

**ASSOCIATION OF ESD PROFESSIONALS
4601 FAIRFAX DRIVE
ARLINGTON, VIRGINIA**

**MINUTES OF THE BOARD OF DIRECTORS MEETING
VIA ZOOM VIDEO CONFERENCE
APRIL 2, 2021, 7:30 P.M.**

BOARD MEMBERS:

Julie Harmon	Chair
Magdalena Diaz	Director
Sally Van Wright	Director
Michele Elefante	Director
Michael Peñafiel	Director
Onyemma Obiekea	Director

GUESTS:

Samantha Waterman	Executive Director
Cassidy Civiero	Recording Secretary, Minutes Solutions Inc.

1. CALL TO ORDER

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order at 7:54 p.m. by J. Harmon, acting as Chair.

The Directors outlined their backgrounds and reasons for joining the Board. J. Harmon stated that Directors and Officers insurance would be obtained. The original copies of the incorporation were signed and sent through the proper channels. The goal is to build the Association and provide members something that involves the entire ESD community.

2. CONSENT AGENDA

There were no consent agenda items arising.

3. DISCUSSION OF BYLAWS

The Board made the following amendments to the bylaws annexed as Schedule "A":

Article II. Purposes and Objectives

Section 2. Objectives: The Board agreed to replace "fulfill" with "further" in the first sentence.

Article III. Membership

Section 2. Categories of Membership: The Board discussed the different categories for “Instructor” and “Student”. S. Waterman noted that this distinction is a way to charge less to students; typically, students do not have voting rights. O. Obiekea inquired whether there are issues that students could vote on. S. Waterman responded that it is possible, but she recommended considering this at a future meeting. Membership organizations sometimes even have their own legislatures and delegates to handle these complicated pieces.

M. Peñafiel asked whether “Instructor” covers an instructor in training or if they are considered a student. J. Harmon suggested that, until they are fully certified, they are a student. M. Peñafiel recommended that the bylaws outline this distinction. S. Waterman noted that the Association could undertake reciprocity agreements with other organizations so that people do not have to re-certify in order to be a member.

M. Elefante inquired about individuals who have not been certified in ESD but have been teaching its principles for many years, such as violence prevention instructors.

The Board amended the language under “A) Instructor” to read “...run organizations that teach the principles and tenets of ESD” rather than “...run organizations that teach ESD”. It was agreed that these tenets should be outlined in a supporting document, but not the bylaws themselves.

M. Peñafiel suggested adding “those who can show competency and efficiency in ESD practices” can become members. The Board agreed to state this in the Association’s supporting documents rather than being included in the bylaws.

The Board amended the language under “B) Student” to read “...are studying ESD” rather than “...are studying to become ESD instructors”.

The Board amended the language under “C) Advocate & Supporter” to read “...shall consist of professionals who have an interest in ESD and the purpose and objectives of the Association...” rather than “...shall consist of ESD professionals who have an interest in the purpose and objectives of the Association...”

The Board amended the language under “D) Organization” to read “...or a portion of their organization represents professionals who have an interest in ESD and the purpose and objectives of the Association...” rather than “...or a portion of their organization represents ESD professionals who have an interest in the purpose and objectives of the Association...”

Article V. Membership Meetings

Section 4. Quorum: The Board changed the quorum requirements from 25 members to 30% of voting members.

Article VI. Board of Directors

Section 2. Eligibility: The Board added “Voting members can be elected” to the Bylaws to include advocates, advisors and retired persons. J. Harmon suggested in future that Board consider adding “ad-hoc members” as well.

Section 3. Composition of the Board: The Board removed “In addition, the Chief Executive Officer shall be an ex-officio, non-voting member of the Board”.

Section 15. Gifts: O. Obiekea inquired whether donations would be considered gifts. S. Waterman stated that the Association can accept donations; however, they are not tax deductible and there is no fundraising in a 501C6. The Board agreed to rename Section 15 “Contributions”, as opposed to “Gifts”.

Article VII. Officers of the Board of Directors

Section 3. Eligibility: The Board added that “advocates and supporters” can be elected to the Board.

Section 4. Terms of Office: J. Harmon suggested term limits be added for Directors. The Board replaced “...may not serve consecutive terms in such offices” with “...may only serve as an officer once every two terms”.

