

**AMENDED AND RESTATED BY-LAWS
OF THE
AMERICAN BOARD FOR TRANSPLANT
CERTIFICATION, INC.**

**ARTICLE I
NAME AND OFFICES**

Section 1. NAME This Corporation shall be known as the American Board for Transplant Certification, Inc. hereinafter referred to as ABTC.

Section 2. OFFICES The principal office of ABTC shall be located in the City of Lenexa, County of Johnson, State of Kansas. ABTC may also have offices at such other places within and without the States of California and Kansas as the Board of Governors may from time to time designate and the business of ABTC may require.

Section 3. RECORDS ABTC shall keep at its principal place of business original or duplicate books in which shall be recorded the amount of its assets and liabilities, the names and places of residence of its officers and Governors, and from time to time such other or additional records, statements, lists, and information as may be required by law or these by-laws.

**ARTICLE II
PURPOSES**

The main purpose of ABTC is to provide a process of voluntary certification for health care professionals practicing in the field of transplantation and procurement.

**ARTICLE III
MEMBERSHIP**

The membership of ABTC shall be individuals who have earned transplant certification awarded by ABTC. A member shall remain qualified so long as his/her certification is renewed in compliance with criteria for re-certification specified by the Continuing Certification Committee of ABTC. Members currently certified shall be entitled to use the title "Certified Procurement Transplant Coordinator (CPTC)" or "Certified Clinical Transplant Coordinator (CCTC)" or "Certified Clinical Transplant Nurse (CCTN)" in conjunction with his/her name.

**ARTICLE IV
BOARD OF GOVERNORS**

Section 1. PURPOSE

The business and property of ABTC shall be managed and controlled by a Board of Governors.

Section 2. NUMBER AND QUALIFICATIONS

- a. The number of Governors of ABTC shall be thirteen (13), but such number, within the limits fixed by the Articles of Incorporation, may be increased or decreased by amendment to these By-laws, in the manner set forth in ARTICLE XIV hereof. If the number of Governors is so decreased by amendment adopted by the Board of Governors, each Governor in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.
- b. The Board of governors shall consist of the following officers and committee chairpersons: President, Vice-President, Secretary, Treasurer, Procurement Examination Committee Chairperson, Clinical Examination Committee Chairperson, Transplant Nurse Examination Committee Chairperson, Continuing Certification Committee Chairperson, Judiciary Committee Chairperson, three (3) at-large representatives from the ABTC membership and one (1) public board member.
- c. A member of the Board of Governors must be a qualified member of ABTC as described in Article III of these By-Laws. All Board of Governors except the at-large representatives and the public member shall have served on a standing committee for at least one (1) year. In addition, the Procurement Examination Committee Chairperson must be employed in the field of organ procurement; and the Clinical Examination Committee Chairperson and the Transplant Nurse Exam Committee Chairperson must be employed in the field of clinical transplantation.
- d. The public member should be a consumer of certificant skills (i.e., donor family or recipient) and should not be employed in a profession encompassed by the certification programs.

Section 3. TERM OF OFFICE

- a. The term of office for officers and committee chairpersons shall be three (3) years commencing January 1 and terminating on December 31. Except for Board President, each officer and committee chairperson may serve a maximum of two (2) consecutive terms on the Board; however, in no event shall an officer or committee chairperson serve more than seven (7) consecutive years on the Board. Thereafter, he/she must be absent for one (1) year before becoming eligible for nomination and election to the Board.
- b. The Board President may serve only one (1) term in such office, and such term may be in addition to the seven (7) consecutive years allowed under Subparagraph a. of this section.
- c. Officers and committee chairpersons shall serve staggered terms such that the term of office of one- third (1/3) of the Board membership shall expire each year.
- d. The term of office for the at-large and public Representatives shall be three (3) years commencing January 1 and terminating on December 31. An at-large Representative may serve a maximum of two (2) consecutive terms. The terms of the at-large

Representatives shall be staggered so that they shall not expire in the same year. This subparagraph d. shall not preclude an at-large Representative from serving as an officer or committee chairperson for two (2) terms as set forth in subparagraph a., above.

