

**Original: November 12, 2007**  
**Amended: January 29, 2009**  
**Amended December 22, 2014**  
**Amended August 30, 2016**  
**Amended April 3, 2018**  
**Amended September 21, 2020**

**BYLAWS OF  
AGRICULTURAL SAFETY AND HEALTH COUNCIL OF AMERICA  
(ASHCA)**

**ARTICLE I  
SCOPE AND INTERPRETATION**

These Bylaws shall govern the conduct of the affairs of the Agricultural Safety and Health Council of America, a Minnesota nonprofit corporation (the “Corporation”), its Members, Board of Directors (sometimes referred to as the “Board”), and Officers, to the extent stated below. These Bylaws are subordinate to the Articles of Incorporation of the Corporation; if these Bylaws are inconsistent with those Articles of Incorporation, the Articles of Incorporation shall govern to the extent of the inconsistency. The Board of Directors can, at any time, except as may be prohibited by law, adopt rules and regulations for conducting the affairs of the Corporation, its Members, Board of Directors and Officers, that are supplemental to these Bylaws, but the rules and regulations cannot be inconsistent with these Bylaws or with the Articles of Incorporation of the Corporation.

**ARTICLE II  
MEMBERS**

Bylaw 2.1 Classes of Members. The Corporation shall have two classes of Members, Voting Members and Associate Members. Voting Members shall have all of the rights of voting members contemplated by the Minnesota Nonprofit Corporation Act, as amended from time to time. Associate Members shall have no voting rights. As used in these Bylaws, the term “Members” shall refer to both Voting Members and Associate Members.

- a. Application for Membership shall include but not be limited to the following information: name of individual or organization, name of key contact or official representative, e-mail and phone contact information, complete mailing address and category of membership for which application is being made, and agreement to abide by these bylaws.
- b. Application for membership shall be accompanied by a dues payment as stipulated in Bylaw 2.4 in full for the current year, or pro-rata portion thereof.

Bylaw 2.2 Voting Members. Any agricultural organization or association involved in supporting production agriculture and/or which supports the purposes and goals of the Corporation shall be eligible to apply to become a Voting Member of the Corporation. Voting Membership shall be granted upon approval of the Board of Directors. Each Voting Member shall vote or otherwise act through its designated individual representative.

Bylaw 2.3 Associate Members. Any other organization or person which supports the purposes and goals of the Corporation shall be eligible to apply to become a Non-Voting Member of the Corporation. Associate Membership shall be granted upon approval of the Board of Directors.

Bylaw 2.4 Dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the Members from time to time. Any Member in arrears past 90 days, and three invoices, on such dues or other payments shall be automatically terminated from membership until such dues or other payments have been paid in full. Members terminated for non-payment of dues shall forfeit Board seats and/or offices and may be reinstated as new Members on full payment of current balance during the year or full payment of new Member dues in later years.

Bylaw 2.5 Interest in Property. The Members shall not, as such, have any right, title or interest in the real or personal property of the Corporation.

Bylaw 2.6 Term; Termination. A Member's membership interest in the Corporation shall continue for an indefinite term as long as dues are current, or formal termination process have not been implemented by the Board. Membership in the Corporation is not transferable. Any Member may resign its membership at any time by giving written notice to the Corporation. Such resignation shall take effect immediately upon receipt or at any later time specified therein, and acceptance of such resignation shall not be necessary to make it effective. Any Member that resigns its membership shall not be entitled to a refund of any dues or other payments made to the Corporation. The membership of any Member may be terminated by the Board of Directors by providing the Member with not less than fifteen (15) days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed termination, by a person authorized to decide whether the termination shall take place. Any Member whose membership is terminated shall not be entitled to a refund of any dues or other payments made to the Corporation.

Bylaw 2.7 Membership Year. The membership year begins January 1 and ends December 31 each year.

### **ARTICLE III MEETINGS OF MEMBERS**

Bylaw 3.1 Annual Meeting. An annual meeting of the Voting Members shall be held at the principal place of business of the Corporation or such other place and at such time as the Voting Members may designate for the purpose of electing qualified successors for Directors whose terms shall then expire and transacting such other business as may properly come before the meeting,

provided, however, that no other business with respect to which special notice is required by law, the Articles of Incorporation or these Bylaws shall be transacted unless twenty (20) working days notice has been given.

Bylaw 3.2 Regular Meetings. Regular meetings of the Voting and/or Associate Members of the Corporation shall be held on such dates and at such places as the Board of Directors by resolution shall establish.

