



AMERICAN COCHLEAR IMPLANT ALLIANCE

Research. Advocacy. Awareness.

American Cochlear Implant (ACI) Alliance Foundation Bylaws

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AMERICAN COCHLEAR IMPLANT (ACI) ALLIANCE FOUNDATION

BYLAWS

ARTICLE 1

Purposes

Section 1.1. Purposes. American Cochlear Implant Alliance Foundation (“ACIA”) is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and to carry on activities in furtherance of such purposes. More specifically, ACIA is organized exclusively to advance access to the gift of hearing provided by cochlear implantation through research, advocacy and awareness with the overall objective of eliminating barriers to cochlear implantation, and increasing awareness as a treatment option, and, thereby improving the public health. The American Cochlear Implant Alliance Foundation shall also be known as the ACI Alliance and may use such marks for trademark purposes.

Section 1.2. Inurement of Income. No part of the net earnings of ACIA shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that ACIA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.3 Lobbying in the Public Interest. In accordance with the 1976 Tax Reform Act and any subsequent updates thereto, the ACIA shall adhere to the Expenditure Test when carrying out the Congressionally encouraged activities of 501(c)(3) nonprofit organizations in appropriately educating and informing policymakers in matters of pending or existing legislation or regulations. As called for, the ACIA will make a proper election under Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law). ACIA shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

[MOVED TO END OF BYLAWS] ARTICLE 2

Powers

Except as provided otherwise by the Articles of Incorporation or by these Bylaws, ACIA shall have all the powers of a corporation organized under the Delaware General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 3

Members

Section 3.1. Classification of Members. ACIA shall have two classifications of members; voting and non-voting.

Section 3.2. Members Eligible to Vote. (a) Only members in good standing are eligible to vote. Corporate members have no voting rights nor are they eligible to hold office.

(b) With the exception of election of the Directors as defined in Section 5.3 of these bylaws, any provision of law requiring notice to, the presence of, or the vote, consent, or other action by members of a corporation organized under the Delaware General Not For Profit Corporation Act of 1986, as amended, shall be satisfied by notice to, the presence of, or the vote, consent, or other action of the Board of Directors.

(c) Members shall be eligible to receive ACIA informational materials, shall be encouraged to actively support ACIA purposes, shall pay annual dues and shall have additional privileges and obligations as determined from time-to-time by the Board of Directors.

ARTICLE 4

Board of Directors

Section 4.1. Duties and Powers. The Board of Directors shall exercise all corporate powers and manage the business and affairs of ACIA, except as otherwise provided by law, ACIA's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing ACIA shall include, but not be limited to, the following:

(a) To establish the mission, develop a strategic direction for the organization and oversee the carrying out of activities under that strategic direction, as proposed by ACIA's Board of Directors, Executive Director, Members and Volunteers;

(b) To ensure that appropriate policies have been developed, adopted by the Board of Directors, and implemented by ACIA to carry out its mission;

(c) To hire, establish compensation, set out expectations, conduct annual performance reviews, and if necessary terminate the ACIA Executive Director. (d) To advocate the mission, values, accomplishments, and goals of ACIA to Members and to the public at large;

(d) To determine, monitor, and strengthen programs that are central to the mission of ACIA;

(e) To ensure the financial viability of the organization and exercise fiduciary responsibility including fiscal policy, budget authorization and oversight;

(f) To be ambassadors on behalf of the organization and to make a commitment to financial and fundraising support;

(g) To recruit, orient, and evaluate the Directors and Officers of the Board of Directors.

Section 4.2. Number and Qualifications. (a) The Board of Directors shall consist of between seven and fifteen individuals.

(b) The number of directors may be fixed at any number not fewer than seven and not greater than eighteen.

(c) Directors need not be residents of Delaware.

(d) Directors shall be at least eighteen years of age.. Spouses and immediate family members shall not serve at the same time.

Section 4.3. Election and Tenure. (a) Directors shall be elected by vote of the eligible membership. Each director shall be elected for a two-year term. Nothing contained herein shall prevent a director from being re-nominated and re-elected to the Board of Directors of ACIA provided that no director may serve more than three (3) consecutive two-year terms.

(b) The Board may also determine to elect a director for a term of one or two years in order to maintain staggered terms on the Board.

(c) A director's term may be extended so that it is contemporaneous with his or her term as an officer, so long as he or she became an officer prior to the expiration of his or her third two-year term.