Section 4. NOMINATIONS AND ELECTIONS

- a. Officers and Committee Chairpersons and Public Members. The Board of Governors shall elect officers, committee chairpersons and public members by confidential ballot, by mail, written or electronic vote at a regular meeting of the Board prior to the end of each year. The Board shall vote from a slate of nominees forwarded by the Nominations Committee. The Secretary will certify results of the election for Governors. Results of the election will be announced to the Board of Governors during the meeting at which such election took place or by mail if the election was conducted by mail ballot.
- b. At-Large Representatives of ABTC. At-large Representatives shall be elected by the members in good standing of ABTC by mail ballot. The members shall vote from a slate of nominees presented by the Nominations Committee. The Secretary will certify results of the election for at-large Representatives. Results of the election will be announced to the members of ABTC in such form as determined by the Board of Governors.
- c. Newly elected members of the Board of Governors shall attend and observe the Fall Board meeting prior to the beginning of their term of office. However, they may not be permitted to participate in any discussion unless invited to do so by the President of the Board. Under no circumstances shall they be entitled to vote upon any matter or transaction coming before the Board.

Section 5. RESIGNATION AND REMOVAL

- a. Any Governor may resign at any time by giving written notice of such resignation to any officer of the Board of Governors.
- b. Any Governor may be removed from office by the affirmative vote of two-thirds (2/3) of all the Governors present at any meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of ABTC, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes, or for absence from two consecutive meetings in any twelve (12) month period. Any Governor proposed to be removed shall be entitled to at least five (5) days notice in writing by mail prior to the meeting of the Board of Governors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Governors at such meeting.

Section 6. VACANCIES

Vacancies on the Board of Governors may be filled by a majority vote of the Governors then in office, although less than a quorum, at any meeting of the Board of Governors called for that purpose, and the Governor so elected shall hold office and serve the remainder of the term for that office, or until his/her successor has been duly elected.

Section 7. MEETINGS

- a. There shall be at least two (2) regular meetings of the Board of Governors annually.
Notice of a regular meeting shall be given by mailing the same to each Governor not less than thirty (30) days before the date of the meeting to the usual business or residence address of the Governor. The notice need not specify the business to be transacted at the meeting.
- b. Special meetings of the Board of Governors may be called by the President, Vice-President, or upon written request of two-thirds (2/3) of the membership of the Board of Governors. Notice of special meetings shall be given by mailing the same, or by electronic notice, to each Governor not less than five (5) days before the meeting to the usual business, residence or electronic address of the Governor. The notice shall specify the time and date of the meeting, and shall specify the business to be transacted at the meeting.
- c. At any meeting at which every Governor shall be present, even though without notice or waiver thereof, any business may be transacted. In the absence of a meeting, and if all the Governors separately or collectively consent in writing to any action to be taken by the Board of Governors, such consent shall have the same force and effect as a unanimous vote of the Governors at a meeting duly held. The Secretary shall file such consents with the minutes of such meeting of the Board of Governors.

Section 8. QUORUM AND VOTING

- a. At all meetings of the Board of Governors a majority of the Governors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Governors present at any meeting at which there is a quorum shall be the act of the Board of Governors, except as may be otherwise specifically provided by statute or by these By-laws. In the absence of the President and Vice-President, the quorum present may choose a Chairperson for the meeting. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting to a later day, not more than ten (10) days later.
- b. Each Governor present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision.

Section 9. POWERS

All the corporate powers, except such as are otherwise provided for in these By-laws and in the laws of any state in which ABTC shall be incorporated, shall be and are hereby vested in and shall be exercised by the Board of Governors. The Board of Governors may by general resolution delegate to committees of their own number, or to officers of ABTC, such powers as they may see fit.

Section 10. COMPENSATION AND EXPENSES

Governors shall not receive any stated salary for their services as such, but by resolution of the Board of Governors, a fixed reasonable sum or expenses of attendance, if any, or

both may be allowed for attendance at each regular or special meeting of the Board, or otherwise in connection with the activities and affairs of the Board or the standing committees. Such expenses shall be determined within the limitations of ABTC's budget. The Board of Governors shall have power in its discretion to contract for and to pay to the Governors rendering unusual or exceptional services to ABTC special compensation appropriate to the value of such services.

Section 11. LOANS PROHIBITED

ABTC shall not loan money to any officer or Governor of ABTC.