Article IX. Chief Executive Officer of Association

S. Waterman removed “ex-officio” from Article IX.

Approval of Bylaws

On a motion made by M. Peñafiel, seconded by S. Van Wright, it was resolved that the Bylaws, a copy of which is attached to these minutes, are unanimously adopted as the Bylaws of the Association, as amended. Motion carried.

4. RESOLUTIONS

Select Board Chair and Secretary

On a motion made by Sally Van Wright, seconded by Michael Peñafiel, it was resolved that each of the following persons shall be, and hereby are, elected to serve as officers of the Board ("Officers"), to hold the following office or offices until the first Annual Meeting of the Board, until the Officer's earlier resignation or removal, or until the Officer's successor is chosen and shall qualify Julie Harmon as Chair, and Sally Van Wright as Secretary. Motion carried.

Articles of Incorporation

S. Waterman stated that the Articles of Incorporation state that the Board is self-perpetuating; however, there will be members at some point. Once there are members, the members will elect the Board and Officers. Therefore, the articles of incorporation should be amended. In the absence of members, the positions can be appointed.

On a motion duly made and seconded, it was resolved to amend the Articles of Incorporation to state that the Association members elect Board Directors and Officers. Motion carried.

Chief Executive Officer

On a motion made by M. Peñafiel, seconded by J. Harmon, it was resolved that the Executive Director shall be the Chief Executive Officer of the Association of ESD Professionals. It was further resolved that the Executive Director shall be Samantha Waterman, and that she shall receive an annual salary of \$120,000 for work performed and to be performed on behalf of the Association beginning March 1, 2021. Motion carried.

General Contracting Authority

On a motion made by J. Harmon, seconded by M. Elefante, it was resolved that the Chief Executive Officer, or the Chair or another director of the Board ("Director") authorized by the Board shall be, and hereby is, authorized to negotiate and enter contracts and to execute and deliver such instruments in the name of and on behalf of the Association. It was further resolved that any contract that commits the Association to make an expenditure of \$25,000 or more must be cosigned by the Chief Executive Officer and the Chair or one (1) other Officer authorized by the Board. Motion carried.

Adoption of Fiscal Year

On a motion made by J. Harmon, seconded by S. Van Wright, it was resolved that the fiscal year of the Association shall be the calendar year. Motion carried.

Further Authorization for Organization

On a motion made by J. Harmon, seconded by M. Diaz, it was resolved that the Chief Executive Officer and, in their absence, the Chair or another Director authorized by the Board shall be, and hereby are, authorized, empowered and directed to take all necessary or appropriate action, including the expenditure of funds, in order to fully and expeditiously complete the organization of the Association. Motion carried.

Authorization for Bank Account

On a motion made by S. Van Wright, seconded by M. Elefante, it was resolved that:

- Chase Bank shall be a depository where the Association's funds are deposited.
- Any checks, drafts or other orders for the payment of money drawn in the name of the Association on any and all bank accounts maintained by the Association of less than \$25,000 need only be signed by the Chief Executive Officer.
- Any checks, drafts or other orders for the payment of money drawn in the name of the Association on any and all bank accounts maintained by the Association of \$25,000 or more must be signed by the Chief Executive Officer and one (1) Officer or other Director authorized by the Board.
- Any notes, agreements or other documents related to the borrowing of money of \$25,000 or more by the Association or the issuance of letters of credit from any bank of \$25,000 or more, must be cosigned by the Chief Executive Officer and one (1) Officer or other Director authorized by the Board.

Motion carried.

Tax Exempt Status

On a motion made by J. Harmon, seconded by M. Elefante, it was resolved that the Chief Executive Officer is authorized to apply for tax exempt status with IRS Form 1024 and Form 8718 under IRS Section 501(c)(6) on behalf of and for the Association. Motion carried.

Business, Worker's Compensation, and Directors & Officers Insurance

On a motion made by J. Harmon, seconded by M. Diaz, it was resolved that the Chief Executive Officer is authorized to secure business insurance, including but not limited to professional liability insurance, cyber, and data breach insurance, for and on behalf of the Association and that the Chief Executive Officer is authorized to secure worker's compensation and directors & officers' insurance for and on behalf of the Association and the Board. Motion carried.

