

ARTICLE I - NAME AND PURPOSE

SECTION 1: NAME

The name of this corporation is Academy of Veterinary Dental Technicians, a non-profit (505 (C) 6), non-stock, membership-based organization, organized under the laws of the state of Arizona in September 2001.

SECTION 2: PURPOSE

This Corporation is organized and operated exclusively to continue the training and competency of those engaged in the profession and/or education of persons in the field of veterinary technology and veterinary dentistry and promote research in such areas. No part of the Corporation's net earnings shall inure to the benefit of any private individual; no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office within these limitations:

- A. The Corporation shall engage in and conduct the business of providing services without discrimination against any individual on the basis of race, sex, color, religious affiliation, sexual preference, or national or ethnic origin.
- B. The Corporation shall aim to provide individual and group instruction by teachers or other qualified professionals that focus on educating, training, and qualifying of veterinary dental technicians.
- C. The Corporation may lease and, by gift, devise, or purchase, own and operate real estate for the accomplishment of such purpose.
- D. The Corporation may exercise any and all power that a non-profit, non-stock Corporation organized under the laws of the state of Arizona for these purposes is authorized to exercise.
- E. The Corporation, upon dissolution or termination, shall distribute all of its remaining assets and property after all necessary expenses have been paid to the National Association of Veterinary Technicians of America or other organizations which shall qualify under the applicable section of the Internal Revenue Code of 1986, as amended and the regulations as the same now exist or as they may be amended from time to time.
- F. The Corporation shall not, as a substantial part of its activities, engage in any activities that are not in themselves in furtherance of one or more of its purposes.
- G. The Corporation shall carry on only activities permitted to be carried on:
 1. By a corporation exempt under Federal income tax under the Internal Revenue Code on 2001 as amended or;
 2. By a corporation, contributions to which are deductible under the Internal Revenue Code of 2001, as amended.

ARTICLE II - MEMBERS

SECTION 1: CATEGORIES OF MEMBERSHIP

The Membership of the Academy shall consist of Charter, Active, Inactive, Affiliate, Retired, Life, and Honorary Members as defined in sections 2-A, B, C, D, E, F, and G, which follow. Voting members shall be those in the Active, Life and Retired categories. Dues-paying members shall be those in the Active, Inactive, Affiliate, and Life categories.

SECTION 2: QUALIFICATIONS

- A. Charter Membership.

Members of the Organizing Committee must qualify by meeting all of the following requirements as stated by the National Association of Veterinary Technicians In America (NAVTA) for their Committee on Veterinary Technician Specialties. (CVTS) and been granted the Veterinary Technician Specialist (Dentistry) designation.

 1. Member must have graduated from an AVMA-accredited program.
 2. Member must have been practicing veterinary medicine for at least seven years.
 3. Member must devote at least seventy-five percent of his/her time to veterinary dentistry.
 4. Member must be a member in good standing of NAVTA.
 5. Member must have advanced training in the specialty and have demonstrated competency through teaching, research or practice in the specialty to which the individual devotes most of his or her time.

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6. VTS (dentistry) status shall be granted to Organizing Committee members by a vote of the Organizing Committee after this Academy's first examination has been administered.
7. Charter members shall be granted all rights and responsibilities of an active membership.

B. Active Membership.

1. Requirements for Membership
 - A. Must be a currently credentialed veterinary technician/nurse in good standing in their state or country.
 - B. Have fulfilled the training requirements as approved by the Board of Directors of the AVDT.
 - C. Passed an examination administered by the AVDT.
 - D. Maintain high ethical and professional standing.
2. Membership rights
 - A. Active members shall have the right to vote at meetings and elect officers and directors.
 - B. Be certified to the title VTS designation.
 - C. Be entitled to be an Officer or Director at Large of the Board of Directors.

