

# AMENDED BYLAWS OF THE ABMA

## ARTICLE I - NAME AND LOCATION

The name of the corporation is THE ANIMAL BEHAVIOR MANAGEMENT ALLIANCE (ABMA), a Nevada Non-Profit Corporation, hereafter referred to as "ABMA" or "Corporation" or "Company". The address of the principal office of the ABMA shall initially be 848 N. Rainbow Blvd #5285, Las Vegas, NV 89107, USA. Meetings of Members and Directors shall be held at such places or in such manner as may be designated by the Board of Directors in accordance with these Bylaws. The Board of Directors may change the principal office of the ABMA at any time.

## ARTICLE II - DEFINITIONS

### Section 1.

"Articles" means the Articles of Incorporation of the ABMA as they presently exist and as they may be amended from time to time.

### Section 2.

"Member" shall mean those persons and entities eligible for membership based on the following categories, and subject to the qualifications outlined in ARTICLE VI.

a. Professional. Professional members shall be persons who have been actively participating in the training, husbandry, and/or management of animals, regardless of taxa, for not less than the thirty-six (36) months immediately preceding the date of application. Lifetime Professional members must meet these qualifications at the time of initial membership in this category. Professionals and Lifetime Professionals shall have the right to vote, hold elective office, and chair and serve on committees.

b. Active. Active members shall be persons who have been actively participating in the training, husbandry, and/or management of animals, regardless of taxa, for not less than the twelve (12) months immediately preceding the date of application. Active members shall have the right to vote and to chair and serve on committees. Active members shall not have the right to hold elective office.

c. Emeritus. Emeritus members shall be persons who at one time qualified, or would have qualified, for Professional membership but are now retired or are no longer actively involved in animal behavior management. Emeritus members shall have the right to vote and to chair and serve on committees. Emeritus members shall not have the right to hold elective office.

d. Voting. Voting members shall refer to Professional, Active, and Emeritus members collectively.

e. Associate. Associate members shall be persons who are interested in the objectives of the Corporation and intend to support them. Associate members may serve on committees, but shall not have the right to vote, hold elective office, or chair committees.

f. Organizational. Organizational members shall include, but not be limited to, any commercial, professional, or zoological entities and/or groups that own and/or exhibit animals, regardless of taxa, and are interested in the objectives of the Corporation and intend to support them. Organizational members shall not have the right to vote, hold elective office, or chair or serve on committees.

g. Commercial. Commercial members shall include, but not be limited to, any company or organization that does not own or exhibit animals, but provides a service to those that do. Commercial members shall not have the right to vote, hold elective office, or chair or serve on committees.

h. Complimentary. Complimentary members shall include, but not be limited to, any person, company, organization, or agency, whose membership in the Corporation is deemed significantly beneficial by the Board of Directors. Complimentary members shall not have the right to vote, hold elective office, or chair or serve on committees.

### Section 3.

"Electronic media" means any available electronic media, as technology provides, whether in existence now or to become available in the future, which provides for a printable record of the electronic transmission to be made, and which further provides the date and time of transmission and the name or alias of, or otherwise identifies, the sender. Printed electronic media messages shall be sufficient proof of the consent of a Director or Member, where written consent of the Director or Member is required. Electronic media messages shall be presumed to be from the person identifiable, by name or alias, as the sender of the vote, and shall be afforded the same protections and restrictions given to ballots, consents, waivers and proxy appointments under the provisions of the Nevada Revised Statutes.

### Section 4.

"Participate", where used in the context of electronic media usage, shall mean any action on the part of a Member that indicates that the Member is involved with the electronic media discussion or vote, and includes "participation." Indicia of participation shall include an electronic media notice by the Member to another Member that the first Member is following the electronic media discussion, or actual involvement by the Member in the electronic media discussion or vote.

#### Section 5.

"Cause" means: an intentional act of fraud, embezzlement, theft or any other material violation of law that occurs during or in the course of a Member's membership or employment with the Corporation; intentional damage to company assets; intentional or negligent disclosure of the Company's confidential information contrary to the Company's policies; breach of a Member's obligations under this agreement; intentional breach of any of the Company's policies; the willful and continued failure to substantially perform a Member's duties for the Company (other than as a result of incapacity due to physical or mental illness). For purposes of this definition, an act or a failure to act, shall not be deemed willful or intentional unless it is done, or omitted to be done, by a Member in bad faith or without a reasonable belief that the action or omission was in the best interest of the Company. Failure to meet performance standards or objectives, by itself, does not constitute "Cause". Cause also includes any of the above grounds for dismissal regardless of whether company learns of it before or after terminating an employment agreement.