2021 Regular Board Calendar:

On a motion made by S. Van Wright, seconded by M. Diaz, it was resolved that the Regular Board Calendar beginning April 2021 shall be as follows:

- April 2021 (Annual Meeting)
- May 2021
- June 2021
- July 2021
- August 2021
- November 2021

Motion carried.

2022 Regular Board Calendar:

On a motion made by J. Harmon, seconded by M. Diaz, it was resolved that the Regular Board Calendar beginning January 2022 shall be as follows:

- January 2022
- March 2022
- April 2022 (Annual Meeting)
- June 2022
- September 2022
- November 2022

Motion carried.

5. BOARD INFORMATION ITEMS

Town Hall for ESD Coalition: The ESD Coalition is comprised of ESD Global, and the for-profit associations PAVE and POWERxyz. The Coalition is conducting a Town Hall on April 19, 2021 to hear questions and concerns about the associations and Coalition. S. Waterman suggested that the Association remain as independent as possible from the Coalition. She encouraged the Board to attend the Town Hall, although it is not required.

Logo and Website Update: The logo and website are in progress and will be sent to the Board once completed.

Personnel and Administrative Update: There are consultants for the Association. There are no employees yet, except the Executive Director and an intern who will remain with the Association for another month and a half.

Code of Ethics Collaboration: S. Waterman is participating in the FB Self Defense Discussion Group drafting of a code of ethics and when it is completed, S. Waterman will present it to the Board for review, with a recommendation for adoption.

A survey was recently distributed by the FB Self Defense Discussion Group for feedback on the working code of ethics. All ESD practitioners are expected to have integrity and adherence to professionalism.

The code of ethics is an effort by part of the ESD community to ensure consistent values are adhered to. J. Harmon encouraged Directors to join the meetings undertaken by the ESD community (FB Self Defense Discussion Group) which occur on the second Monday of each month at 2:00 p.m. ET.

6. **NEXT MEETING**

The next Board of Directors meeting will be held on April 30, 2021, at 7:30 p.m. EDT.

7. **ADJOURNMENT**

On a motion duly made and carried unanimously, it was agreed that there was no further business of the Association to transact; the meeting was closed at 9:40 p.m.

DISCLAIMER

The above minutes should be used as a summary of the motions passed and issues discussed at the meeting of the members of the Association. This document shall not be considered a verbatim copy of every word spoken at the meeting.

Board Secretary

Date

ByLaws of the Association of ESD Professionals

Unapproved. Prepared for Adoption by the Board on April 2, 2021.

ARTICLE I. NAME, OFFICE, AND REGISTERED AGENT

Section 1. Name & Type of Association. The Association of ESD Professionals (the "Association") is a Virginia nonstock corporation. It has been formed as a nonprofit professional association, a type of business league, to represent and support empowerment self-defense ("ESD") professionals. The purposes of the Association are laid out in Article II.

Section 2. Location. The principal office of the Association is located in the Commonwealth of Virginia at 4601 Fairfax Dr., Suite 1200, Arlington, VA 22203. The Board has the authority to change the principal office from this location to another location. If the Board changes the location of the principal office, the Secretary shall note it opposite this Section or the Board will amend this Section to indicate the new location.

Section 3. Registered Office and Agent. The Association shall have and continuously maintain a registered office and a registered agent in the Commonwealth of Virginia, as required by the Virginia Nonstock Corporation Act (Code of Virginia, Ch. 10, Art. 6, § 13.1-833). The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II. PURPOSE & OBJECTIVES

Section 1. Purpose. The purpose for which the Association is formed to support ESD professionals and to elevate, fortify, and further the goals of the ESD profession (see Article II, Section 2 Objectives, below). In supporting ESD professionals and elevating the profession, the Association will promote high ethical standards and professional development for ESD instructors and other professionals.

Section 2. Objectives. In order to fulfill its purpose, the Association will strive to expand the reach of ESD and to grow public awareness and understanding of ESD; to secure, standardize, and elevate the practice of ESD through ethical guidelines to ensure safety & engender public trust; to standardize and elevate the practice of ESD through a certification program; to elevate the practice of ESD through an accreditation and continuing education program; to enhance ESD's reputation with governments and the public; to build communication networks and foster unity and collaboration among ESD professionals and between ESD professionals and other individuals and organizations in the greater violence-prevention community by multiple means including but not limited to conferences and other events; to pursue collective action and influence via lobbying and advocacy to effect change through legislation and other government acts; to share research & give it real-world impact; and to accomplish the ESD profession's broader goal of establishing ESD as an essential tool for ending the global violence epidemic and advancing racial & social justice.