Bylaw 3.3 Special Meetings. A special meeting of the Voting Members may be called for any purpose or purposes at any time by the President of the Corporation, two or more Directors, or by at least ten percent (10%) of the Voting Members. The requisite percentage of Voting Members may demand a special meeting of the Voting Members by written notice of demand given to the President of the Corporation and stating the purposes of the meeting. Within thirty (30) days after receipt of demand, the President shall cause a special meeting of Voting Members to be called and held on notice no later than ninety (90) days after receipt of the demand, at the expense of the Corporation. Special meetings of the Voting Members shall be held at the principal office of the Corporation or at such other place as the Voting Members may designate. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

Bylaw 3.4 Notice of Meeting. Notice of all meetings of the full Voting Membership shall be given to every Voting Member, stating the time and place, and, in the case of a special meeting, the purpose or purposes thereof, not less than twenty (20) working days. The notice may contain any other information the person or persons calling the meeting deems desirable. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Bylaw 3.5 Meetings by Remote Communication; Participation by Remote Communication. A meeting of the Voting Members may be held by conference call, or by one or more other means of Remote Communication through which all Voting Members may participate in the meeting, if notice of the meeting is given as described in the preceding section. Participation in a meeting by conference call or such other means of communication constitutes presence in person at the meeting. A Voting Member not physically present at that place may, by means of Remote Communication, participate in a meeting of the Voting Members if such can be accommodated by the Corporation at no additional expense or as approved by the Chair. Permitted participation by a Voting Member by Remote Communication constitutes presence at the meeting in person.

For purposes of these Bylaws, "Remote Communication" means communication via conference telephone, video conference, or other means by which persons who are not physically present in the same location may communicate with each other verbally. "Electronic Communication" means any form of communication, not directly involving the physical transmission of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and reproduced in paper form by the recipient through an automated process.

Bylaw 3.6 Waiver of Notice. A Voting Member may waive notice of any meeting, whether given before, at, or after the meeting, whether given in writing (including by Authenticated Electronic Communication), orally or by attendance. A Voting Member's attendance at a meeting is a waiver of notice of that meeting, unless the Voting Member (a) objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened, or (b) objects before a vote on an item of business because the item may not lawfully be considered at that meeting, if (c) the Voting Member then does not participate in the meeting or in consideration of the item at that meeting.

Bylaw 3.7 Quorum. One-third of the Voting Members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Voting Members actually present may adjourn a meeting from time to time until a quorum is present.

Bylaw 3.8 Voting. Except as otherwise provided in the Minnesota Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, all questions at a meeting of the Voting Members at which a quorum is present shall be decided by majority vote of the Voting Members.

Bylaw 3.9 Action Without a Meeting. Any action that may be taken at a meeting of the Voting Members may be taken by written action signed, or consented to by Authenticated Electronic Communication, by all of the Voting Members.

#### **ARTICLE IV BOARD OF DIRECTORS**

Bylaw 4.1 General Powers. The administrative powers of the Corporation shall be vested in the Board of Directors who shall have charge, control and management of the property, affairs and funds of the Corporation, and who shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws. The Board of Directors may from time to time delegate such authority and responsibility as it may determine to one or more committees or officers. Without limiting the foregoing, the policy making powers of the Corporation shall be vested in the Board of Directors, including the powers to undertake the following actions:

- a. Elect, appoint, direct, evaluate, or remove the President (or other titled hired chief staff officer) of the Corporation;
- b. Approve strategic, capital and operating goals, plans and budgets for the Corporation;
- c. Monitor and evaluate financial, operating, and strategic performance of the Corporation;
- d. Fulfill all responsibilities and exercise all powers expressly given to the Corporation's Board of Directors with respect to other corporations and entities of which the Corporation is either a corporate member (or has the powers typically held by a voting corporate member) or a shareholder;

- e. Board members shall actively promote, support, and advocate for the mission; strategies, and programs of the Association while remaining in full compliance with agreed upon standards of ethics, participation, fiduciary, and operating duty;
- f. Exercise the power and authority to perform all acts or functions normally afforded to the board of directors of a Minnesota nonprofit corporation, consistent with the rights of the Voting Members and not inconsistent with these Bylaws or the Corporation's Articles of Incorporation or any applicable laws and regulations.