### ARTICLE III - OBJECTIVES AND PURPOSES

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose for which this Corporation is formed is for scientific and educational purposes within the meaning of Section 501(c)(3) of the International Revenue Code of 1986, as amended.

The objectives of this Corporation shall be:

- a. to promote and advance the profession of animal behavior management;
- b. to promote research on animal behavior, training, enrichment, and husbandry;
- c. to promote wildlife conservation and environmental issues;
- d. to promote high standards of safety and humane treatment in animal behavior management and husbandry; and
- e. to disseminate accurate and scientifically based information about animals and animal behavior management and husbandry.

### ARTICLE IV - NONPARTISAN ACTIVITIES

This Corporation has been formed under the Nevada Nonprofit Public Benefit Corporation Law for the purposes described in ARTICLE III above, and it shall be non-profit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in ARTICLE III above. Notwithstanding the provisions of this Article IV, the Corporation may provide voter education and voter registration drives that include issues specific or in relation to the purposes and objectives of the Corporation. Additionally, political candidates may be invited to speak on issues affecting this Corporation so long as opposing candidates for the same office are invited and given an opportunity to speak or the candidate(s) are speaking in their personal capacity. Nothing in this section precludes the directors or officers of this corporation to participate or express political views in her/his personal capacity.

### ARTICLE V - DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to scientific and/or educational purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to scientific and/or educational purposes, provided that the organization is then dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

## ARTICLE VI - MEMBERSHIP

### Section 1.

**Qualifications.** Membership in ABMA, as well as participation on any committee or election to any office, shall be judged without discrimination of any form, including but not limited to, race, sex, creed, religion, or national origin. Membership shall be limited to the categories of membership defined in Section 1 of ARTICLE II above, subject to the following:

- a. **General Requirements.** Any person, institution, society, related organization, or corporation making proper application and willing to abide by the Bylaws and all other rules and regulations of the Corporation may be considered for and granted membership provided that they meet the requirements set forth in various sections of this ARTICLE VI. The Secretary, who will determine the appropriate classification of membership for the applicant, must review applications for membership. All Members in all classifications may be reviewed periodically to determine if they continue to qualify for their current classification. Suggestion: Upon annual renewal of the membership, the renewal application will be reviewed by the Secretary for compliance with this Article.
- b. **Code of Ethics.** Each Member of the Corporation shall abide at all times with the Code of Ethics of the ABMA from time to time promulgated and adopted by the Corporation.
- c. **Good Standing.** Any entity (other than a natural person) that qualifies as a Member must be in good standing in the State in which it is domiciled and qualified in all respects to act as a Member of the Corporation.
- d. **Complimentary.** Complimentary membership may be conferred on any person, company, organization, or agency by a simple majority vote of the Board of Directors. Complimentary memberships are to be reviewed on a yearly basis and said membership either approved or rejected for the forthcoming year by a simple majority vote of the Board.

### Section 2.

**Dues and Services.** The Board of Directors will determine the dues for each classification of membership as stated in ARTICLE II of the Bylaws. Typically, dues will vary according to membership classification. "Services" may require a member to attend a specified number of meetings and/or impose other duties upon the member. The assignments of voting and office-holding privileges are fixed in ARTICLE II of the Bylaws.

- a. **Payment of Dues.** Membership dues shall be billed and paid on an annual basis.

### Section 3.

**Termination of Membership.** The membership of any Member shall terminate upon the occurrence of any of the following events:

- a. The receipt by the Corporation's Secretary of the Member's written resignation.
- b. The failure of any Member to pay the annual dues within the time limits set by the Corporation's Board of Directors.
- c. Expulsion for cause upon a finding that s/he has conducted him/herself in a manner contrary to the best interest of the Corporation. (See "Cause" definition above)

**1. Procedure for Expulsion.** Following the determination that any Member should be expelled under part 3.c above, the following procedures shall be implemented:

(A.) A written notice shall be sent by mail (prepaid, first-class, or registered) or electronic media to the most recent address or electronic media address of the Member as shown on the Corporation's records setting forth the expulsion and the reasons therefore. Such notice shall be sent at least twenty-one (21) days prior to the proposed effective date of the expulsion. If notice is sent by electronic media, it shall be deemed to be delivered when the transmitting computer displays confirmation of the notice having been sent. A printed copy of the notice, showing the electronic media address to which the notice was sent and the time and date of sending, shall be entered into the file of the member subject to the expulsion proceeding.