ARTICLE III. MEMBERSHIP

Section 1. Membership Qualifications. The membership of the Association ("Membership") may be granted to any individual that: (i) meets the criteria set forth in Article III, Sections 2 and 3 for membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Board of Directors may establish. Members fulfilling these requirements are referred to as "Members."

Section 2. Categories of Membership. Membership shall consist of three (3) categories, as provided below. The Board may, from time to time, amend the nature of these categories.

A) Instructor

Instructor Members shall consist of ESD professionals who have an interest in the purpose and objectives of the Association and teach ESD, employ ESD instructors, or run organizations that teach ESD.

B) Student

Student Members shall consist of people who have an interest in the purpose and objectives of the Association and are studying to become ESD instructors.

C) Advocate & Supporter

Advocate & Supporter Members shall consist of ESD professionals who have an interest in the purpose and objectives of the Association and are either 1) retired from ESD practice or 2) involved in the ESD community through ESD-related advocacy, community outreach, journalism, manufacturing, sales, artisanship, or art, or 3) employed by or volunteer for an ESD organization in a non-teaching capacity (excluding those who run ESD organizations).

D) Organization

Organization Members shall consist of organizations whose organization or a portion of their organization represent ESD professionals who have an interest in the purpose and objective of the Association and who meet any additional requirements for Organization Membership as may be imposed by the Board. Each Organization Member shall designate at least one (1) and no more than three (3) representatives (Organization Member Representatives). Each Organization Member Representative is a Voting Member.

Section 3. Application. The Board of Directors shall adopt procedures to facilitate the consideration of applicants for membership in the Association. The Board of Directors shall be the final arbiter, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, of whether individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the Association.

Section 4. Membership Bill of Rights & Voting Rights. All Instructor and Organization Members shall have the right to vote and to be considered for election to the Board of Directors, except as otherwise indicated herein. Methods of voting in Association elections will be determined by the Board, but shall include voting by electronic means.

- A) All Members shall be treated with respect and without discrimination on the basis of race, creed, color, national or ethnic origin, religion, gender or gender identity, sexual orientation, age, or mental or physical disability. This does not preclude the Association from fulfilling its obligation to carry out activities or programs that have as their goal the amelioration of conditions that may restrict Members from full participation in the Association or its activities and programs.
- B) Any Member, including an Organization Member or Organization Member Representative, who believes their rights have been abridged by actions taken by a Board Director, employee of the Association, or any persons under the direction of the Board or Association staff has a right to be heard by the Board of Directors and may seek such remedies as may be established by the Board Conduct Committee.
- C) All Members shall be entitled to serve on Advisory Councils and Task Forces and to attend Association events, including the Annual Meeting.
- D) Members shall be considered to be in good standing with the Association if their dues are paid and if no negative determinations against them have been made by the Conduct Committee.
- E) All Members designated as having voting rights in this Section who are in good standing with the Association shall be considered "Voting Members." Voting Members shall have the right to vote for Board Directors and Officers and on other matters brought by the Board of Directors to Membership for a vote. Each Voting Member shall have one vote. Under no circumstances shall any Member with voting rights have more than one (1) vote. For Organization Members that have two or three Member representatives, each Member representative shall have no more than one (1) vote each.
- F) Instructor and Organization Member Representatives shall have the right to be considered for election to the Board of Directors and to serve as Board Officers, except as otherwise set forth in these Bylaws, but no Organization can have more than one Director on the Board at any given time.

Section 5. Resignation. A Member may resign upon written notice to Association. Any member resigning from the Association shall be responsible for outstanding dues and assessments related to the then-current full fiscal year of the Association. A resigning Member shall not be entitled to the return of any dues or other paid contributions.

