership shall be interpreted in a manner consistent with such intent and purpose and all such provisions and Sections or Articles of these Bylaws shall be subject thereto.

ARTICLE IX DISSOLUTION

Upon the dissolution of this Corporation, the governing body shall dispose of such remaining assets of this Corporation after making provision for the payment of any or all of the liabilities of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively to promote the common interests of the profession of vocational experts and as shall at the time qualify as an exempt organization or organizations under I.R.C. Section 501(c)(6) as the governing board shall determine. To the extent possible and permissible, the governing board shall first provide such assets to those organizations which qualify under I.R.C. Section 501(c)(6) which are operated primarily for a purpose and function similar to the purposes and functions of this Corporation; provided, however, if no such organizations exist or can be identified, the governing body may dispose of such assets for any similar purpose through any organization qualifying under I.R.C. Section 501(c)(6). Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes. In all cases, all such assets shall be disposed of consistent and in compliance with the provisions of the Articles of Incorporation requiring the transfer of such assets to an organization qualified as an exempt organization under Section 501(c)(6) of the Code. In no event shall any of said assets be distributed to, used for, accrue to or inure to the benefit of any Member, Officer, Director or Trustee of this Corporation, or other private individual, within the meaning of I.R.C. Section 501 (c) (6),

except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND AGENTS

When a person is sued, or prosecuted in a criminal action, either alone or with others, because such person is or was a Director, Officer, employee or agent of the Corporation, or of another corporation serving at the request of this Corporation, in any proceeding arising out of such person's alleged misfeasance or non-feasance in the performance of duties or out of any alleged wrongful act against the Corporation or by the Corporation, such person shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist

- (a) The person sued is successful in whole or in part, or the proceeding against such person is settled with the approval of the court.
- (b) The court finds that such person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding, shall be so much of the expenses, including attorneys, fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to such person in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the Members in the manner provided in Article II, Section 8, for giving notice of members, meetings, in such form as the court directs.

As adopted and amended by the Board of Directors : **February 21, 2003**

President: _____
signature & date

Secretary: _____
signature & date