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## Bylaws of the American Board of Wound Management

### ARTICLE 1

#### **Name, Purposes, Powers, Office and Agent, and Corporate Seal**

SECTION 1.1 Name. The name of this corporation shall be the American Board of Wound Management (the "ABWM").

SECTION 1.2 Purposes. The principal purpose of the ABWM is to stimulate, support and promote advanced wound management through a rigorous credentialing process. To carry out such purpose, the ABWM shall:

- (a) Establish and maintain a national process for certification of qualified individuals as Certified Wound Specialist® ("CWS®"); Certified Wound Care Associate™ ("CWCA®"); and, Certified Wound Specialist Physician ("CWSP");
- (b) Establish and maintain eligibility criteria to determine who may sit for certification examinations;
- (c) Review and act upon applications of qualified health care professionals to determine their eligibility for examination;
- (d) Take such steps as may be advisable for developing, administering, scoring, and analyzing the results of the examinations;
- (e) Issue to candidates successfully completing the certification examination and satisfying other established criteria certificates evidencing their achievement and affording them the right to use the designations "Certified Wound Specialist" and "CWS®;" Certified Wound Care Associate® and ("CWCA®"); and, Certified Wound Specialist Physician and ("CWSP").
- (f) Establish and maintain criteria governing maintenance of certification, including continuing education, re-registration and self-assessment, and recertification examination.
- (g) Establish a code of ethics, responsibility and professional standards for all Certified Wound Specialist®, Certified Wound Care Associate® and, Certified Wound Specialist Physicians.
- (h) Develop and maintain a fair mechanism for denying and revoking eligibility, certification, and recertification, for proper cause;
- (i) Conduct or participate in research into matters relating to certification of wound specialists.

SECTION 1.3 Powers. Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the ABWM shall have all the powers of a corporation organized under the Florida Not For Profit Corporation Act (the "Act"), as amended, and shall have such additional powers as are permitted by any applicable law.

SECTION 1.4 Office and Agent. The ABWM shall have and continuously maintain in the State of Florida a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

SECTION 1.5 Corporate Seal. The corporate seal of the ABWM shall be inscribed "American Board of Wound Management, State of Florida, 1995."

## **ARTICLE 2**

### **Certified Wound Specialist® (CWS®)**

The ABWM shall grant diplomate status to those individuals who successfully pass the National Board Certification Examination for Wound Management Professionals. Such diplomates shall be referred to as "Certified Wound Specialists of the ABWM" and shall be entitled to use the title of Certified Wound Specialist® and the designation CWS®.

### **Certified Wound Care Associate® (CWCA®)**

The ABWM shall grant associate status to those individuals who successfully pass the National Board Certification Examination for Wound Management Associates. Such associates shall be referred to as "Certified Wound Care Associates of the ABWM" and shall be entitled to use the title of Certified Wound Care Associate™ and the designation CWCA®.

### **Certified Wound Specialist Physician® (CWSP®)**

The ABWM shall grant diplomate status to those individuals who successfully pass the National Board Certification Examination for Wound Management Physicians. Such diplomates shall be referred to as "Certified Wound Specialist Physicians of the ABWM" and shall be entitled to use the title of Certified Wound Specialist Physician and the designation CWSP.

## **ARTICLE 3**

### **No Members**

The ABWM shall have no members.

## **ARTICLE 4**

### **Board of Directors**

SECTION 4.1 General Powers and Duties.

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of the ABWM shall be managed under the direction of, its Board of Directors.