C. Inactive Membership.

1. Only Active members in good standing may become Inactive Members. Active Members who are current in their dues may, by written application to the Board, apply for Inactive status. Inactive Members shall pay fifty percent of Active membership dues but have no voting privileges, cannot hold office, serve on committees, or delegate themselves VTS. Inactive status will be granted due to an unforeseen circumstance that falls into the FMLA category (medical issues, death in the family, etc.). A formal written request with proof of FMLA must be submitted to the Board of Directors. A time limit will be determined on an individual basis.
2. In order for an Inactive member to return to active status, he/she must make a written application to the Board and be approved for return to Active status. Upon Board approval and upon paying one year's active membership dues the Inactive member shall be returned to Active membership status and shall have all the rights and privileges of an Active member.
3. Inactive membership is intended for members needing a medical leave of absence or extenuating reasons that this member deems necessary to attend to until Active membership can be resumed. This status will also stand for applicants needing a leave of absence for the same reasons listed above.

D. Retired Membership.

1. An applicant for Retired Membership must be a technician who has reached the age of 62.5 and is no longer actively engaged in veterinary medicine.
2. Documentation of retirement at an earlier age must be approved by the board of directors. Said applicant must submit a request for retired status in writing to the AVDT Board of Directors, who shall investigate and act upon said request.
3. Retired members shall pay no dues and will have all the rights and privileges afforded an active member.

E. Life Membership.

1. Members may be elected as life members after 20 years as dues-paying members. Successful candidates will include any combination of the following: service to the organization, mentoring of mentees, volunteering for charitable organizations, or teaching dentistry in other capacities. The Awards Committee will seek nominations of members eligible for life membership, and final approval will be obtained through a vote of the Executive Board.
2. Life members will be awarded a plaque at the Dental Forum following approval of status.
3. Life members shall pay no dues and have all the rights and privileges afforded an active member.

F. Honorary Membership.

1. Non-technicians who have made major contributions to the advancement of technicians in the field of veterinary dentistry.
2. The Academy may by two-thirds vote of the voting members present, elect to honorary membership those who have, by their lives, and work, rendered conspicuous service to veterinary technicians in organized veterinary medicine in due form.
3. Honorary members shall pay no dues and have no voting privileges.
4. The VTS designation cannot be held by an Honorary member.

SECTION 3: EXAMINATION

The examination shall be offered annually for admission for membership. Candidates will be allowed a period of five consecutive examinations, beginning with the first examination after acceptance by the Credentials Committee, to complete the examination process. A limit of three attempts will be granted for each part of the examination. Exceptions to this requirement may be made by the Board of Directors, following petition by the candidate. (See Section 2 Article C.)

The examination shall consist of at least two parts: a written section and a practical section. The Academy may also elect to include an oral review as part of the practical examination, in which case all precaution will be taken to standardize questions and avoid subjectivity which could result in conflicts.

The Examination Committee will recommend successful candidates to the Board of Directors for admission into the Academy. The Board of Directors shall have the final decision. The results of the examination will be made in writing within 30 days of the test. All candidates shall be notified on the same date.

SECTION 4: APPEAL

A person adversely affected by a decision of the AVDT shall notify the secretary of the Academy of the intention to petition for review of the decision, such written notification to be submitted within 30 days of the AVDT decision resulting into the appeal or of the petitioner being advised of the availability of the appeal process by the AVDT, whichever is later. The Appeal will be directed by the current Appeals policy. The AVDT shall not be responsible for costs of appeal incurred by the petitioner.

SECTION 5: ANNUAL MEETING

The annual meeting of the members of the Academy shall be held on a day in each year at a time and place determined by the Board of Directors. At each meeting, the members shall fill any vacancies created by expired terms of members on the Board of Directors and shall transact such other business as properly may be brought before the meeting.

SECTION 6: DELAYED ANNUAL MEETING

If, for any reason, the annual meeting of the members shall not be held on the designated day, such meeting may be called and held as a special meeting; provided that the notice of such meeting shall be the same required for the annual meeting.