Section 12. INDEMNIFICATION OF GOVERNORS

Each Governor or former Governor shall be indemnified by ABTC against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with or arising out of any action, suit, proceeding or claim in which he/she is made a party by reason of his/her being or having been a Governor. The corporation shall not indemnify a Governor with respect to any matters which he/she shall be finally judged in any such action, suit or proceeding to have been liable for negligence or misconduct on the performance of his/her duties as a Governor. However, the indemnification provided for herein shall also apply in respect of any amount paid in compromise of any such Governor including expenses, counsel fees and reasonable costs incurred in connection therewith, provided the Board shall have first approved such a proposed compromise settlement and determined that the Governor involved was not guilty of negligence or misconduct. In taking such action, any Governor involved shall not be qualified to vote thereon.

In determining whether or not a Governor was guilty of negligence or misconduct in relation to any such matters, the Board may rely conclusively upon an opinion of independent legal counsel selected by the Board. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification provided herein shall not be exclusive of any other rights to which a Governor may be lawfully entitled.

Section 13. GOVERNORS NOT LIABLE FOR CORPORATE DEBTS

The Governors of ABTC shall not be individually or personally liable for the debts, liabilities or obligations of the corporation.

Section 14. CONFLICT OF INTEREST

a. No member of the Board of Governors shall serve simultaneously on the National Board of Directors of the North American Transplant Coordinators Organization ("NATCO") or the International Transplant Nurse Society ("ITNS") or any organization that ABTC has a contractual relationship with.

b. No officer, Governor or committee member shall vote on any matter that would involve a conflict of interest. Whenever an officer, Governor or committee member has cause to believe that a matter to be voted upon involves himself/herself in a conflict of interest or the appearance of a conflict of interest, he/she shall announce

the conflict of interest or appearance of a conflict of interest and shall abstain from voting on the matter. Any other officer, Governor or committee member may raise a question of conflict of interest or the appearance of a conflict of interest with respect to any Governor or committee member present. The question of whether an actual conflict of interest exists shall be decided by a majority of the Board of Governors or by a majority of the committee members involved in the matter. Decisions of committees on conflicts of interest are subject to review by the Board of Governors. Decisions by the Board of Governors or by ABTC's committees relating to matters of conflict of interest shall be made part of the minutes of that body.

- c. Confidentiality Statement-All Board and committee members shall sign a conflict of interest statement and a confidentiality statement prior to attending any Board or committee meetings.
- d. While serving on the Board of Governors, or while serving on either the Procurement Examination Committee, the Clinical Examination Committee or the Transplant Nurse Examination Committee and for three (3) years thereafter, no member of the Board or of either committee shall participate in the planning, writing or teaching of any preparatory course for ABTC certification examinations.

ARTICLE V OFFICERS

Section 1. TITLES AND GENERAL DUTIES

The officers of ABTC shall consist of the following: President, Vice-President, Secretary, and Treasurer. The general duties of officers shall be: (1) those specified in these By-laws; (2) to act on procedural and interim policy matters as are referred to it by the President; (3) to refer to the Board of Governors in regular meetings, special meetings, by mail or telephone conference, all policy matters and important procedural matters; and (4) the preparation of materials relating to the purposes and activities of the Board of Governors. The Board of Governors may delegate some or all of the functions, duties, and powers of any officer to any other officer, or to any other agent or employee of ABTC.

Section 2. PRESIDENT

The President shall be the chief executive officer of the corporation with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation. He/she shall carry into effect all directions and resolutions of the Board. He/she shall preside at all meetings of the Board at which he/she may be present.

He/she shall execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation. He/she shall have such other or further duties and authority as may be prescribed elsewhere in these By-laws or from time to time by the Board.

Sections 3. VICE-PRESIDENT

The Vice-President shall, in the absence, disability or inability of the President to act, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board from time to time may prescribe. The Vice President shall also serve as the Chair of the Marketing Committee.

Section 4. SECRETARY

The Secretary shall have the general duties, powers and responsibilities of a Secretary of a corporation. He/she shall attend all meetings of the Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He/she shall perform like duties for any standing committees when requested by the Board or the committee to do so.

He/she shall see that all books, records, lists and information, or duplicates, required to be maintained at the registered or home office of the corporation in Lenexa, Kansas or elsewhere, are so maintained.

He/she shall perform such other duties and have such other authority as may be prescribed elsewhere in these By-laws or from time to time by the Board or the President of the corporation, under whose direct supervision he/she shall be.

Any assistant secretary appointed by the Board, in the absence, disability or inability of the Secretary to act, may perform the duties and exercise the powers of the Secretary, and shall perform such other activity as the Board may from time to time prescribe.