(d) Elections shall take place at the annual meeting of the membership and will be based on the slate of directors presented by the nominating committee. Each director shall be elected by a majority vote of the membership present, in person, who are eligible to vote at the Annual Meeting at which a quorum is present. If the election of directors shall not be held at the annual meeting, such election shall be held as soon thereafter as is reasonably practicable and may be held via electronic transmission if the board so votes to do so. The term of each director shall begin upon their election at the annual meeting of the Board of Directors, or upon such date as is specified by the Board of Directors in its election of a director. Each director shall hold office until the director's term expires and/or until a successor has been elected and qualified, or until such director's earlier death, resignation or removal in the manner hereinafter provided.

Section 4.4. Resignation and Removal. (a) A director may resign at any time by written notice delivered to the Chair of the Board of Directors.. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

(b) The Board of Directors may remove one or more directors, with or without cause, whenever in its judgment the best interests of ACIA would be served thereby. A director may be removed by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present; provided that, written notice of the proposed removal shall have been delivered to all directors at least twenty days prior to such meeting.

Section 4.5. Vacancies. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, may be filled by appointment by the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office..

Section 4.6. Regular Meetings. At least four (4) regular meetings inclusive of the Annual Meeting of the Board of Directors, shall be held during each year. Notice of regular meetings of the Board of Directors of ACIA shall be given to each director a minimum of fourteen (14) days prior to the date named for such meeting. The time and place shall be determined by resolution of the Board of Directors for these meetings and for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.7. Attendance in Person and via Distance Technology. Directors are expected to be present for the ACIA's two (2) in-person meetings of the Board of Directors each year. In addition to in-person meetings, directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance at the meeting of the person or persons so participating.

Section 4.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors. At least two (2) days' notice of special meetings shall be given.

Section 4.9. Notice of Meetings. (a) Except Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of a telephonic or video conference and at least fourteen(14) days in advance of a meeting in a physical location by electronic notice delivered to each director.

(b) The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors will be specified in the notice of such meeting.

Section 4.10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting; provided that, if less than a majority of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice.

Section 4.11. Actions at and Without a Meeting. (a) Each director shall be entitled to one vote. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. In the case of a tie vote, the position taken by the presiding officer shall determine the action of the Board.

(b) Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any other vote which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if it is conducted via either electronic transmission or in writing setting forth the action and shall be.

(c) Meetings of the Board of Directors of ACIA may be closed by going into Executive Session at which time only voting directors and such other persons who are specifically approved to be in attendance may attend. The decision to go into Executive Session shall be made by a majority vote of the directors present, in person or attending via distance technology.

Section 4.12. Proxy Prohibited, Presumption of Assent. (a) No director may act by proxy on any matter.

(b) A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such director's dissent or abstention is entered in the minutes of the meeting or unless such director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 4.13. Electronic Transmission. For purposes of these Bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by the recipient thereof, and that may be directly reproduced in paper form.

Section 4.14. Compensation; Reimbursement. No director shall receive any payment for services as a director. Directors may be eligible for reimbursement for expenses incurred in connection with his or her service as a director as determined by policies adopted by the Board.

Section 4.15. Responsibilities and Requirements. In each year, a director must be a member of the ACIA and:

(a) Attend and provide input during at least three (3) of four (4) regularly scheduled board meetings, proactively contributing ideas, initiatives and oversight for the advancement of ACIA.

(b) Actively engage in at least one leadership activity through either chairmanship of a committee or serving on a committee as an active working member.

(c) Annually sign code of ethics and other governance disclosure documents.

Section 4.16. Interested Directors and Conflict of Interest.

(a) A director who is directly or indirectly a party to a transaction with ACIA (an "interested director") shall declare a conflict of interest and abide by conflict of interest policies as adopted by the Board of Directors.

(b) All officers and directors of ACIA and all paid employees thereof shall scrupulously avoid any conflict between their own individual interests and the interest of ACIA

and any and all actions taken by them. Any possible conflict of interest on the part of such person or persons shall be disclosed in full detail to the Board of Directors of ACIA and such person or persons shall abstain from voting or otherwise attempting to influence the decisions on such matters. The disclosure shall be made a matter of record within the minutes of the appropriate meeting as well as the abstention from voting. This policy shall not prevent such persons however, from stating his, her or their position on such matter nor from answering pertinent questions and inquiries relating thereto.

(c) The presence of an interested director may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present, but may not be counted when action is taken on the transaction.

ARTICLE 5

Executive Director of ACIA

The Board of Directors of ACIA shall employ an Executive Director of ACIA for such period of time and upon such terms and conditions as the Board of Directors of ACIA may determine. The Executive Director shall consult with the Chair of the Board and/or Vice Chair of the Board on the affairs of ACIA, shall be responsible for the supervision and management of the day to day overall operations of ACIA and shall make all necessary decisions to perform such duties. The Executive Director shall attend all meetings of the Board of Directors of ACIA and shall be a non-voting, ex-officio member of the Board and all regular and special committees.