(B.) The Member being expelled shall be given an opportunity to be heard, either orally, in writing, or via electronic media, at a hearing to be held not less than five (5) days prior to the effective date of the proposed expulsion. The hearing will be held by a special Member expulsion committee composed of not fewer than three Directors appointed by the President. The notice to the Member of this proposed expulsion shall state the date, time, and place of the hearing on his/her proposed expulsion and the factual basis upon which the proposed expulsion is based.

(C.) Following the hearing, the expulsion committee shall decide by majority vote whether the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

### Section 4.

**Transfer of Membership.** No Member may transfer a membership or any right arising from it whether or not for value or consideration received. All rights of membership cease on the Member's termination or death.

### Section 5.

**Annual Meeting of All Members.** Independent of meetings of Voting Members described in ARTICLE VI below, the Board of Directors will cause to be organized annually a business meeting of all Members conducted for the purpose of sharing and disseminating information relative to the Corporation's objectives.

## ARTICLE VII - MEETINGS OF VOTING MEMBERSHIP

### Section 1.

**Annual Meetings.** The annual meeting of the Voting Members shall be the same date and place as the annual meeting of all Members described in Section 5 of ARTICLE VI of these Bylaws. For purposes of annual and special meeting requirements, a meeting may be held via electronic media, as defined in ARTICLE II, and shall consist of messages and ballots to all Members, whether in the same geographic location or not, in a manner such that each Member has the opportunity to participate during specified hours. The votes allowed at such meetings shall be acceptable only if received within specified hours, as stated in the official notice to all Members, and as evidenced by the time and date of each vote.

### Section 2.

**Special Meetings.** Special meetings of the Voting Members may be called by the Board of Directors upon either (i) the vote or written consent for such a meeting by a majority of a quorum of the Board of Directors, (ii) the written consent of at least four of the elected officers of the Corporation who are also Voting Members, or (iii) at least five percent (5%) of the members demand such a meeting according to the requirements of Nevada Revised Statutes Section 82.336(1)(b). Special meetings may be held according to the provisions of ARTICLE VII, Section 1.

### Section 3.

**Notice of Meetings.** Written notice of each meeting of the Voting Members shall be given by or at the direction of the Board of Directors by sending a copy of such notice, by mail, postage prepaid, or by electronic media, not less than ten (10) nor more than sixty (60) days before such meeting to each Voting Member entitled to vote thereat. The notice shall be addressed to the Member's address or electronic media address last appearing on the books of the Corporation or supplied by such Member for the purpose of notice. The notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the nature of the business to be undertaken.

### Section 4.

**Quorum.** In any vote of the membership taken by mail, electronic media, or at any meeting, a quorum shall be at least ten percent (10%) of the voting membership. For purposes of ensuring a quorum where electronic media is being used for meeting and voting, the Members shall be required to provide electronic media notice of participation at the meeting by at least one electronic media transmission, whether in the form of an announcement that the sender is following the discussion or by actual participation in the discussion or vote. *In the absence of a quorum at a meeting, a majority of the Voting Members present in person or by proxy may transact any other business.*

### Section 5.

**Proxies.** At all meetings of Voting Members, each vote entitled to be cast may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Corporation. Every proxy shall be revocable and shall automatically cease upon attendance by the Voting Member at any meeting, or by participation via electronic media by the Voting Member under circumstances where electronic media is being used for voting or meeting purposes.

### Section 6.

#### Voting.

**a. Eligibility to Vote.** Persons entitled to vote, either by ballot or at any meeting of Members, shall be Voting Members as of the date determined by the Board of Directors, subject to the provisions of the Nevada Nonprofit Corporation Law.

**b. Manner of Casting Votes.** Voting may be by voice or written ballot or proxy, cast in person or sent by mail or electronic media, provided that any election of Directors must be by ballot if demanded by any Voting Member before voting begins.

**c. Only Majority of Voting Members Represented at Meeting Required Unless Otherwise Specified.** If a quorum is present, the affirmative vote of the majority of the Voting Members represented at the meeting entitled to vote and voting on any matter (other than the election of Directors) shall be required for approval unless the vote of a greater number or voting by classes is required by Nevada Nonprofit Corporation Law or by the Articles.

In the event of a tie, the President will cast the deciding vote.