Bylaw 4.2 Number and Selection. The Board of Directors of the Corporation shall be composed of a minimum of nine (9) and a maximum of twenty (20) Directors with voting rights. The initial Board of Directors shall be named by the incorporator. Thereafter, all succeeding Directors shall be elected by the Voting Members. In electing Directors, the Voting Members shall review the recommendations of the Nominating Committee as well as any other nominees they wish to consider. Directors shall be natural persons. By virtue of election to the ASHCA Board of Directors any newly elected Board member whose membership classification is of the non-voting status will be granted full voting privileges for the full duration of his/her elected term of office on the Board of Directors.

Bylaw 4.3 Term of Office. The terms of office of the Directors shall begin January 1 of the calendar year and shall be staggered by assigning Directors to three classes, with the terms of Directors in each class expiring in succeeding years. Each Director shall serve for a term of three (3) years that expires December 31<sup>st</sup> of the third year after election to the Board, or December 31<sup>st</sup> of the expiring term if appointed as a successor to complete a Board term, or until the earlier death, resignation, disqualification or removal of such Director. The Board nominating process shall endeavor to strike a balance of experience and diversity of geographical representation, age, gender, business interest, and other demographics to fully and fairly represent the entire served community. In the event of a vacancy, the Executive Committee shall appoint a successor for the unexpired remainder of a position's term. This shall not affect the successor's eligibility to serve three full consecutive terms.

Bylaw 4.4 Annual Meeting. An annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may designate, upon at least thirty (30) days' notice, for the purpose of electing Officers and transacting such other business as may properly come before the meeting, provided, however, that no other business with respect to which special notice is required by law, the Articles of Incorporation or these Bylaws shall be transacted unless such notice shall have been given. All meetings of the Board of Directors, unless otherwise designated, shall be open to any Member of the Corporation; however, only Directors shall be entitled to vote. The Board retains the prerogative to invite non-Board members to speak or present to the Board. The Board also retains the prerogative to call a closed session to discuss personnel, or other sensitive matters.

Bylaw 4.5 Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board of Directors may designate.

Bylaw 4.6 Special Meetings. A special meeting of the Board of Directors may be called for any purpose or purposes at any time by the Chair or upon written request of any Director. Upon proper call of a special meeting of the Board of Directors, the Chair shall give the Directors notice of the meeting, informing them of the time and place to be held, not fewer than ten (10) working days after receipt of the request, as the President may fix. Special meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors may designate.

Bylaw 4.7 Notice of Meeting. Notice of all regular meetings of the Board of Directors shall be given to every Director, stating the time and place, and, in the case of a special meeting, the purpose or purposes thereof not less than ten (10) working days prior to the meeting. The notice may contain any other information the person or persons calling the meeting deems desirable. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Whenever any notice is required or permitted under these Bylaws, it shall be deemed properly given when mailed, telegraphed, sent by facsimile, or sent by electronic mail to an address designated by the person, at the last known address of the person or, in the case of a Director, at the address of the person in the Corporation's records; when communicated to the person orally; or when hand delivered to the person. Notice is deemed received when it is given.

Bylaw 4.8 Meetings by Remote Communication; Participation by Remote Communication. A meeting of the Board of Directors may be held by conference call, or by one or more other means of Remote Communication through which all Directors may participate in the meeting, if notice of the meeting is given as described in the preceding section. Participation in a meeting by conference call or such other means of communication constitutes presence in person at the meeting. A Director not physically present at that place may, by means of Remote Communication, participate in a meeting of the Directors if such can be accomplished at no additional expense to the Corporation or as approved by the Chair. Permitted participation by a Director by Remote Communication constitutes presence at the meeting in person.

Bylaw 4.9 Waiver of Notice. A Director may waive notice of any meeting, whether given before, at, or after the meeting, whether given in writing (including by Authenticated Electronic Communication), orally or by attendance. A Director's attendance at a meeting is a waiver of notice of that meeting, unless the Director (a) objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened, or (b) objects before a vote on an item of business because the item may not lawfully be considered at that meeting, if (c) the Director then does not participate in the meeting or in consideration of the item at that meeting. "Authenticated" means that the Electronic Communication is delivered to an Officer of the Corporation, and that the communication sets forth information from which the recipient can reasonably conclude that the communication was sent by the purported sender.

Bylaw 4.10 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors actually present may adjourn a meeting from time to time until a quorum is present.

Bylaw 4.11 Voting. Except as otherwise required by the Minnesota Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative vote of a majority of the Directors.