Section 5. TREASURER

The Treasurer shall have the general duties, powers and responsibilities of a Treasurer of a corporation, and shall, unless otherwise provided by the Board, be the chief financial and accounting officer of the corporation. He/she shall have responsibility of the funds and securities of the corporation.

He/she shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep, or cause to be kept, all other books of account and accounting records of the corporation. He/she shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board or by an officer of the corporation to whom such authority has been granted by the Board.

He/she shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board. He/she shall render to the chief executive officer of the corporation and the Governors whenever they may so require, an account of all his/her transactions as Treasurer and of those under his/her jurisdiction, and of the financial condition of the corporation.

The Treasurer will arrange for an audit at least once every three (3) years for the previous fiscal year of ABTC's financial statement by an external Independent Certified Public Accountant.

He/she shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these By-laws or from time to time by the Board. If required by the Board, he/she shall give the corporation such bond, as it shall determine appropriate for the faithful performances of his/her duties.

Any assistant treasurer appointed by the Board, in the absence, disability or inability to act of the Treasurer, may perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other authority as the Board may from time to time prescribe.

ARTICLE VI COMMITTEES

Section 1. PROCUREMENT COORDINATOR EXAMINATION COMMITTEE

The Procurement Coordinator Examination Committee shall consist of at least nine (9) members. Members of the Procurement Coordinator Examination Committee shall be ABTC members in the procurement area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. Members shall serve three (3) year terms with the terms of no more than three (3) members expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. No person may serve more than twelve (12) years on the Procurement Coordinator Examination Committee.

The Procurement Coordinator Examination Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examinations at sites and at intervals as determined by the Board. The results of examinations and validations shall be recorded by the committee and made available to the Board. Experts from outside ABTC may be appointed to this committee at the discretion of the President of the Board.

The Procurement Coordinator Examination Committee shall be responsible for investigating and determining the eligibility of applicants for examination, making recommendations to the Board with respect to the granting of such certificates to applicants, and making recommendations for eligibility requirements to the Board to sit for the examination. This committee shall not have the power itself to grant or issue any certificate.

Section 2. CLINICAL COORDINATOR EXAMINATION COMMITTEE

The Clinical Coordinator Examination Committee shall consist of at least nine (9) members. Members of the Clinical Coordinator Examination Committee shall be members of the clinical area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. Members shall serve three

(3) year terms with the terms of no more than three (3) members expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. No person may serve more than twelve (12) years on the Clinical Coordinator Examination Committee.

The Clinical Coordinator Examination Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examination at sites and at intervals as determined by the Board. The results of examinations and validations shall be recorded by the committee and made available to the Board. Experts from outside ABTC may be appointed to this committee at the discretion of the President of the Board.

The Clinical Coordinator Examination Committee shall be responsible for investigating and determining the eligibility of applicants for examination, making recommendations to the Board with respect to the granting of such certificates to applicants, and making recommendations for eligibility requirements to the Board to sit for the examination. This committee shall not have the power itself to grant or issue any certificate.

Section 3. TRANSPLANT NURSE EXAMINATION COMMITTEE

The Transplant Nurse Examination Committee shall consist of at least nine (9) members. Members of the Transplant Nurse Examination Committee shall be members of the clinical area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. Members shall serve three (3) year terms with the terms of no more than three (3) members expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. No person may serve more than twelve (12) years on the Transplant Nurse Examination Committee.

The Transplant Nurse Examination Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examination at sites and at intervals as determined by the Board. The results of examinations and validations shall be recorded by the committee and made available to the Board. Experts from outside ABTC may be appointed to this committee at the discretion of the President of the Board.

The Transplant Nurse Examination Committee shall be responsible for investigating and determining the eligibility of applicants for examination, making recommendations to the Board with respect to the granting of such certificates to applicants, and making recommendations for eligibility requirements to the Board to sit for the examination. This committee shall not have the power itself to grant or issue any certificate.

Section 4. JUDICIARY COMMITTEE

The Judiciary Committee shall be six (6) members consisting of the Committee Chairperson, the Secretary and Vice-President of the Board of Governors, and the three

(3) at-large representatives. The term of office for the members of the Judiciary Committee shall correspond to their term of office on the Board.