### Section 7.

**Waiver of Notice or Consent by Absent Voting Members.**

a. **Written Waiver or Consent.** The transactions at any meeting of Voting Members, either annual or special, however called or noticed, and whenever held, shall be valid as though taken at a meeting duly held after regular call and notice if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote who was not present in person or by proxy submits a written waiver, or submits a printable electronic media waiver, of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meetings of Members. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

b. **Waiver By Attendance.** Attendance, or participation under the provisions of ARTICLE II, by a person at a meeting shall also constitute a waiver of notice of that meeting except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

#### **Section 8.**

**Action By Written Consent Without A Meeting.** Any action that may be taken at any annual or special meeting of Voting Members may be taken without a meeting and without prior notice if written ballots or printable electronic media ballots are received from a number of Voting Members at least equal to the quorum applicable to a meeting of Voting Members. All such written or printable ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

#### **Section 9.**

Notwithstanding the provisions of this Article VII, once notice has been provided to the Membership in the manner provided in these Bylaws, any Member that fails to respond to such notice will be treated as having given his/her/its waiver of consent to notice and the consent to transact business in their absence. Further, failure to respond to any notice provided herein will be treated as an affirmative vote for all purposes in any voting matter and will be duly recorded as an affirmative vote by the Secretary of the Corporation and kept in the applicable minutes.

### **ARTICLE VIII - BOARD OF DIRECTORS, SELECTION, TERMS OF OFFICE**

#### **Section 1.**

**Number of Directors.** All corporate power shall be exercised by or under the authority of, and the business and the affairs of the Corporation shall be controlled by, the Board of Directors which shall consist of not less than six (6) Members nor more than thirty (30) Members, and a majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.

#### **Section 2.**

**Terms of Office.** Each member of the Board of Directors shall be elected for a term of three (3) years, and one-third of the members shall be elected annually. Notwithstanding the above, at the first organizational meeting of the Board of Directors, all of the members of the Board shall be elected for staggered terms of one, two, or three years. The members of the Board of Directors shall either agree among themselves or draw straws to see which one-third will serve for one year, which one-third will serve for two years, and which one-third will serve for three years.

#### **Section 3.**

**Removal.** The entire Board of Directors may be removed from the Board by the vote of a majority of the Voting Members entitled to vote at an election of Directors. If any one or all Directors are so removed, new Directors may be elected at the same meeting, provided that at least a majority of the Voting Members are present, or participating under the provisions of ARTICLE II, and the notice of the meeting of the Voting Members specifies that there will be an election of Members to the Board of Directors.

#### **Section 4.**

**Compensation.** Directors may receive compensation for services rendered to the ABMA only upon the vote prescribed in ARTICLE X, Section 2. However, Directors may, without such vote, be reimbursed for actual expenses incurred if the Board of Directors approves such payment.

#### **Section 5.**

**Nomination and Election of Directors.**

a. An advisory committee shall make nominations for election to the Board of Directors of the ABMA as defined in ARTICLE X of these Bylaws. The advisory committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Selection of Directors shall be without regard to race, sex, creed, religion or national origin.

b. Nominations other than those made by the advisory committee may be submitted by any Professional or Active

member in good standing in a manner determined in advance by the Chairperson. Nominations received must be accompanied by the written endorsement of at least two Professional members in good standing, one of whom must be employed by an employer other than that of the nominee.

c. Members of the Board of Directors of the Corporation shall be elected via slate with a simple majority of the votes cast, and/or by direct election by the highest number of votes cast. In the event of a tie, the President shall be called upon to cast an additional vote. In such instances the Chairperson of the advisory committee shall contact the President to obtain the vote.

#### Section 6.

**Restrictions on Interested Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such persons. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the ABMA.

### ARTICLE IX - MEETINGS OF BOARD OF DIRECTORS

#### Section 1.

**Place of Meetings; Meetings by Telephone or Electronic Media:** Regular meetings of the Board of Directors may be held at any place within or outside the State of Nevada that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of Nevada that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 1, a regular or special meeting of the Board of Directors may be held at any place consented to in writing, or via printable electronic media message, by all Board Members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, annual, regular or special, may be held by conference telephone or similar communication equipment, or by electronic media, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

#### Section 2.

**Annual Meeting.** Immediately preceding each annual meeting of Voting Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Written or electronic media notice of this meeting, stating date and location, shall be given by or at the direction of the Board of Directors by mailing a copy of such notice, postage prepaid, or by printable electronic media message, not less than ten (10) days nor more than sixty (60) days before such meeting to all Members.