Bylaw 4.12 Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by Authenticated Electronic Communication, by the number of Directors with voting rights that would be required to take the same action at a meeting of the Board at which all Directors were present, provided that when the action is taken by less than all Directors, all Directors must be notified, in writing, of its text and effective date. A majority of Directors shall be deemed to impliedly consent to said written action after three (3) notifications within ten (10) business days of notice if: 1) the notice of written action provides a specific response date and 2) the notice that failure to respond will be deemed as implied consent to said action. The written action shall take effect when signed or consented to by the required number of Directors or after implied consent occurs, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

Bylaw 4.13 Director Conflicts of Interest. The Directors of the Corporation shall comply with the provisions of the Minnesota Nonprofit Corporation Act regarding conflicts of interest; the requirements applicable to organizations exempt from federal income tax under Section 501(c)(3) of the Code; and the provisions of any conflicts of interest policies adopted by resolution of the Board of Directors from time to time.

Bylaw 4.14 Standard of Conduct. Each Director shall discharge his or her duties as a director in good faith, in a manner which the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. Elected Directors have a responsibility to participate in Board meetings and the management of the Corporation. Therefore, any elected Director who is absent from two (2) consecutive called Board meetings without prior approval from the Chair shall be deemed inactive. Directors serve at their own expense and are not compensated or reimbursed for normal services as Director, or as an elected Officer of the Corporation.

Bylaw 4.15 Ex Officio Members. From time to time it may be desirable to appoint to the Board of Directors an Ex Officio member who is deemed valuable to the organization. The Chair will submit the name of a prospective Ex Officio member to the Board of Directors for consideration. Approval or disapproval of the appointment will be confirmed by a vote of the Board of Directors. Ex Officio members have the rights and privileges of membership, except the right to vote on matters brought before the full board. Ex Officio members shall follow the same terms of office as regularly elected Board members.

## **ARTICLE V COMMITTEES OF THE BOARD**

Bylaw 5.1 Executive Committee. If the Board of Directors so chooses, an executive committee comprised of the Officers of the Corporation and such other persons as may be appointed by the Board of Directors may act during intervals between meetings of the Board of Directors. During such intervals and subject to the Board's control and direction, the executive committee shall have and may exercise all of the authority and powers of the Board of Directors subject to such limitations as the Board may impose from time to time. Unless specifically authorized by the Board of Directors by resolution approved by the affirmative vote of a majority of the Directors, the executive committee shall not have the authority and power to elect Officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale or other disposition of all or substantially all of the property and assets of the Corporation; to discharge, hire, or set the compensation level for a President or Management Company; to authorize a voluntary dissolution of the Corporation or a revocation thereof, or to amend these Bylaws.

Bylaw 5.2 Membership Committee. Committee Members shall be natural persons. A Membership Committee shall be appointed by the Board of Directors. The Membership Committee shall establish eligibility criteria for the categories of Voting Members and Associate Members of the Corporation, and shall establish dues and other payments required for membership, subject to the approval of the Board of Directors. Duties of the Membership Committee include stewardship of current Membership and Membership growth.

Bylaw 5.3 Nominating Committee. Committee Members shall be natural persons. A Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall select candidates for open positions on the Board of Directors and shall forward its nominees to the Voting Members at least thirty (30) days prior to the meeting of the Voting Members at which Directors will be elected.

Bylaw 5.4 Other Committees. Committee Members shall be natural persons. The Board of Directors may, by resolution approved by the affirmative vote of a majority of the Board, establish such other committee or committees as the Board of Directors deems necessary or appropriate to assist it in conducting the affairs of the Corporation. The resolution shall delegate to the committee or committees so formed such authority as the Board of Directors deems appropriate.

Bylaw 5.5 Membership. Committee members shall be natural persons. A committee shall consist of one or more natural persons, who may or may not be Directors. Committee members shall be appointed by the Board of Directors.

Bylaw 5.6 Quorum. A majority of the members of a committee present at a meeting of the committee shall be a quorum for the transaction of business by the committee, unless the Board of Directors specifies otherwise.

Bylaw 5.7 Meetings. Rules, procedures and other matters with respect to meetings of any committee, and the rights of absent committee members with respect to the committee, shall be established by the committee or the Board of Directors.



Bylaw 5.8 Minutes. Committees shall keep reasonable records of all meetings and actions. Minutes of committee meetings must be made available upon request to members of the committee and to all Directors.