Section 6. Termination & Suspension. Membership in the Association may be terminated or suspended for cause. Sufficient cause for such termination or suspension of membership shall be a violation of these Bylaws or any policies, rules, or regulations of the Association. Termination or suspension shall be by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors, provided that a

statement of the charges shall have been emailed and mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel in accordance with procedures adopted by the Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments for a period of three (3) months shall be terminated automatically. In special circumstances such termination may be delayed by the Board of Directors.

Section 7. Action Without a Meeting. Any action which may be taken at any regular or special meeting of Members may be taken without a meeting. Voting Members shall receive a written ballot shall be provided to Members not less than twenty-five (25) and not more than sixty (60) days prior to the ballot return date. Ballots may be sent by electronic transmission by the Association. Responses must include the Voting Member's signature (as required by Va. Code § 13.1-841) and may be returned to the Association by electronic transmission.

ARTICLE IV. MEMBERSHIP DUES

The initial and annual dues for each category of membership shall be determined by the Board of Directors. The time for paying such dues and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors may vote to waive the annual dues and/or assessments for any Member.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the members of the Association ("Annual Meeting") shall be held at such time and place as may be selected by the Board of Directors. The Annual Meeting shall include the installation of Officers and Directors and the transaction of such other business as may properly be brought before the meeting.

Section 2. Special Membership Meetings. Special meetings of Voting Members ("Special Membership Meetings") may be called at the request of the Chair or at the written request of five percent (5%) of the Association's Voting Members (see, VA Code §13.1-839. The time and place for holding Special Membership Meetings shall be determined by the Board of Directors.

Section 3. Notice. Notice of Annual Meetings and Special Membership Meetings shall state the time, date, place, and purpose of the meeting and shall be delivered not less than ten (10) and not more than sixty (60) days prior to the date of such meeting, except that any Membership meeting called to amend the Articles of Incorporation, plan a merger or sale of assets, or act on the dissolution of the Association shall be provided to Members not less than twenty-five (25) and not more than sixty (60) days prior to such Membership meeting (as required by Va. Code § 13.1-842).

Section 4. Quorum. Twenty-five (25) Voting Members of the Association present (either in person or by proxy) at any duly called meeting of Voting Members shall constitute a quorum for elections and the transaction of other business, provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the voting members present (either in person or by proxy) at a duly called meeting of the voting members at which a quorum is present (either in person or by proxy) shall be the act of the members for all matters voted upon by the voting members, unless the act of a greater number is required by these Bylaws or the Articles of Incorporation.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Association (the "Board"), which shall supervise the work of the chief executive officer of the Association ("Chief Executive Officer") and shall exercise general supervision over and direction of the affairs of the Association, determine its policies or changes therein within the limits of these Bylaws, actively promote its purposes, and have discretion in the disbursement of its funds, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Eligibility. Only Instructor and Organization Member Representatives of the Association as provided in Article III, above, shall be eligible for election to the Board of Directors of the Association. The Board shall never be comprised of more than one Director from each Organization Member at any given time (see also, Article III).

Section 3. Composition of the Board. The Board of Directors shall be comprised of no less than five (5) Board Directors, including a Chair, Secretary, and Treasurer. In addition, the Chief Executive Officer shall be an ex-officio, non-voting member of the Board.

Section 4. Initial Board of Directors. The first Board of Directors serving from March 2021 to April 2022 shall be called the "Initial Board of Directors" and its Directors the "Initial Directors." The terms of the Initial Directors and of the Directors seated in 2022 shall be determined by the Board of Directors.

Section 5. Regular Elections and Terms of Office.

- A) In the absence of Members, Board Directors shall vote for their successors. If the Association has Voting Members at the time of the first Annual Meeting in 2022, Directors shall be elected by Voting Members in time for that meeting and for each annual meeting thereafter in accordance with the Board's staggered terms as provided in this Section (see, Virginia Code § 13.1-885(D)). Should the Articles of Incorporation need to be amended in order to comply with this provision, the Board and/or Voting Members shall do so according to Virginia Code § 13.1-885, -886, and -887.
- B) Directors shall serve terms of two (2) years beginning immediately upon election to the Board or as may thereafter be changed from time to time by the Board of Directors, as needed. The Initial Directors and the 2022 Directors shall be exempt from this provision.
- C) Board of Directors elections will be staggered with four (4) seats having elections in even-numbered years beginning in 2022 and three (3) seats having elections in odd-numbered years beginning in 2023. The Initial Board of Directors shall be exempt from this provision.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the Chair or Secretary of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Board. The Secretary of the Board will provide immediate written notice of the resignation to the Association Executive Director.