#### Section 3.

**Other Regular Meetings.** Other regular meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the Board of Directors. Written or electronic media notice of such meetings, stating date and location, shall be given by or at the direction of the Board of Directors by mailing a copy of such notice, postage prepaid, or by printable electronic media message, not less than ten (10) days nor more than sixty (60) days before such meeting to all Members.

#### Section 4.

##### Special Meetings.

a. **Authority to Call.** Special meetings of the Board of Directors for any purpose may be called at any time by any member of the Executive board, or any two Directors.

##### b. Notice.

1. **Manner of Giving.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

(i) by personal delivery of written notice;

(ii) by first-class mail, postage paid;

(iii) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director;

(iv) by courier service, charges prepaid;

(v) by telegram, charges prepaid; or

(vi) by electronic media. All such notices shall be given or sent to the Director's address, electronic media address, or telephone number as shown on the records of the Corporation.

2. **Time Requirements.** Notices sent by first-class mail shall be deposited into a United States mailbox at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, courier service, telegraph, or electronic media shall be delivered at least forty-eight (48) hours prior to the time set for the meeting.

**3. Notice Contents.** The notice shall state the time and place of the meeting and the business to be conducted at the meeting. However, it need not specify the place of the meeting if it is to be held in the principal executive office of the Corporation.

**Section 5.**

**Open Meetings.** Regular and special meetings of the Board shall be open to all Members of the Corporation provided, however, those Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board. The Board may, with the approval of a majority of a quorum of the Board, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

**Section 6.**

**Quorum.** A majority of the Directors shall constitute a quorum for the purpose of transacting business. Every act or decision done or made by a majority of the Directors present or participating, under the provisions of ARTICLE II, at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**Section 7.**

**Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a quorum of the Board consent in writing, or via printable electronic media message, to that action. Such action by written or electronic media consent shall have the same force and effect as a unanimous vote of the Board of Directors. Members of the Board of Directors who fail to respond to the notice of such action shall be deemed a consent. However, such Director may, within 30 days of the Board taking the action, file a dissent to the action and the reason for failure to respond. The filed dissent will have no adverse effect on the action(s) so taken. Such written or printed electronic media message consent or consents shall be filed with the minutes of the proceedings of the Board.

**ARTICLE X - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.**

**Powers.**

**a. General Corporate Powers.** Subject to the provisions of the Nevada Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Voting Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

**b. Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- 1. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.**
- 2. Change the principal executive office or the principal business office in the State of Nevada from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Nevada; and designate any place within or outside the State of Nevada for the holding of any Voting Members' meeting or meetings, including annual meetings.**
- 3. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates, if any; and alter the form of the seal and certificate.**
- 4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.**

**c. Annual Report.** The Board shall cause an annual report to be sent, by mail or electronic media, to the Members not later than one hundred eighty (180) days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;**
- (2) The principle changes in the assets and liabilities, including trust funds, during the fiscal year;**
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;**
- (4) The expenses and disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and**
- (5) Any information required to be reported under the Nevada Revised Statutes.**

The annual report shall be accompanied by a report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**d. Select officers of the Corporation;**

e. Fill vacancies on the Board of Directors (except for a vacancy created by the removal of a Director by the Voting Members of the Corporation).

#### **Section 2.**

**Restrictions.** The Board of Directors shall be prohibited from taking any of the following actions, except with the vote or written assent of at least two-thirds (2/3) of the Members of the Board of Directors:

- a. Paying compensation to Members of the Board of Directors or to officers of the Corporation for service performed in the conduct of the Corporation's business; provided, however, that the Board may cause a Member or officer to be reimbursed for expenses incurred in carrying on the business of the Corporation.
- b. Appointment of any persons to the Board of Directors on an interim basis to fill a vacancy on the Board until the position can be filled at a duly held election made by the Voting Members of the Corporation.

#### **Section 3.**

**Executive Committee.** The Executive Committee of the Board as defined in ARTICLE XI of the Bylaws, will act for and on behalf of the Board of Directors between meetings of the Board. The Executive Committee shall have all of the powers of the Board except the power to amend the Bylaws. It shall hold periodic meetings and will be governed by the rules applicable to the Board of Directors generally set forth in these Bylaws in respect to action at meetings and by written consent.