The Judiciary Committee shall have the authority to prescribe, determine and decide all disputed matters and questions relating to or arising under any of the provisions of these By-laws, notwithstanding any provisions of the preceding sections of this article or of any other Article of the By-laws authorizing, permitting, or contemplating the exercise of any power or the making of any decision, finding, or determination of the Examinations Committees or any other committee.

Section 5. CONTINUING CERTIFICATION COMMITTEE

The Continuing Certification Committee shall consist of at least six (6) members and the chairperson. The chairperson of the committee with the approval of the Board shall appoint the members of the Continuing Certification Committee. Committee members shall include ABTC members with at least one member from each credential offered for certification. The term of office for appointments shall be three (3) years with one-third (1/3) of the terms expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year.

The Continuing Certification Committee shall be responsible for developing, promoting, and operating a program for recertification of ABTC members to maintain active certification status at three (3) year intervals following initial certification, maintaining and publishing a list of certified members, and providing recommendations regarding content of educational programs under consideration for continuing education credits.

Section 6. FINANCE COMMITTEE

The Finance Committee shall consist of the Treasurer, who shall be the committee Chairperson, the President of the Board, the At-large Representative having greater seniority of the At-large Representatives, and ABTC's Executive Director (ex officio). The term of office for the members of the Finance Committee, except for the Executive Director, shall correspond to their term of office on the Board.

The Finance Committee shall be responsible for advising the Board in the investment of ABTC funds and construction or amendment of the annual budget. The Finance Committee shall further be responsible for insuring that investments adhere to the ABTC Investment Guidelines as they may exist, and as they may be changed from time-to-time. The Finance Committee shall, at its discretion, engage the services of an independent financial advisor or attorney for assistance in carrying out its purposes.

Section 7. NOMINATIONS COMMITTEE

The Nominations Committee shall consist of those members of the Board of Governors, excluding the at-large representatives, whose terms expire on December 31 of the following year. The term of office for members of the Nominations Committee shall be one (1) year. The Nominations Committee shall be responsible for nominating candidates as officers and committee chairpersons on the Board of Governors.

The Nominations Committee may elect a chairperson or other officers from among its number. The committee shall prepare and deliver a slate of nominees in writing to the Secretary of ABTC at least thirty (30) days prior to the Spring meeting of the Board of Governors at which elections for new officers, committee chairpersons and public member will occur. At the same time, the Committee shall prepare and deliver a slate of nominees in writing to the Secretary of ABTC for the election by the ABTC membership of At-large Governors. The nominees for the Board of Governors must meet the qualifications set forth in Section 2, Article IV of these By-Laws.

Section 8. MARKETING COMMITTEE

The Marketing Committee shall consist of the Vice President, who shall be the committee Chair, and the three (3) at-large representatives. The term of office for members of the Marketing Committee shall be three (3) years.

The Marketing Committee shall be responsible for developing and implementing plans to communicate with certificants, potential certificants and transplant-related organizations about the mission of ABTC and the value of ABTC certifications. At the request of the Board, the Committee shall develop press releases, newsletter articles, marketing plans, and other such materials that communicate the mission and goals of ABTC.

Section 9. OTHER COMMITTEES

The Board of Governors, by resolution, may provide for such other committees, as it deems necessary, with functions as may be assigned to them.

Section 10. COMMITTEE QUORUM

A majority of any committee shall constitute a quorum for the transaction of committee business.

Section 11. COMPENSATION

The members of any committee shall not receive a stated salary for their services as such, but by resolution of the Board of Governors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee.

ARTICLE VII APPEALS

An appeal from any decision, finding or determination of the Examination Committees or any other committee of ABTC regarding any matters or questions relating to or arising under the provisions of ABTC Policies and Procedures, shall be made only in the following manner:

a. Appeal Initiation

1. The mailing to the Chairperson of the Judiciary Committee, together with a copy

thereof to the President of the Board of Governors, of a written notice of appeal containing a statement of all matters and questions claimed to be in dispute, and of all reasons and evidence supporting such claim.