(b) The Board of Directors of the ABWM shall have the powers and duties ordinarily delegated to the governing body of a corporation, including the following:

1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the ABWM in order to promote the purposes of the ABWM;
2. To establish general administrative procedures governing the activities of the ABWM and to develop long-term policies to foster the ABWM's growth and development;
3. To transact the general business of the ABWM;
4. To adopt rules and regulations governing certification and recertification of CWSs<sup>®</sup>; CWCAs<sup>®</sup>; and CWSPs;
5. To review and approve all ABWM statements and documents to be released to the public or to be submitted to a body outside of the ABWM;
6. To create and appoint members to committees of the Board of Directors, and to direct and review all activities of committees of the Board of Directors;
7. To conduct ABWM elections;
8. To employ an Executive Director and such other employees as it deems appropriate for a salary and a term of office which it shall determine;
9. To engage legal counsel, accountants, and other professionals to provide services to the ABWM as may be necessary;
10. To represent the ABWM and present the ABWM's views and opinions to the public, to represent the ABWM's various constituencies, and to help maintain good relationships with other medical organizations, allied medical professionals, and the public; and
11. To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.

(c) Each member of the Board of Directors shall have a continuing duty to discharge his or her functions in a manner that the director in good faith believes to be in the best interests of the ABWM. At the annual meeting of the Board of Directors or, if a director is not present at such meeting, as soon thereafter as possible, each director shall sign the ABWM's *Participation Agreement* for the next fiscal year. No director may be seated, receive Board materials, attend any Board meeting or participate in any Board action until such time as an executed copy of such document has been received by the Executive Director of the ABWM.

#### SECTION 4.2 Composition.

(a) The Board of Directors of the ABWM shall consist of eleven (11) voting directors plus the Executive Director, the Chair of the Examinations Committee and the Immediate Past President, each of whom shall serve as an ex-officio non-voting director.

(b) The voting directors shall represent diverse disciplines and shall include one (1) public member.

(c) Use of the term "directors" herein with reference to quorums and to actions by the Board of Directors shall refer only to the voting directors.

#### SECTION 4.3 Qualifications.

(a) Each director, except the public member of the Board of Directors, will be a CWS<sup>®</sup> or a CWCA<sup>®</sup> or a CWSP<sup>®</sup> who has been certified for at least three (3) years prior to election.

(b) At least one of the voting directors must be a CWCA.

SECTION 4.4 Nomination, Election, and Term of Office.

(a) Directors shall be elected by the Board of Directors. No director shall hold office for more than two (2) full consecutive terms.

(b) Directors' terms shall be staggered so that each year no more than three (3) new directors shall be elected; provided that, if one or more vacancies exist on the board because of an increase in the number of directors, additional directors shall be elected to fill such vacancies.

(c) Prior any year where one or more new elected director is to be elected, a call for nominations shall be sent out in January. The President shall appoint a Nominating Committee consisting of three directors. One of these individuals shall have served on the immediately preceding Nominating Committee and shall serve as chairperson of the Nominating Committee; the other two shall not have served on the Nominating Committee previously.

(d) The Nominating Committee shall take office immediately upon appointment and, review the responses to the call for nominations and prepare a slate of candidates. The slate of candidate shall be provided to the Board of Directors no later than fourteen days prior to the Spring meeting of the ABWM Board of Directors.

(e) Elections for new directors shall be held at the Spring meeting of the ABWM Board of Directors. New directors shall be elected 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.

(f) New directors shall be present but shall not vote unless qualified by an office or directorship held prior to the election, at the first meeting of the Board of Directors following his/her election. New directors shall take office immediately following such meeting.

(g) Each director shall hold office until the conclusion of the director's term of office and until a successor has been elected or appointed and qualified, or until such director's earlier death, resignation, or removal in the manner hereinafter provided. A director who has served for two full consecutive terms must be off the Board for at least one full three year term before serving again.

SECTION 4.5 Resignation. A director may resign at any time by written notice delivered to the Board of Directors or to the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

SECTION 4.6 Removal of Directors.

(a) One or more directors may be removed, with or without cause.

(b) A director may be removed only by the affirmative vote of a majority of the directors, at a duly called meeting for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice is delivered to all directors.

(c) Cause for removal may be found where a director fails to attend more than one out of three consecutive meetings, or is otherwise negligent in carrying out his or her obligations to the ABWM.