SECTION 7: SPECIAL MEETINGS

Special meetings of the members of the Corporation may be called by the President or the Board of Directors, and it shall be the duty of the Board of Directors to order and call such meetings via email whenever requested by twenty percent of the total membership. Such special meetings shall be held at the time and place as fixed by the Board of Directors and designated in the notice. No business may be transacted at special meetings other than of the same nature and general description as that designated at the notice of the meeting.

SECTION 8: NOTICE OF MEETING

Written notice of the time, place, and purposes of an annual or special meeting of members shall be given by the Board of Directors not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally, by mail, or electronically to each member entitled to vote at the meeting. Written notice shall be deemed duly served when the same has been deposited in the United State mail with postage fully prepaid and addressed to the recipient at the address designated, at that persons last known address. Notice may be waived as provided.

SECTION 9: WAIVER OF NOTICE

Notice of time and place of purpose of any meeting of any members may be waived by email or other writing, either before or after such meeting has been held. Attendance of a person at a meeting of members, in person, constitutes a

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waiver of the notice of meeting except where the member attends the meeting for the express purpose of objecting at the beginning to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 10: ELECTRONIC MEETING OF MEMBERS

Members may participate in a members' meeting through use of a virtual meeting which all persons participating in the meeting can hear each other or see each other's written contributions to the meeting, provided that all participants in the meeting are advised of the use of such equipment and that the names of all participants in the conference are disclosed to all the participants. Participation in a meeting pursuant to this section shall constitute presence in person at a members' meeting.

SECTION 11: RECORD DATE FIXED BY CORPORATION

The Board of Directors or the President may fix in advance a date as the record date for the purpose of determining members entitled to notice of and to vote at a meeting of members, or to express consent or to dissent from a proposal without a meeting or for the purpose of any other action. The date fixed shall not be less than ten (10), or more than sixty (60) days before the date of the meeting, or more than sixty (60) days before any other action. In such case, only such members as found qualified shall be entitled to notice of and to vote at such meeting or adjournment, or to express consent or to dissent from the proposal, or to participate in any other action, as the case may be.

SECTION 12: RECORD DATE IF NOT FIXED BY CORPORATION

If a record date is not fixed by the Academy

1. The Record Date for determination of members entitled to notice of, and to vote at, a meeting of members shall be the close of business on the day on which notice is actually given, or if no notice is given, the day immediately before the day on which the meeting is held, and
2. The Record Date for determining members for any purpose other than determining members entitled to notice of, or to vote at a meeting of members, shall be the close of business on the day on which the resolution of the Board of Directors is adopted.

SECTION 13: LIST OF MEMBERS

The Secretary of the Corporation shall make and certify a complete list of members entitled to vote at a members' meeting. The list shall be arranged alphabetically with the address of each member. The list shall be produced at the time and place of the meeting, be subject to inspection by any member during the whole time of the meeting and be prima facie evidence as to who are the members entitled to examine the list or vote at the meeting.

SECTION 14: QUORUM

Sixty-six percent (66%) of the voting membership that is present at a meeting shall constitute a quorum.

SECTION 15: VOTING AND DECISION OF QUESTIONS

At any meeting of the members, each member present via virtual meeting shall be entitled to one vote upon any matter presented and voted on, including the election of Directors. When a quorum is present at any meeting, the vote of the majority of members present in person shall decide any questions brought before such meeting unless the question is one upon which express provision of law, or of the articles of incorporation, or these By-laws, a different vote is required in which case express provision shall determine and control the decision of such question.

SECTION 16: ACTION BY MEMBERS WITHOUT A MEETING

Any action required or permitted to be taken at an annual or special meeting of members of the Corporation, may be taken without a meeting without prior notice, and without a vote if all the members entitled to vote, consent in writing, with all the signatures obtained within a sixty-day period.

SECTION 17: ELECTIONS

Elections will be held annually to fill seats vacated on the Board of Directors.