## **ARTICLE VI OFFICERS**

Bylaw 6.1 Officers. The Officers of the Corporation shall be a Chair, a Vice Chair and a Secretary-Treasurer, who shall be elected from among the Directors. The Board may elect or appoint such other Officers or agents for the Corporation as it so chooses by a resolution approved by the affirmative vote of a majority of a quorum of the Board of Directors. If the Board of Directors elects or appoints any such other Officer or agent, the Board shall specify that person's powers, rights, duties, responsibilities, and term in office in the resolution. The elections of the Officers shall take place at the annual meeting of the Board of Directors. All Officers shall hold office for a period of two (2) years. Officers shall be natural persons. The Chair and Vice Chair are elected in odd numbered years and the Secretary/Treasurer is elected in even numbered years. [Note: if the Secretary/Treasurer position becomes two positions, the Secretary will be elected in odd years.] In the event of a vacancy, the Executive Committee shall appoint a successor for the unexpired remainder of the Officer's term.

Bylaw 6.2 Chair. The Chair shall call and preside at all meetings of the Board of Directors and shall be an Ex Officio member of all committees. The Chair shall be the chief executive officer of the Corporation, and shall act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person to so act. The Chair shall have such further powers and duties as may be conferred upon or assigned to him or her by the Board of Directors.

Bylaw 6.3 Vice Chair. The Vice Chair shall serve in the absence of the Chair, and, when so acting, shall have the power and authority of the Chair.

Bylaw 6.4 Secretary-Treasurer. (joint or separate position) The Secretary-Treasurer shall ensure that accurate minutes of all meetings of the Board of Directors are kept, and shall be responsible for the keeping and custody of the records and documents of the Corporation. Whenever necessary the Secretary-Treasurer shall certify all proceedings of the Board of Directors. The Secretary-Treasurer shall be responsible for giving due and timely notice of all meetings of the Board. The Secretary-Treasurer will provide for oversight of financial records and activities for the Corporation; as ordered by the Board of Directors; and render to the Chair and the Board of Directors, whenever requested, an account of transactions and of the financial condition of the Corporation. The Secretary-Treasurer shall perform such other duties and shall have such other powers as are prescribed from time to time by the Board of Directors or the Chair.

Bylaw 6.5 Bond. The Board of Directors may procure a fidelity bond or bonds for the faithful performance of the duties of such Officers and agents of the Corporation as the Board of Directors may require, which bonds shall, among other things, provide for the restoration to the Corporation in case of death, resignation, retirement or removal from office of any such Officer or

agent, of all books, papers, vouchers, money and other property of whatsoever kind, in the possession or control of such Officer or agent, belonging to the Corporation. The cost of such bond or bonds shall be paid by the Corporation.

Bylaw 6.6 Resignation, Removal and Vacancies.

- a. An Officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later date is specified in the notice.
- b. An Officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Board of Directors. The removal is without prejudice to any contract rights of the Officer.
- c. A vacancy in an office because of death, resignation, removal, disqualification, or other cause, shall be filled by the Board of Directors.

Bylaw 6.7 President. The Board of Directors may hire or retain a President or administrator/management firm with a designated President. The President is a non-voting member of the Board and the Executive Committee. The President shall have charge of all organizational books, records and papers, and shall perform such other duties as are generally incident to, necessary for and proper in the conduct of the office. The President shall have the sole authority to employ and terminate all staff personnel; and establish agreements with independent contractors.

The President shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors per the direction of the Chair. The President shall work under the terms and conditions set by the Board of Directors and shall give such satisfactory surety bond for the faithful performance of his/her duties as the Board or Executive Committee may require.

## **ARTICLE VII INDEMNIFICATION**

Bylaw 7.1 Indemnification. The Corporation shall indemnify persons acting in an official capacity on behalf of the Corporation in the manner and to the extent set forth in the Minnesota Nonprofit Corporation Act (Minn. Stat. § 317A.521). Every Director, Officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which his or her may be a party, in in which his or her may become involved, by reason of his or her being or having been a Director, Officer, or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, the in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each Director, Officer, or employee may be entitled.

Bylaw 7.2 Rights Not Exclusive. Nothing contained in this Article VII shall affect any rights to indemnification to which the Corporation's personnel may be entitled by contract or otherwise under law.

Bylaw 7.3 Insurance. The Corporation shall purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against or incurred by the person in or arising from that capacity, regardless of whether the Corporation would have been required to indemnify the person against the liability.