SECTION 4.7 Vacancies. Except as provided in Section 4.6(c) of these Bylaws, any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall 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 or, if the director is appointed because of an increase in the number of directors, the term of such director shall expire at the next regular election unless otherwise necessary to maintain staggered terms among the Board of Directors.

SECTION 4.8 Regular Meetings. A regular annual meeting of the Board of Directors of the ABWM shall be held without other notice than these Bylaws at a time and place specified in a written notice to each director given in accordance with these Bylaws at least thirty days in advance thereof. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President and shall be called at the request of a majority of the directors.

SECTION 4.10 Notice of Meetings.

(a) Notice of any special meeting of the Board of Directors shall be given in accordance with these Bylaws at least seven days in advance thereof by written notice to each director at the address shown for such director on the records of the ABWM.

(b) Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation, or by these Bylaws.

SECTION 4.11 Quorum. Except as otherwise provided in Section 4.14 of these Bylaws, a majority of the voting directors 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. Withdrawal of directors from meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 4.12 Action at a Meeting. Each director shall be entitled to one vote on each matter. The act of the majority of the directors present at a duly called 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. The presiding officer may vote and, in the case of a tie vote, the position taken by the presiding officer shall determine the action of the Board of Directors.

SECTION 4.13 Proxy Prohibited; Presumption of Assent.

(a) No director may act by proxy on any matter; provided that, directors may act without a meeting pursuant to the procedures set forth in Section 4.15 of these Bylaws.

(b) A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors is conclusively presumed to have assented to the action taken unless (1) the director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or (2) the director votes against or abstains from the action taken.

SECTION 4.14 Attendance by Telephone. Directors may participate in and act at any meeting 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; provided that (a) each director in the Continental United States has received notice of the meeting, and (b) seven (7) voting members shall constitute a quorum for such telephone meeting. Participation in such meeting shall constitute attendance and presence in person at the meeting.

SECTION 4.15 Action By Unanimous Consent Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all voting directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Secretary-Treasurer to be filed in the records of the ABWM. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous meeting vote.

SECTION 4.16 Compensation; Reimbursement. No director shall receive any payment for services as a director, except that a director may be reimbursed for reasonable expenses incurred in connection with his or her service as a director.

SECTION 4.17 Director Conflicts of Interest.

(a) All AAWM directors shall abide by the Conflict of Interest provisions of the ABWM's Participation Agreement.

(b) Directors who are recused from voting on the matter, or recused from participating in deliberations on such matter shall, nevertheless, be counted in determining the presence of a quorum at a meeting at which such matter is considered.

## ARTICLE 5

### Officers

SECTION 5.1 Enumeration. The officers of the ABWM shall be a President, a President-elect, a Secretary, and a Treasurer. 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 person shall hold more than one office during any term.

SECTION 5.2 Election and Term of Office.

(a) The President of the ABWM shall succeed from the office of President-elect, and shall hold office for one term of two years.

(b) The President-elect of the ABWM shall be elected by and from among the Board of Directors of the ABWM at the first Board meeting following the election of directors, shall take office thereupon, and shall hold office for one term of two years.

(c) The Secretary and Treasurer of the ABWM each shall be elected by and from among the Board of Directors of the ABWM at the first Board meeting following the election of directors, shall take office thereupon, shall hold office for a term of two years, and may be elected to one additional two-year term so long as their tenure on the Board does not exceed six consecutive years.

(d) The term of the President and President-Elect of the ABWM may extend beyond that individual's term of service on the Board of Directors. In such circumstances, the individual may complete his/her term as President and/or President-Elect and his/her term on the Board shall be extended to coincide with the remaining term as President and/or President-Elect. Such circumstances shall not change the number of voting members on the Board.

SECTION 5.3 Resignation and Removal.

(a) Any officer may resign at any time by giving notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) One or more officer(s) may be removed, with or without cause. Such officer(s) may be removed by the affirmative vote of two-thirds of the directors present at a meeting of the Board for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more officers named in the notice is delivered to all directors. Only the named officer or officers may be removed at such meeting.