#### **Section 4.**

**Certification of Committees.** From time to time, the Board of Directors will establish rules for the organization, operation, and termination of support committees. At any duly held meeting of the Board of Directors, the Board may certify committees of volunteer Members who meet the requisites for such committees established from time to time by the Board of Directors.

#### **Section 5.**

**Advisory Committees.** The Board of Directors, at its discretion, may establish advisory committees as may be required to carry out the objectives of the corporation, provided, however, that each committee must be under the direction of at least one Director. The Board of Directors shall cause to be published a Committee Guideline Manual, which the Board of Directors may amend by vote as the requirements of the corporation change. Amendments to the Committee Guideline Manual shall not be subject to a vote of the general membership.

#### **Section 6. Committee Requirements.**

- a. Unless otherwise specified in this ARTICLE X, the incoming President shall annually appoint the chairpersons of all committees subject to approval by a simple majority of the Board. Committee chairpersons must be Professional, Active, or Emeritus members in good standing. The President, the Board of Directors, or the committee chairperson may appoint committee members. Any Professional, Active, Emeritus, or Associate member in good standing may serve on committees as stated in ARTICLE II of these Bylaws.
- b. Unless otherwise specified in this ARTICLE X, committees will function in accordance with rules and regulations set forth by the Board of Directors. All committee work is subject to the approval of the Board.

### **ARTICLE XI - OFFICERS AND THEIR DUTIES**

#### **Section 1.**

**Enumeration of Officers.** The offices of the ABMA shall be: President, a President-Elect who will automatically succeed to the office of President, Past President, a Second Vice President who will automatically succeed to the office of First Vice President, Secretary, and Chief Financial Officer. The officers must be members of, and will be elected by, the Board of Directors. No officer may be elected to serve more than two (2) consecutive terms in one office.

#### **Section 2.**

**Executive Committee.** The Executive Committee shall consist of specified officers, decided upon by the Board of Directors, each having been elected and serving terms in the manner described in this ARTICLE XI. The Executive Committee will act for and on behalf of the Board of Directors between meetings of the Board (ARTICLE X, Section 3).

#### **Section 3.**

**Election of Officers.** The election of officers shall be made by the members of the Board of Directors and shall take place at the yearly meeting of the Board of Directors immediately preceding each annual meeting of the Members.

#### **Section 4.**

**Terms.** The President-Elect shall serve a term of one (1) year in that office followed by one (1) year in each of the two



succeeding offices for a total of three (3) years. The Second Vice President shall serve a term of one (1) year followed by a term of one (1) year as First Vice President for a total of two (2) years. The Secretary and the Chief Financial Officer shall each serve a term of two (2) or more years. No officer may be elected by the membership to serve more than two (2) consecutive terms in one office.

#### **Section 5.**

**Special Appointments.** The Board of Directors may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

#### **Section 6.**

**Removal or Resignation.** The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, unless a later time is specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 7.**

**Vacancies.** A vacancy in any office shall be filled as set forth below. The officer appointed to such vacancy shall serve for the remainder of the term of the officer that s/he replaces.

- a. In the event of a vacancy in the office of President, the President-Elect shall become President and the office of President-Elect shall remain vacant until the next regular election.
- b. A vacancy in the office of Secretary, Chief Financial Officer, Vice President, or President-Elect shall be filled by a unanimous vote of the remaining officers of the Executive Committee. The appointees will serve until the next regular election and may stand as candidates for regular terms.
- c. In the event of any vacancy caused by or creating circumstances other than those described, the vacated office may be filled by a unanimous vote of the remaining Members of the Board. The appointee shall serve until the next regular election.

#### **Section 8.**

**Duties.** The officers shall perform the usual duties of their offices and such other duties as are in concert with these Bylaws or as amended.

- a. **President.** The President shall preside at all meetings of Members and the Board of Directors; see that orders and resolutions of the Board are carried out; and sign documents and written instruments on behalf of the Corporation. The President shall be an ex officio member of all committees without the right to vote.
- b. **President-Elect.** The President-Elect shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- c. **Past-President.** The Past-President shall chair the Nominations and Elections Committee.
- d. **First Vice President.** The First Vice President shall act as program chair for the annual conference.
- e. **Second Vice President.** The Second Vice President shall act as apprentice to the First Vice President in the first year of office. The Second Vice President will succeed to the office of First Vice President for the second year of office.
- f. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses; and perform such other duties as may be required by the Board.
- g. **Chief Financial Officer.** The Chief Financial Officer shall receive and deposit in appropriate bank accounts all monies of the ABMA; disburse such funds as directed by resolution of the Board of Directors; and keep proper books of account.