Section 7. Removal. Any Director may be removed from such office, with or without cause, by a two-thirds ($\frac{2}{3}$) vote of the Voting Members at any regular or special meeting of the Members called expressly for that purpose.

Section 8. Vacancies. Vacancies shall be filled by majority vote of the remaining Directors of the Board for unexpired terms.

Section 9. Regular Meetings. Regular meetings of the Board shall be held six (6) times each year or as necessary at such time, day, and place as shall be designated by the Board ("Regular Board Meetings"). Regular meetings of the Board may take place in person or via video or telephonic conference or by similar electronic means, as determined by the Board and as indicated on a Board calendar. All Regular Meetings conducted in person shall also be accessible via video or telephonic conference or by similar electronic means.

Section 10. Special Meetings. Special meetings of the Board ("Special Board Meetings") may be called as needed at the direction of the Chair or in writing by a majority of the voting Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the Special Board Meeting. Special Board Meetings may take place in person or via video or telephonic conference or by similar electronic means. All meetings conducted in person shall also be accessible via video or telephonic conference or by similar electronic means.

Section 11. Board Calendar & Notice. Notice of the time, day, and place of Regular Meetings of the Board shall be set forth in a Board calendar to be approved annually by the Board at the Annual Meeting or at such other time as deemed necessary by the Board. Regular Board meetings are not required to be noticed, however notice of any changes to the date or time of Regular Board meetings shall be given no less than three (3) days prior to the new date and time of the meeting. Notice of special meetings of the Board shall include the matters to be considered at the special meeting and shall be given no less than three (3) days prior to the special meeting. Attendance and participation at a meeting without objection to notice shall constitute a waiver of notice.

Section 12. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 13. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote via electronic transmission or orally of a majority of the Directors present at any meeting, whether in person or via telephonic or video conference, at which a quorum is present shall be the act of the Board. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 14. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the Directors.



Section 15. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 16. Conflicts of Interest.

- A) In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall fully inform the Board as to the material facts and circumstances of such conflict and the Director's interest. The conflicted or potentially conflicted Board Director is not required to recuse themselves from the deliberation or vote as long as they disclose to the Board the potential or actual conflict. However, any Board Director may introduce a motion for the conflicted Director to recuse themselves from deliberations and/or the vote, and if a majority of Board Directors, excluding the conflicted Director, vote for recusal, the conflicted Director shall recuse themselves. "Conflict of interest," as referred to herein, is a matter before the Board of Directors in which a Director has an interest that precludes them from being a disinterested Director.

Section 17. Fees and Compensation of Directors. Directors shall not receive any remuneration for their services as Directors; however, the Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each Regular or Special Meeting of the Board of Directors and at the Annual Meeting. Nothing contained herein shall be construed to preclude any Director from serving the Association as agent, counsel, or in any capacity other than as a Director and receiving compensation therefor. In such cases and at all times, Directors and Officers shall abide by all conflicts of interest rules set forth in these Bylaws at Article VI, Section 16, above.

ARTICLE VII. OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers. The officers of the Board of Directors ("Officers") shall be established as Chair, Secretary, and Treasurer, all of whom shall be Directors then in office, and such other Officers as may be elected or appointed in accordance with the provisions of this Article. Such Officers shall have the authority to perform the duties set forth below and as prescribed by the Board of Directors. No two (2) offices may be held simultaneously by the same person. Officers of the Board of Directors shall not be considered officers of the Association.

Section 2. Election of Officers. In the absence of Members, the Officers shall be elected by a majority of the Directors then in office. If the Association has Voting Members at the time of the first Annual Meeting in 2022, Officers shall be elected by Voting Members in time for that meeting and for each annual meeting thereafter.

Section 3. Eligibility. Only Instructor and Organization Member Representatives of the Association as provided in Article III, above, shall be eligible to serve as Officers of the Board. The Board shall never be comprised of more than one Board Officer from each Organization Member at any given time (see also, Article III). No two Offices may be held simultaneously by the same person.