## **ARTICLE VIII MISCELLANEOUS**

Bylaw 8.1 Principal Office. The principal office of the Corporation, at which the general business of the Corporation shall be transacted and at which the general records of the Corporation shall be kept at such place as the Board of Directors designates.

Bylaw 8.2 Contracts. The Board of Directors 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.

Bylaw 8.3 Loans and Advances. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Bylaw 8.4 Checks, Drafts and Other Matters. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Bylaw 8.5 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 Board of Directors may select.

Bylaw 8.6 Corporate Seal. The Corporation shall have no corporate seal.

Bylaw 8.7 Fiscal Year. The fiscal year of the Corporation shall be the twelve (12) month period ending December 31 of each year, or such other period as the Board of Directors may from time to time designate.

Bylaw 8.8 Audit. The Board of Directors shall cause the books of account of the Corporation to be audited at such times as it may deem necessary or appropriate or in accordance with federal and state law.

## **ARTICLE IX DISSOLUTION**

Bylaw 9.1 Dissolution. In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary:

- a. No Member shall be entitled to any distribution of its remaining property or its proceeds.
- b. The balance of all money and other property received from any source, after the payment of all debts and obligations, shall be distributed to an organization that is recognized as exempt from federal income tax under either Section 501 (c)(3) or of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exist or as they may be hereinafter amended.

## **ARTICLE X AMENDMENTS**

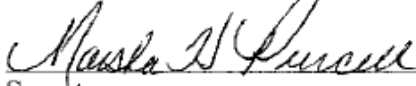
The power to adopt, amend or repeal the Bylaws is vested in the Voting Members and the Board of Directors of the Corporation as provided by law.

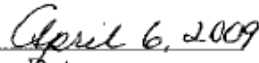
### **Amendments**

January 29, 2009

- Bylaw 4.2 Number and Selection.
- Bylaw 4.3 Term of Office.
- Bylaw 4.15 Ex Officio Members.
- Bylaw 6.1 Officers.

By signature, I certify that the above referenced amendments were adopted by the majority of voting members at the 2008 ASHCA annual meeting January 29, 2009.

  
Secretary

  
Date

### **Amendments**

December 22, 2014

#### **Article VI: Officers**

- Bylaw 4.2 Number and Selection.
- Bylaw 6.7 President.

By signature, I certify that the above referenced amendments were adopted by the majority of voting members via electronic vote on December 22, 2014.

*Kelby S. Billings*  
Secretary

1/27/17

Date

## **Amendments**

*August 30, 2016*

*Title line. Add (ASHCA)*

*Bylaw 2.4. Dues.*

*Bylaw 2.6. Term; termination.*

*Bylaw 3.1. Annual Meeting.*

*Bylaw 3.4. Notice of Meetings.*

*Bylaw 3.5, b. remote communication.*

*Bylaw 4.1, a. powers.*

*Bylaw 4.2. Number and selection.*

*Bylaw 4.3. Term of office.*

*Bylaw 4.4. Annual meeting.*

*Bylaw 4.6. Special meetings.*

*Bylaw 4.7. Notice of meetings.*

*Bylaw 4.8. Meetings by remote communication*

*Bylaw 4.12. Action without a meeting.*

*Bylaw 4.14. Standard of Conduct.*

*Bylaw 4.15. Ex Officio Members.*

*Bylaw 5.1. Executive Committee.*

*Bylaw 5.2. Membership Committee.*

*Bylaw 5.4. Other Committees.*

*Bylaw 5.5. Membership.*

*Bylaw 6.1. Officers.*

*Bylaw 6.2. Chair.*

*Bylaw 6.3. Chair.*

*Bylaw 6.4. Chair.*

*Bylaw 6.7. President.*

*Bylaw 7.1 indemnification.*

*Bylaw 7.3. Insurance.*

Bylaw IX. Dissolution (added).

Bylaw X. Amendments (renumbered).

By signature, I certify that the above referenced amendments were adopted by the majority of voting members via electronic vote on December 22, 2014.

 \_\_\_\_\_ 1/27/17  
Secretary Date

**Amendments**

April 3, 2018

Bylaw 4.1, e. fiduciary powers.

Bylaw 4.2. Number

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

**Amendments**

September 21, 2020

Add Bylaw 2.7, Membership year

Amend Bylaw 4.3. Defining board term of office

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date