The Executive Director shall report to the Chair of the Board and shall be responsible and accountable to the Board of Directors.

The Executive Director shall supervise any ACIA staff, consultants or vendors and shall have final authority to employ and to discharge from ACIA upon consultation with the Chair or Vice Chair of the Board of ACIA.

The Executive Director shall carry out the routine programmatic and financial business of the organization under policies approved by the Board of Directors.

ARTICLE 6

Officers

Section 6.1. Enumeration. The principal officers of ACIA shall be a Chair of the Board, Vice Chair of the Board, , Secretary, Treasurer, and such other officers or assistant officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. No more than one office may be held by the same person with the exception of Chair-Elect if such office is determined by the Board of Directors.

Section 6.2. Election and Term of Office. The Chair of the Board of ACIA shall be elected at the Annual Meeting by the membership. Notice of the meeting at which the Chair

of the Board is to be elected shall contain the name of the nominee for Chair of the Board as presented by the Nominating Committee. All other officers of ACIA shall be determined by the newly constituted Board of Directors of ACIA.

(a) No person serving as Chair of the Nominating Committee at any time during the fiscal year in which a Chair of the Board is to be elected shall be eligible to be nominated or elected Chair of the Board.

(b) Officers shall each hold office for a one (1) year term which is renewable for a maximum of three (3) years.

(c) Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors and by the Board of Directors.

Section 6.3. Resignation, Removal and Vacancies.

(a) An officer may resign at any time by written notice delivered to the Board of Directors or the Chair.. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

(b) The Board of Directors may remove one or more officers, with or without cause, whenever in its judgment the best interests of ACIA would be served thereby.

Section 6.4. Chair of the Board.

(a) The Chair of the Board of Directors shall work with Executive Director to develop agendas for meetings of the Board and shall preside at all meetings of the Board of Directors of ACIA and the Executive Committee. The Chair may make and sign in the name of ACIA such contracts and agreements which arise in the ordinary course of the business of ACIA and other contracts, obligations and instructions when authorized by the Board of Directors of ACIA. The Chair shall also have such other duties as may be assigned, from time to time, by the Board of Directors of ACIA, and shall be an ex-officio member of all Regular Committees and/or Special Committees of ACIA with the exception of the Nominating Committee on which the Chair must serve as an active committee member.

(b) The Chair of the Board shall officially appoint all Committee Chairs representing ACIA. The Chair of the Board shall seek input on such appointments from the Vice Chair of the ACIA Board, other appropriate ACIA members and board members. committee(s). The Chair of the Board of ACIA shall inform the Board of all such appointments.

(e) The Chair of the Board shall be responsible for the annual evaluation of the Executive Director and will seek input from all members of the ACIA Board of Directors prior to addressing. The Executive Committee shall establish the standard for such evaluation. Compensation of the Executive Director will be reviewed by the Treasurer with recommendation to the Board of Directors and for board approval. The Chair and Vice Chair of the Board will together discuss final review and decision of the Board regarding evaluation and compensation directly with the Executive Director.

Section 6.5. Vice Chair of the Board.

The Vice Chair of the Board works closely with the Chair of the Board and Executive Director of the ACIA. The Vice Chair shall be responsible for learning the specific powers and duties of the Chair of the Board necessary to preside at all Board meetings. If called upon to preside, the Vice Chair shall exercise this responsibility in such a manner that does not interfere with the powers and duties of the Chair of the Board. The Vice Chair will be a member of the ACIA Board of Directors and shall, upon assuming office, become a member of the Executive Committee of the Board.

However, in the event the Chair of the Board due to his/her resignation, death or inability to serve, can no longer serve as Chair of the Board, then the Nominating Committee shall nominate a successor. The ACIA Board shall, at a regular or special meeting, elect such nominee or request additional nominees, from which to elect a successor to fulfill the unexpired term. In the case of a Chair-Elect already serving, the Nominating Committee will nominate the Chair-Elect as the successor.

Section 6.6. Chair-Elect.

The Chair-Elect is a position the ACIA Board of Directors has the option to fill or not and may be held simultaneously by the Vice-Chair or other officer or member of the Board of Directors. The position is to be used for leadership succession planning purposes with the individual recommended by the Nominating Committee. The Chair-Elect will be “mentored” by the Chair of the Board and shall be responsible for learning the specific powers and duties of the Chair of the Board in order to effectively assume all responsibilities upon election as such.