SECTION 18: CERTIFICATION

A certificate, suitable for framing, shall be issued to all full active and honorary members.

SECTION 19: DUES

All members, except Honorary, Retired and Life Members must pay annual dues in a timely fashion, as determined by the Board of Directors, to remain a member of the Academy. The dues year shall run from January 1st to December 31st. Members whose dues have not been paid within thirty days of the due date shall be contacted by email and be given sixty days to pay. A late fee of \$10 will be applied for each month the dues are overdue. Failure to pay dues by March 1st will result disassociation from the Academy. The amount of the dues shall be set by the Board of Directors.

SECTION 20: RECERTIFICATION

All active members except Retired and Honorary members are subject to a recertification program. Refer to the current Maintenance of Certification Policy.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1: ELECTION NUMBER AND TERM OF DIRECTORS

The business, property and affairs of the Corporation shall be managed by a Board of Directors, (sometimes referred to as the Board) consisting of President, President-elect, Secretary, Treasurer and Past President as Officers, plus two (2) Directors at Large. Board Members shall be elected as terms expire by a majority vote during the election. The President shall serve as Chairman of the Board of Directors. Directors shall be members of the Corporation.

SECTION 2: REMOVAL

Any Director may be removed before the completion of his or her term by a two-thirds vote of the entire Board of Directors at a special meeting of the Board, whenever such removal is considered by the Board to be in the best interest of the Corporation. Any officer may be removed with or without cause by a two-thirds vote by all the members of the Corporation at any meeting of members.

SECTION 3: VACANCIES

Any mid-term vacancy in the Board of Directors shall be filled by election made by majority of the remaining Board of Directors, though less than a quorum. Each Officer elected shall serve the unexpired term left by the departing Officer.

SECTION 4: ANNUAL MEETING

The Annual Meeting of the Board of Directors shall be held at the regular Annual Meeting of the Academy.

SECTION 5: SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held whenever called by the Chairman or any Director, at such time and place as may be specified in the Notice. The Secretary shall send all notices.

SECTION 6: REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the registered office of the Academy or as otherwise designated by the President.

SECTION 7: NOTICE OF MEETINGS

Notice of the time and place of each annual and special meetings of the Board of Directors shall be given by mail, telephone or electronically at least three days prior to the time of holding the meeting. If mailed, such notice shall be deemed to be given at the time that the same shall be mailed. Neither the business to be transacted at, nor the purpose of, any special or regular meetings of the Board need be specified in the notice of such meeting. Notice may be waived as provided.

SECTION 8: WAIVER OF NOTICE

Notice of the time, place, or purpose of any meeting of the Board of Directors, may be waived in writing or electronically before or after such meeting has been held. The presence of a Director at a meeting shall constitute waiver of notice.

SECTION 9: VIRTUAL MEETINGS OF THE BOARD

Officers may participate in a meeting of the Board of Directors through the use of virtual meetings by which all persons participating in the meeting can hear each other or read each other's words provided that all participants in the meeting are advised of the use of such equipment and that the names of all participants in the conference are disclosed to all the participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting of the Board. Members of the Board of Directors may likewise participate in a meeting of the Board of Directors using computer on-line communication. A vote held during a computer-generated meeting will be considered a roll call voice vote and treated as such. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting of the Board.

SECTION 10: QUORUM OF DIRECTORS

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and except as otherwise provided in the Articles or By-Laws. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

SECTION 11: ACTION BY UNANIMOUS CONSENT WITHOUT MEETING

Unless otherwise restricted by the Articles of Incorporation of these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action being effective a unanimous email is received from all board members.

SECTION 12: DISSENTS

A Director who is present at a meeting of the Board, at which action on a corporate matter is taken, is presumed to have concurred in that action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to the action with the person acting as Secretary of the meeting before or promptly after the adjournment. The right to dissent does not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board at which any such action is taken is presumed to; have concurred in the action unless he or she files his or her dissent with the Secretary of the Corporation within a reasonable time after he or she has knowledge of the action.