2. Such mailing of the two copies of the notice of appeal shall be Certified Mail, Return Receipt Requested, and shall each be postmarked no later than thirty (30) days after the decision that causes the appeal.
3. If the appeal is being made of a decision on the qualifications of an applicant to participate in the examination process and to the extent that such a rejection is based on the lack of the applicant's qualifications, supporting documentation is required to substantiate the applicant's qualifications for admittance to the examination procedure.

b. Review Process

1. Upon receipt of any notice of appeal and of any statements of claims, reasons and evidence in support of such claim, and of any additional substantiation of qualifications for admittance of information pertaining to said claim, within the periods provided for herein, such notice and other written information shall be transmitted via next business day delivery by the Chairperson of the Judiciary Committee to each other member of the Judiciary Committee, with a copy thereof to the President of the Board of Governors, within thirty (30) days of receipt of the documents submitted by the Appellant.
2. The Judiciary Committee shall then convene within forty-five (45) days of such transmittal of information, either by conference telephone call, or by meeting to determine the issue. The decision of the Judiciary Committee must be transmitted via next business day delivery to the President of the Board of Governors within thirty (30) days.

c. Decision

The Board President shall transmit via next business day delivery to each member of the Board of Governors the decision of the Judiciary Committee. Such decision shall constitute a recommendation upon which the Board of Governors shall act. The recommendation shall require approval by a majority of the Board. Any discussion and vote by the Board with respect to recommendations from the Judiciary Committee shall be held in strict confidence and shall not be made part of the minutes of the Board of Governors except that the minutes shall reflect either the approval or disapproval of a recommendation. The Board's decision rendered to any appeal shall be final. The decision of the Board shall be communicated in writing to the applicant within thirty (30) days of the Board's final decision.

d. Revocation of Certificate

Any certificate granted or issued by the Board may be revoked, by resolution of the Board, for any or all of the following reason(s):

1. The individual was ineligible at the time of granting or issuance of such certificate under the provisions of these By-laws, whether or not his/her ineligibility was known or could have been ascertained by the Board at the time of the granting or issuance of such certificate.
2. The individual made any misstatement or misrepresentation of fact, failed to state or concealed any fact, either in his/her application for such certificate or otherwise, as to any matter referred to in such application or in any of the preceding sections of this Article.
3. Any other reason for revocation recommended by the Judiciary Committee and approved by the Board.

In the event any certificate is revoked as herein provided, it shall be the duty of the person having possession of the same to return such certificate to the Board upon their demand. The Board shall have the power to proceed in any manner permitted by law to enforce the return of any certificate that has been revoked.

ARTICLE VIII AGENT AND REPRESENTATIVES

The Board of Governors may appoint such agents and representatives of ABTC with such powers and to perform such acts or duties on behalf of ABTC as the Board of Governors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE IX CONTRACTS; CHECKS

- a. The Board of Governors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of ABTC, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Governors, no officer, agent, or employee of ABTC shall have any power or authority to bind ABTC by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.
- b. All disbursements and similar instruments for the payment of money shall be signed by such officer or officers as the Board of Governors may from time-to-time designate or by the Executive Director of ABTC. The President, the Secretary and Treasurer of the Board shall also have power to sign all such instruments in the name of ABTC or made in the ordinary course of ABTC's business.

**ARTICLE X
FISCAL YEAR**

The fiscal year of ABTC shall be for periods ending December 31.

**ARTICLE XI
INVESTMENTS**

ABTC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Governors, without being restricted as to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restrictions; provided, however, that no action shall be taken by or on behalf of ABTC if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may be amended hereafter.

**ARTICLE XII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No governor, officer, or employee of or member of ABTC or any of its committees or other person connected with ABTC, or any other private individual shall receive at anytime any of the net earnings or pecuniary profit from the operations of ABTC, provided, that this shall not prevent the payment to any person of such reasonable compensation for services rendered to or for ABTC in effecting any of its purposes as shall be fixed by the Board of Governors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of ABTC. Upon such dissolution or winding up of the affairs of ABTC, whether voluntary or involuntary, the assets of ABTC, after all debts have been satisfied, then remaining in the hands of the Board of Governors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Governors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Governors, exclusively to organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIII
EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, no governor, officer, member, employee or representative of ABTC shall take any action or carry on any activity by or on behalf of ABTC not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended.

**ARTICLE XIV
AMENDMENTS**

The Board of Governors shall have the power to make, alter, amend and repeal the By-Laws of ABTC and to adopt new By-Laws which power may be exercised by a vote of two-thirds (2/3) of the Board of Governors at a regular meeting of the Board or at a special meeting of the Board called for the purpose. ABTC shall keep at its principal office a copy of the By-Laws, as amended, which shall be open to inspection by any Board member at all reasonable times during office hours.

Approved and published
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