Section 6.7. Chair of Membership.

- (a) The Chair of Membership will lead the Membership Committee of the Board of Directors in defining responsibilities and supporting members of the Board of Directors in identifying and reaching out to prospective members. Additionally, the Chair of Membership shall support the Executive Director in his or her responsibilities to develop the organization’s membership strategy and present to the Board of the ACIA for approval, and
- (b) Implementation of the membership strategy determined by and approved by the Board of ACIA, and
- (c) Welcome new members, build relationships to ensure members are receiving defined membership benefits and participating in the work of the organization as they so desire and ensure all members are in good standing through payment of membership fees.

Section 6.8. Treasurer. The Treasurer shall be the chief financial officer of ACIA. In accordance with this office, the Treasurer shall oversee the organization’s finances by reviewing monthly and year end financials, reviewing the budget, reviewing suggested changes in the budget and participating in the Audit. The Treasurer will further act in accordance with

policies set out by the Board of Directors. Day to day management of the organization's finances is delegated to the Executive Director including, but not limited to:

(a) Have charge and custody of and be responsible for all the funds and securities of ACIA.

(b) Oversee the receipt and distribution of receipts for moneys due and payable to ACIA from any source whatsoever and deposit all such moneys in the name of ACIA in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws.

(c) Disburse the funds of ACIA with review by qualified accountant. Expenditures above a ceiling amount as determined by the Board of Directors and monies paid to the Executive Director shall be approved by the Treasurer, Chairman or other delegated board member.

(d) Render to the Board of Directors Executive Director, upon request, an account of all transactions as Treasurer and on the financial condition of ACIA.

(e) In conjunction with the Chair of the Board, Vice Chairman of the Board Executive Director, develop the budget for the upcoming year.

(f) Facilitate a yearly independent audit of ACIA's finances.

(g) Assume the role of Chair of the Finance Committee (if the board chooses to name such).

(h) Perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Directors including review and recommendation to Board of Directors of staff Executive Director's annual compensation.

(i) If required by the Board of Directors, give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and the restoration to ACIA, in case of such Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to ACIA.

Section 6.9. The Secretary.

(a) The Secretary shall act in accordance with oversight policies set out by the Board of Directors with regard to. Day to day management of correspondence, official minutes and non-financial records of ACIA is delegated to the Executive Director including, but not limited to

(b) Keep and maintain the correspondence, official minutes and non-financial records of ACIA.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be the custodian of the corporate records and the seal of ACIA.

(e) Keep the official register of the names and addresses of each officer, director and committee member of ACIA.

ARTICLE 7

Committees

Section 7.1. Committees of the Board of Directors. (a) The Board of Directors may by resolution create one or more committees of the Board and appoint directors or such other persons as the Board shall designate to serve on the committee(s). Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

(b) Each committee of the Board may have two or more directors as members, and all committee members shall serve at the pleasure of the Board. [All “board” committees, *i.e.*, those that may exercise the authority of the Board of Directors, must have at least two directors and at least a majority of its members *must* be members.]

Section 7.2. Removal of Committee Chairs and Committee Members.

The Board of Directors may remove one or more committee chairman or committee member, with or without cause, whenever in its judgment the best interests of ACIA would be served thereby.

Section 7.3. Action by Committees of the Board. A majority of a committee of the Board of Directors shall constitute a quorum. The act of a majority of committee members present physically or by telephonic, video or other digital communications at a meeting at which a quorum is present shall be the act of the committee. . No member of such committee may act by proxy.

Section 7.4. Executive Committee. (a) The Executive Committee shall be a committee of the Board and shall be composed of the Chair of the Board, the Vice Chair of the Board, the Secretary, and the Treasurer. The Chair shall serve as the chairperson and the Secretary shall serve as the secretary of the Executive Committee. The ACIA Executive Director shall serve as an ex-officio non-voting member of the Executive Committee.

(b) The Executive Committee shall be responsible to and report to the Board, and shall execute the plans, policies, mandates and resolutions of the Board consistent with the mission and the clearly defined field of action established by the Board of Directors.

(c) Except for the power to amend the Articles of Incorporation and Bylaws, the power to remove or fill vacancies of directors or officers, and such other powers as may be reserved to the Board by law, the Executive Committee is authorized to oversee the affairs of ACIA requiring attention between the meetings of the Board and shall have the power to direct the current and ordinary business of ACIA while the Board of Directors is not in session.