SECTION 13: COMPENSATION OF THE BOARD

Directors shall serve without compensation, but Directors may be reimbursed for direct expenses, as agreed upon by a vote of a quorum of the Directors.

ARTICLE IV – OFFICERS

SECTION 1: TERM, REMOVAL, VACANCIES

The Officers of the Academy shall be a President, a President-elect, a Secretary, a Treasurer, a Past President, or such other Officers as the Board may deem necessary, who shall be elected in a timely fashion by the Board of Directors at its annual meeting. The term of all Officers shall be two (2) years. The dismissal of an Officer, the appointment of any additional Officers, and the change of an Officer to a different office may be made by the Board of Directors at any later meeting. Each Officer shall hold office at the pleasure of the Board and may be removed at any time by a two-thirds vote by the Board. No officer may hold more than one (1) office and the Officer shall execute, acknowledge, or verify an office in more than one capacity unless a temporary vacancy occurs. A vacancy in any office of the Academy may be filled by the Board for the unexpired portion of the term. An Officer serving a two (2) year term on the Board of Directors is ineligible for another office until their term has expired. However, an officer is eligible for nomination to another office in the same year their current term expires. Members of the Executive Board may not be chairpersons of the Exam, Maintenance of Credentials, or Credentials Committee.

SECTION 2: CHAIRMAN OF THE BOARD

The President shall act as Chairman of the Board shall be the Chief Executive Officer of the Corporation, and shall preside at all meetings of the Board of Directors at which he/she is present. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and he or she shall have the general powers of supervision and management usually vested in the chief executive office of a Corporation, including the authority to vote all securities of other Corporation and business organizations which are held by the Corporation.

SECTION 3: PRESIDENT-ELECT

The President-elect, in the incapacity of the President, shall perform all duties of the President, and shall perform such other duties and have such other powers within the scope of the office of President as the President of the Board of Directors may from time to time prescribe. The President-elect shall serve as Chairman of the Education and Programs Committee.

SECTION 4: PAST PRESIDENT

The immediate past president is an officer of the board.

SECTION 5: SECRETARY

The Secretary shall keep a record of all meetings of members of the Corporation and the Board of Directors of the Corporation, shall be responsible for the maintenance of a list of the entire membership, and in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or the Board of Directors.

SECTION 6: TREASURER

The Treasurer shall have charge of the corporation's funds, keep full and accurate accounts of its finances, and present a written annual report of the same. The Treasurer shall perform such other duties and have such other powers as the President of the Board of Directors may from time to time prescribe.

SECTION 7: DIRECTORS AT LARGE

The Directors at Large shall act as spokespersons of the AVDT and shall help serve on all elected committees.

SECTION 8: SALARIES

The Officers shall serve without compensation, but Officers may be reimbursed for their direct expenses.

ARTICLE V - COMMITTEES

SECTION I: EXECUTIVE COMMITTEE

The Board, at its discrimination, may appoint an Executive Committee that shall serve only in an advisory capacity to the Board. The Executive Committee shall serve at the will of and may have its membership changed at any time by the Board. Members of the Executive Committee shall be comprised only of Officers and shall consist of any number of Officers as directed by the Board.

ARTICLE VI - FINANCES

SECTION 1: CHECKS, DRAFTS, ETC

All checks, drafts, and orders for payment or money shall be signed in the name of the Corporation by such Officers or agents as the Board of Directors shall designate from time to time for that purpose.

SECTION 2: CONTRACTS, CONVEYANCES, ETC.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing Officers, the President, or the President-elect, and the Secretary or Treasurer may execute the same in the name and on behalf of this Corporation and may affix the corporate seal. The Board of Directors shall have power to designate the Officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

ARTICLE VII – FISCAL YEAR

The Fiscal year of the Academy shall be January 1st through December 31st.