(c) The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 5.4 Vacancies.

(a) A vacancy in the office of President shall be filled by the President-elect, who shall hold office until the next regularly-scheduled election of officers.

(b) A vacancy in any other office shall be filled by appointment of the President, or his or her successor, with the approval of the Board of Directors, and such office shall be held until the next regularly-scheduled election of officers.

SECTION 5.5 Compensation; Reimbursement. No officer shall receive any payment for services as an officer; except that an officer may be reimbursed for reasonable expenses incurred in connection with the officer's service to the ABWM.

SECTION 5.6 President.

(a) The President of the ABWM shall be a Certified Wound Specialist® or a Certified Wound Specialist Physician.

(b) The President shall be the principal executive officer of the ABWM and Chairperson of the Board of Directors. Subject to the directions of the Board of Directors, the President shall in general supervise the Executive Director in conducting the business and affairs of the ABWM, and shall perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors or as may be provided in these Bylaws. The President may sign, alone or with the Treasurer or any other officer or agent of the ABWM authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the ABWM, or shall be required by law to be otherwise executed. The President may vote all securities which the ABWM is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the ABWM by the Board of Directors. When present, the President shall preside at all meetings of the ABWM.

SECTION 5.7 President-elect.

(a) The President-elect of the ABWM shall be a Certified Wound Specialist®.

(b) The President-elect shall assist the President in the performance of his/her duties, and in the President's absence or inability to act, shall perform the duties of the President. The President-elect shall perform such other duties as may be assigned from time to time by the Board of Directors or the President or as may be provided in these Bylaws.

SECTION 5.8 Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the ABWM;
- (b) receive and give receipts for moneys due and payable to the ABWM from any source whatsoever and deposit all such moneys in the name of the ABWM in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws;
- (c) disburse the funds of the ABWM as ordered by the Board of Directors or as otherwise required in the conduct of the business of the ABWM;
- (d) render to the Chair or the Board of Directors of the ABWM, upon request, an account of all transactions as Treasurer and on the financial condition of the ABWM; and
- (e) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board of Directors or the Chair or as may be provided in these Bylaws. If required by the Board of Directors, the Treasurer shall 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 for the restoration to the ABWM, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the ABWM. The Treasurer may delegate his/her administrative duties to the Executive Director.

SECTION 5.9 Secretary. The Secretary shall:

- (a) keep the minutes of meetings of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the ABWM;
- (d) affix the seal of the ABWM or a facsimile thereof, or cause it to be affixed

and, when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the ABWM under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these Bylaws (provided, however, that the Board of Directors or the Chair may give general authority to any other officer to affix the seal of the ABWM and to attest the affixing by his or her signature);

- (e) keep a register of the post office address of each officer and director of the ABWM, which shall be furnished to the Secretary by such officer or director; and
- (f) in general perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Directors or the Chair or as may be provided in these Bylaws. The Secretary may delegate his/her administrative duties to the Executive Director.

## **ARTICLE 6**

### **Committees**

SECTION 6.1 Committees of the Board of Directors.

- (a) The President, with the approval of the Board of Directors, may establish one or more standing or special committees of the Board of Directors and appoint directors to serve on the committee or committees.



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 by law.

(b) A committee shall not:

1. Take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Board of Directors which is still in effect.
2. Approve or recommend to members actions required by law to be approved by members;
3. Fill vacancies on the Board or any committee of the Board; or
4. Adopt, amend or repeal Bylaws.

(c) Each standing or special committee of the Board of Directors shall have two or more directors as members and all committee members shall serve at the discretion of the Board of Directors. Committee members shall be appointed for one (1)-year terms and may serve for up to five (5) full consecutive terms, as set forth in the ABWM Policies and Procedures.

(d) The Board of Directors may by resolution appoint one or more individuals who are not Diplomates of the ABWM to serve, at the discretion of the Board, as advisor(s) to a committee of the Board of Directors. Advisors may, at the discretion of the chairperson of the committee, be present at committee meetings or parts thereof but may not vote.