(d) The Executive Committee shall maintain minutes of its meetings and the Executive Director shall be responsible for distributing these minutes to the Board of Directors within 10 days of the meeting or as soon thereafter as possible.

Section 7.5. Regular, Advisory, Ad Hoc Committees and/or Working Groups.
The Board of Directors may by resolution create one or more committees or other advisory bodies and appoint persons to such committees or bodies, the majority of whom need not be directors. All committees or bodies shall report regularly to the ACIA Board of Directors and may not act on behalf of ACIA or bind it to any action without prior approval from the ACIA Board of Directors.

Section 7.6. Nominating Committee.

(a) The Chair of the Board of ACIA shall nominate the Chair of the Nominating Committee subject to the approval of a majority of the members of the Board of Directors.

(b) The presence, in person, of a majority of the members of the Nominating Committee shall constitute a quorum.

(c) The Nominating Committee shall have representation of both board and non-board members. Each member of the Nominating Committee shall be recommended by the Chair of the Board in consultation with the Chair of the Nominating Committee and approved by a majority of the members of the Board of Directors of ACIA present, in person, at any regular or special meeting of the Board of Directors of ACIA. If a member of the Nominating Committee is unable to serve for any reason, the Chair of the Board of Directors may nominate a replacement, subject to the approval of the Board of Directors.

(d) The Nominating Committee shall nominate candidates for election to the Board of Directors of ACIA. It shall also present a slate of suggested officers for consideration by the Board of Directors of ACIA.

(e) All deliberations of the Nominating Committee shall be conducted in closed session. However, the Nominating Committee shall have the right to invite non-members of the Nominating Committee to make presentations to aid the Committee in its deliberations.

ARTICLE 8

Corporate Documents, Contracts and Financial Transactions

All corporate documents shall be executed on behalf of ACIA by the Executive Director, with additional signatories as required by external parties and according to any policy that may be enacted by the Board of Directors of ACIA.

Section 8.1. Contracts. The Board of Directors authorizes the Executive Director to enter into contracts and may from time to time authorize other officers to enter into such contracts or execute and deliver any instrument in the name of and on behalf of ACIA, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of ACIA and no evidences of indebtedness shall be issued in the name of ACIA unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by ACIA to a director, officer or staff of ACIA.

Section 8.3. Checks, Drafts, Etc. The Board of Directors designates the ACIA Executive Director as the organization's principal signatory. The Treasurer and Chairman shall also be empowered signatories and act as such as may be required by external parties or according to any policy that may be enacted by the Board of Directors of ACIA.

Section 8.4. Deposits. All funds of ACIA shall be deposited from time to time to the credit of ACIA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.5. Gifts. The Board of Directors may accept on behalf of ACIA any contribution, gift, bequest or devise for the general purposes or for any special purpose of ACIA pursuant to such policies and procedures as may be adopted and from time to time amended by the Board of Directors.

ARTICLE 9

Records

ACIA shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. Such records shall be digital and print as wholly satisfies document retention requirements. All books and records of ACIA may be inspected by any director or any director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

Fiscal Year

The fiscal year of ACIA shall be July 1 to June 30.

ARTICLE 11

Notices

Section 11.1. Manner of Notice. Under the provisions of law, the Articles of Incorporation or these Bylaws, required notice shall be given to any director or member of any committee, as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these Bylaws.

ARTICLE 12

Indemnification and Insurance

Each person who at any time is or shall have been a director, officer, employee or agent of ACIA or is or shall have been serving at the request of ACIA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by ACIA in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Delaware as in effect at the time of adoption of this bylaw or as amended from time to time, and by any subsequent Delaware not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, ACIA may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Delaware as in effect at the time of the adoption of this bylaw or as amended from time to time, and by any subsequent Delaware not for profit corporation law.

ARTICLE 13

Impermissible Activities

Notwithstanding any provision of the Articles of Incorporation of ACIA or any other provision of these Bylaws, ACIA shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

ARTICLE 14

Dissolution

Upon the dissolution of ACIA, the Board of Directors shall pay, satisfy, and discharge, or make provision for the payment, satisfaction, and discharge of, all of the liabilities and obligations of ACIA, and shall return, transfer, or convey any assets held by ACIA upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board shall transfer or convey the remaining assets of ACIA to such organization or

organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine pursuant to a plan of distribution adopted by the Board. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of ACIA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 15

Amendment

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the affirmative vote of two-thirds of the Board of Directors present at a meeting at which a quorum is present. Such action may be taken at a regular or special meeting of the Board of Directors for which written notice of the purpose shall be given.

Adopted: January 10, 2012
Amended: January 13, 2016