ARTICLE VIII – INDEMNIFICATION OF OFFICERS

SECTION 1: EXPENSES, JUDGEMENTS, FINES, SETTLEMENTS, PLEAS OF NOLO CONTENDERE, GENERAL

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending, or completed action, suit, or other proceeding whether civil, criminal, administrative, or investigative, and whether formal or informal, (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise (whether for profit or not), against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit, or proceeding judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent does not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation or its shareholders and with respect to a criminal action or proceeding had reasonable grounds to believe his or her conduct was unlawful.

SECTION 2: EXPENSES INCURRED IN DEFENSE OF SETTLEMENT OF LITIGATION BY OR IN THE RIGHT OF THE CORPORATION

The Corporation shall indemnify any person who was or is threatened to be, make a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise (whether for profit or not), against expenses, including actual and reasonable attorney's fees and amounts paid in settlement incurred by the person in connection with the action or the suit, if the persons acted in good faith and in a manner that person reasonably believed to be in, or not opposed to, the best interests of the Corporation or its shareholders. Indemnification, however, shall not be made for a claim, issue, or matter in which the person to be indemnified has been found liable to the Corporation, unless, and only to the extent the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably, entitled to indemnification for the expenses which the court considered proper.

SECTION 3: SUCCESS ON MERITS IN DEFENSE OF LITIGATION

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- A. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in the defense of an action, suit, or proceeding referred to in Section 1 or 2 above, or in defense of a claim, issue, or matter in the action, suit, or proceeding, he or she shall be indemnified against expense, including actual and reasonable attorney's fee, incurred by him or her in connection with the action, suit or proceeding, and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this subsection.
- B. An indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. This determination shall be made in any of the following ways:
 - 1. By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to the action, suit, or proceeding.
 - 2. If the quorum described in Subdivision 1 above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - 3. By independent legal counsel in a written opinion.
 - 4. By the shareholders or members.
- C. If a person is entitled to indemnification under Section 1 or 2 above for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 4: PAYMENT OF EXPENSES IN ADVANCE OF FINAL DISPOSITION OF PROCEEDINGS

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but not be secured.

SECTION 5: EXTENT OF INDEMNIFICATION

- A. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person may be entitled under the Articles of Incorporation or a contractual agreement. The total amount of expenses advanced or indemnified from all sources combined, however, shall not exceed the amount of actual expenses incurred by the person.
- B. The indemnification provided for in the Article shall continue as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

SECTION 6: INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether the Corporation would have had the power to indemnify him or her against such liability under the provisions of the Section.

SECTION 7: CONSOLIDATION, MERGER, ETC.

For purposes of this Article the term "corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, (whether for profit or not) shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation in

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the same capacity.

ARTICLE IX - SEVERABILITY

SECTION 1: SEVERABILITY

Each of the provisions of these By-laws shall be considered a separate and severable provision so that if any provision is deemed or declared to be invalid or unenforceable, such determination shall have no effect on the validity or enforceability of any of the other provisions.

SECTION 2: PREEMPTION OF LAWS

If a State or Federal law makes invalid any of the provisions of these By-laws, or requires more notice than provided, or create rights, and procedures not provided or inconsistent, the law shall be applied and preempt these By-laws to that extent, but all other provisions of the By-laws shall continue in full force and effect.

ARTICLE X - AMENDMENTS

SECTION 1: BY BOARD OF DIRECTORS

The Board of Directors may, at any meeting, amend, alter or repeal any of these By-laws by the affirmative vote of the majority of the number of Directors then constituting the whole Board, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, or by unanimous vote of all the Directors without such notice.

SECTION 2: BY MEMBERS

The members may, at any meeting, amend, alter or repeal any of these By-laws by the affirmative vote of the majority of the members constituting a quorum, provided the substance of the proposed member shall have been stated in the notice of the meeting or by unanimous vote of all the Directors without such notice.