SECTION 6.2 Action of Committees of the Board of Directors. A majority of a committee of the Board of Directors shall constitute a quorum. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the Board of Directors may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board of Directors shall determine the time and place of committee meetings and the notice required for such meetings.

SECTION 6.3 Executive Committee.

(a) (a) The Executive Committee shall be composed of the President, the President-elect, the Secretary, and the Treasurer. The President shall serve as chairperson of the Executive Committee and the Secretary shall serve as secretary of the Executive Committee.

(b) (b) The Executive Committee shall act upon such matters as may be referred to it during intervals between meetings of the Board of Directors to the extent permitted by law and as specified by the Board of Directors.

(c) (c) The Executive Committee shall, in general, supervise the activities of the Executive Director.

(d) (d) The Secretary shall keep a record of the proceedings of the Executive Committee and shall present such record of proceedings at each Board of Directors meeting.

SECTION 6.4 Standing Committees of the Board of Directors.

(a) In addition to the Executive Committee, the standing committees of the Board of Directors shall include the following:

1. Finance Committee
2. Bylaws and Procedures Committee

(b) The Finance Committee shall be composed of the Treasurer and such other directors as may be appointed by the President. The committee shall meet annually to review the previous year's budget and to plan a new budget for the upcoming year. The new budget shall be submitted to the Board of Directors for approval. The committee also shall study, evaluate, and make recommendations to the Board of Directors regarding the ABWM's financial status.

(c) The Bylaws and Procedures Committee shall be composed of the Secretary, such other directors as may be appointed by the President, and the ABWM's legal counsel who shall serve as an *ex officio* nonvoting member. The committee shall formulate and submit to the Board of Directors wording for proposed amendments to the Articles of Incorporation or to these Bylaws. The committee also shall formulate and submit for approval by the Board of Directors rules and procedures necessary for the operation of the ABWM.

#### SECTION 6.5 Advisory Committees.

(a) The Board of Directors may by resolution create one or more advisory committees and appoint a chairperson of each committee. Upon consultation with the chairperson of each committee, the President shall appoint directors and other Diplomates of the ABWM to serve on the committee. In making such appointments, the President shall make every effort to assure representation of the various constituencies of the ABWM and geographic representation. Advisory committees may not act on behalf of the ABWM or bind it to any action, but may make recommendations to the Board of Directors or to the officers.

(b) The number of members of advisory committees shall be determined by the chairperson of the committee, subject to approval by the Board of Directors; provided that, at least one member of each committee shall be a director, who shall serve as the committee's liaison to the Board of Directors. Committee members shall be appointed for staggered two (2)-year terms and may not serve for more than two full consecutive terms.

(c) Upon the recommendation of the chairperson of an advisory committee, the President may create one or more subcommittees to carry out specific activities of the committee and appoint directors or other Diplomates of the ABWM to serve on each subcommittee. Each subcommittee shall make such reports to the committee as the chairperson may request.

(d) The President may appoint one or more individuals who are not Diplomates of the ABWM to serve, at the pleasure of the Board, as consultant(s) to an advisory committee. Consultants may, at the discretion of the chairperson of the committee, be present at committee meetings or parts thereof but may not vote.

SECTION 6.6 Action of Advisory Committees. A majority of the members of an advisory committee shall constitute a quorum. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of an advisory committee shall determine the time and place of committee meetings and the notice required for such meetings.

## ARTICLE 7

### Employees

SECTION 7.1 Authority. The Board of Directors shall be empowered to employ an Executive Director and such other employees, consultants and agents as it deems necessary to manage the affairs of the ABWM and to carry out its policies and objectives.

SECTION 7.2 Tenure and Compensation. The Board of Directors shall determine the tenure and compensation of such employees, consultants and agents.

SECTION 7.3 Executive Director.