#### **Section 9.**

**Parliamentary Procedure.**

- a. The Board of Directors shall be the final authority in the interpretation of the Bylaws and other rules of the Corporation. Robert's Rules of Order will guide the ABMA in all situations not provided for in the law, its Constitution, Bylaws, or adopted rules.
- b. A parliamentarian may be appointed by the President or any Committee Chairperson to serve in an advisory capacity during any meeting over which they respectively preside.

### **ARTICLE XII - BOOKS AND RECORDS**

A Director or any person who has been a Member of record of the Corporation for at least 6 months, or at least 5 percent of the Members of the Corporation, upon at least 5 days' written demand, is entitled to inspect in person or by agent or attorney, during usual business hours, the Members' ledger or duplicate ledger, whether kept in the registered office or elsewhere and to make copies therefrom. An inspection may be denied to a Member or other person upon the refusal of the Member or other person to furnish to the Corporation an affidavit that the

inspection is not desired for any purpose not relating to his or her interest as a Member. This Article XII will be strictly construed in conformance with NRS 82.181.

The hours and days of the week when an inspection may be made are Monday through Friday (except legal holidays) from 0900 hours to 1500 hours. Each Member requesting copies of documents shall pay the cost of reproducing the copies and all mailing/shipping costs upon receipt thereof. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Corporation, and the physical properties owned or controlled by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents.

## **ARTICLE XIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

### **Section 1.**

**Definitions.** For the purpose of this Article:

- a. "Agent" means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise;
- b. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. "Expense" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship as agent, and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### **Section 2.**

**Successful Defense By Agent.** To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this ARTICLE XIII, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim to the fullest extent provided by law. If an agent either settles any such claim or sustains a judgment rendered against him/her, then the provisions of Sections 3 through 5 of this Article XIII shall determine whether the agent is entitled to indemnification.

**Section 3. Actions Brought By Persons Other Than The ABMA.** Subject to the required findings to be made pursuant to Section 5 below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by or on behalf of this Corporation, or by an officer, Director, or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Nevada Revised Statutes Sections 82.221 and 82.226, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

### **Section 4.**

**Action Brought By Or On Behalf Of ABMA.**

- a. **Claims Settled Out of Court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- b. **Claims and Suits Awarded Against Agent.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that the both the following are met:
  - (1) The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that Section; and
  - (2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

### **Section 5.**

**Determination of Agent's Good Faith Conduct.** The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- a. **Required Standard of Conduct.** The agent seeking reimbursement must be found, in the manner provide below, to

have acted in good faith, in a manner s/he believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner that s/he reasonably believed to be in the best interest of the Corporation or that s/he had reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that this conduct was unlawful.

**b. Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with Paragraph (a.) above shall be made by:

(1.) The Board of Directors by a majority vote of the quorum consisting of Directors who are not parties to the proceeding;

(2.) The affirmative vote (or written consent in accord with ARTICLE VII, Section 8) of a majority of the Voting Members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes constitute a majority of the required quorum); or

(3.) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, regardless of whether the application by the agent, attorney, or other person is opposed by the Corporation.

#### **Section 6.**

**Limitations.** No indemnification or advance shall be made under this ARTICLE XIII, except as provided in Sections 2 or 5(b)(3), in any circumstances when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### **Section 7.**

**Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this ARTICLE XIII.

**Section 8. Contractual Rights of Nondirectors and Nonofficers.** Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

#### **Section 9.**

**Insurance.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such a capacity or arising out of the agent's status as such, regardless of whether the ABMA would have the power to indemnify the agent against that liability under the provisions of this Section.

#### **Section 10.**

**Fiduciaries or Corporation Employee Benefit Plan.** This ARTICLE XIII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this ARTICLE XIII. Nothing contained in this ARTICLE XIII shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

### **ARTICLE XIV - AMENDMENTS**

Amendments to these Bylaws may either be recommended to the membership by a majority vote of the Board of Directors or as a petition signed by no less than ten percent (10%) of the total number of Voting Members. The proposal for an amendment must then be approved by at least two-thirds (2/3) of the total number of Voting Members at which time it shall become effective as an amendment to these Bylaws.

### **ARTICLE XV - LOGOTYPE AND SEAL**

#### **Section 1.**

The Corporation shall have a logotype of such design as the Board of Directors may adopt. The Board of Directors shall determine its use and it shall not be used otherwise.