(a) The Executive Director of the ABWM shall be the chief administrative executive of the ABWM office and shall be responsible for the engagement of all other ABWM employees, consultants, and agents.

(b) The Executive Director shall in general conduct the day to day activities of the ABWM under the supervision of the President.

(c) The Executive Director shall cooperate with, advise on, and coordinate the activities of, the ABWM and all ABWM committees. Further specific duties may be prescribed by the Board of Directors or the President.

## ARTICLE 8

### Contracts and Financial Transactions

SECTION 8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the ABWM to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ABWM, and such authority may be general or confined to specific instances.

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

SECTION 8.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the ABWM, shall be signed by such officer or officers, agent or agents of the ABWM and in such manner as shall from time to time be determined by resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors. In the absence of such determination, such instruments may be signed by the Secretary-Treasurer or by the Executive Director at the direction of the Secretary-Treasurer.

SECTION 8.4 Deposits. All funds of the ABWM shall be deposited from time to time to the credit of the ABWM 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 the ABWM any contribution, gift, bequest, or device for the general purposes or for any special purpose of the ABWM, pursuant to guidelines set forth in the Policies and Procedures of the ABWM.

## **ARTICLE 9**

### **Records**

The ABWM shall keep correct and complete books and 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, and shall keep at its registered office or principal office a record giving the names and addresses of its directors, officers, and committee members. All books and records of the ABWM 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 the ABWM shall be the calendar year.

## **ARTICLE 11**

### **Notices**

SECTION 11.1 Manner of Notice. Whenever, under the provisions of law, the Articles of Incorporation, or these Bylaws, any notice is required to be given to any officer or director of the ABWM, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such officer or director at his or her address as it appears on the books of the ABWM, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mail; or such notice may be given in writing, or by electronic communication, or by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of directors or committees of the Board of Directors with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, by the Articles of Incorporation, or by these Bylaws.

SECTION 11.2 Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

## **ARTICLE 12**

### **Rules of Procedure**

All deliberations of the ABWM, its Board of Directors, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when such is not in conflict with the law, the Articles of Incorporation, these Bylaws, or the ABWM's written or long-established policies and procedures.

## **ARTICLE 13**

### **Nondiscrimination**

The ABWM shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

## **ARTICLE 14**

### **Indemnification and Insurance**

SECTION 14.1 Indemnification. Each person who at any time is or shall have been a director, officer, employee, or agent of the ABWM or is or shall have been serving at the request of the ABWM as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the ABWM in accordance with and to the full extent permitted by the Florida Not For Profit Corporation Act, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Florida 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.

SECTION 14.2 Insurance. The ABWM shall purchase and maintain insurance on behalf of the ABWM and its directors, officers, employees, and agents to the full extent permitted by the Florida Not for Profit Corporation Act, as in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Florida not for profit corporation law.

## **ARTICLE 15**

### **Dissolution**

Upon the dissolution of the ABWM, the Board of Directors shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the ABWM, and shall return, transfer, or convey any assets held by the ABWM upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board of Directors shall transfer or convey the remaining assets of the ABWM 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 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 of Directors. 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 the ABWM 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 16

### Amendments

SECTION 16.1 Authority. These Bylaws may be altered, amended, or repealed, or new bylaws adopted, provided that the resulting Bylaws of the ABWM are consistent with the law and the Articles of Incorporation.

SECTION 16.2 Adoption and Immediate Effect.

(a) The affirmative vote of two-thirds of the directors present at a duly called meeting of the Board at which a quorum is present shall cause a proposed amendment to be adopted.

(b) An amendment to these Bylaws shall become effective immediately upon adoption, unless otherwise stated in the proposed amendment.

ADOPTED: May 3, 2004

MOST RECENT AMENDMENT:

May 18, 2012  
October 21, 2011  
December 8, 2010  
September 10, 2010  
April 9, 2010  
September 11, 2009  
December 4, 2008  
September 5, 2008  
March 23, 2007  
September 10, 2005