Section 2.

The Corporation shall have a seal of such design as the Board of Directors may adopt. The Board of Directors shall determine its use and it shall not be used otherwise.

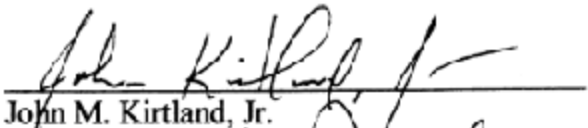
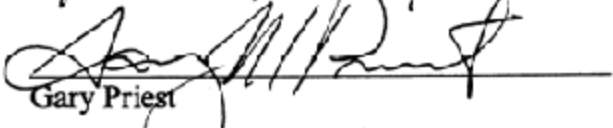
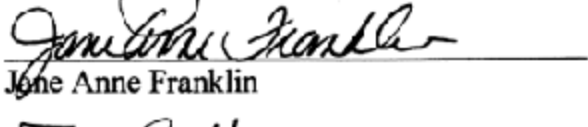
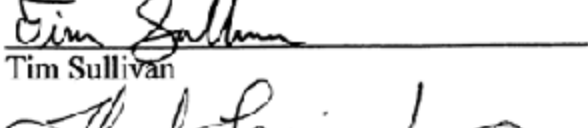
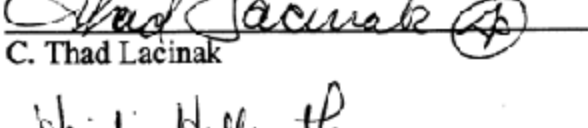
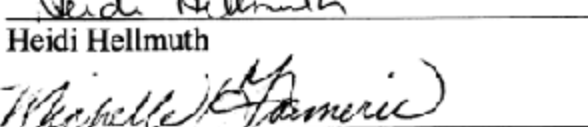
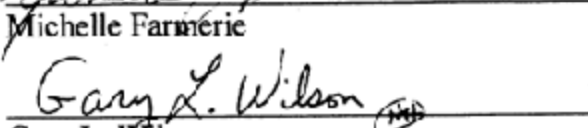
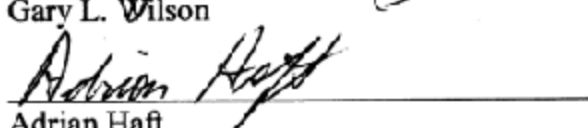
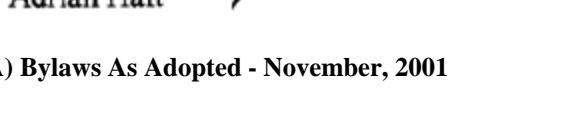
ARTICLE XVI - MISCELLANEOUS

In the case of any conflict between the Articles and these Bylaws, the Articles shall control.

ARTICLE XVII - COUNTERPARTS; SIGNATURES

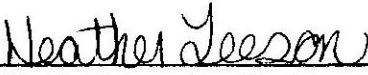
The signature page of these Bylaws may be executed and delivered in any number of counterparts, all of which when executed and delivered shall have the force and effect of an original, except that only the signature page of these bylaws must be returned. Each signature page so returned shall be attached to the original copy and shall become a part of that original. Facsimile signatures shall be acceptable provided that the signature page with the original signature of the Director is mailed to the corporate office for attachment to the original copy of these Bylaws.

IN WITNESS WHEREOF, we, being all of the Directors of THE ANIMAL BEHAVIOR MANAGEMENT ALLIANCE (ABMA), have hereunto set our hands on the day and year set opposite our respective names.

Dated: 26 February 2002	 John M. Kirtland, Jr.
Dated: 2-26-02	 Gary Priest
Dated: February 26, 2002	 Jane Anne Franklin
Dated: 26 February 2002	 Tim Sullivan
Dated: 26 February 2002	 C. Thad Lacinak
Dated: 26 February 2002	 Heidi Hellmuth
Dated: 26 February 2002	 Michelle Farnier
Dated: 2-26-02	 Gary L. Wilson
Dated: 26 February 2002	 Adrian Haft

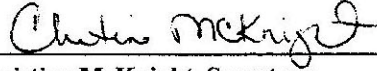
On behalf of the Board of Directors of The Animal Behavior Management Alliance (ABMA), we accept the approved amended bylaws as adopted by the membership- 15 November 2013.

**Dated: 9 December 2013**



**Heather Leeson, President**

**Dated: 4 January 2014**



**Christine McKnight, Secretary**