Section 4. Terms of Office. The Officers of the Board shall be elected for terms of office to coincide with the term of office for the Director assuming that Office, except that each Officer shall hold office until a successor shall have been duly elected or until resignation, removal, or death. Officers shall serve two-year terms of office and may not serve consecutive terms in such offices.

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Chair or Secretary of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 6. Removal. The Board of Directors may, by a two-thirds ($\frac{2}{3}$) vote of the Directors, remove any Officer at a meeting expressly called for that purpose, whenever in its judgment the best interests of the Association would be served thereby.

Section 7. Vacancies. A vacancy in any Office shall be filled by majority vote of the remaining Directors for the unexpired term as soon as practical after the vacancy was created.

Section 8. Chair. The Chair shall be the principal elected officer of the Board and the Executive Committee and shall, in general, lead the Board's supervision of all of the business affairs of the Association, subject to the direction and control of the Board of Directors. The Chair shall, in general, perform all duties customarily incident to the office of Chair and such other duties as may be prescribed by the Board of Directors. The Chair shall be available to consult with the staff on Association matters between meetings of the Board of Directors; shall represent the Board of Directors between its meetings and shall report to the Board of Directors all important interim actions; shall, in consultation with the Board of Directors, appoint the chairpersons of all Board committees.

Section 9. Secretary. The Secretary shall be responsible for the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; and shall be custodian of the corporate records. The Secretary shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the Chair or the Board of Directors. The duties of the Secretary may be assigned by the Board of Directors in whole or in part to the Chief Executive Officer or their designee(s).

Section 10. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation and shall have the general powers and duties usually vested in the Office of Treasurer of a Board of Directors including the powers and duties to supervise the receipt, deposit, and disbursement of all funds of the Association, the keeping of all books and financial records of the Association, and the preparation of reports on the financial status of the Association and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to them from time to time by the Board of Directors or the Chair. The Treasurer shall serve as chair of the Board committee created to oversee finance and audits.

ARTICLE VIII. BOARD COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Chair, Secretary, and Treasurer. The Executive Committee shall have the authority to perform the business and

functions of the Board of Directors between Board meetings and shall report to the Board of Directors any action taken. Any action requiring a vote of the Executive Committee may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the members of the Executive Committee.

Section 4. Standing and Ad Hoc Committees. Other standing and ad hoc committees, advisory councils, and task forces may be established by the Board of Directors to support the purposes and goals of the Association. The action establishing standing and ad hoc committees, advisory councils, and task forces shall set forth the committee's, advisory council's, or task force's purpose, composition, and required qualifications for membership on the committee, advisory council, or task force. All members of committees having the authority of the Board of Directors must be Board Directors. Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting. At meetings of all committees, advisory councils, and task forces, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee, advisory council, or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 6. Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee

Section 7. Rules. The Board of Directors shall develop and approve policies and procedures for the operation of all standing committees. All committees shall report to the Board of Directors.

ARTICLE IX. CHIEF EXECUTIVE OFFICER OF ASSOCIATION

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head who shall be the chief executive officer of the Association, shall have the title of "Executive Director," and shall be responsible to the Board of Directors. The Executive Director shall have the authority to manage the Association under the direction of the Board of Directors, including the authority to execute contracts on behalf of the Association according to policies and procedures approved by the Board of Directors. The Executive Director shall have responsibility for the Association's staff, including the ability to employ and terminate the employment of members of the staff. The Executive Director shall have such other duties as may be specified by the Board of Directors. The Executive Director shall be an ex officio, non-voting member of the Board of Directors and Executive Committee, and may attend and participate in all meetings of the Association's Committees except as otherwise provided by these Bylaws.

ARTICLE X. FINANCE

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Executive Officer and countersigned by the Treasurer.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding. The Board of Directors may provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

Section 5. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 6. Records. The Association shall keep correct and complete records of account and shall also keep minutes of the proceedings of its voting members, the Board of Directors, Executive Committee, and any committees having the authority of the Board of Directors.

Section 7. Annual Audit. The Board of Directors shall provide for an annual audit of the financial records of the Association by a certified public accountant, as provided by law. A report of the financial condition of the Association shall be made to the membership of the Association annually.

Section 8. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XI. MISCELLANEOUS

Section 1. Notice. Unless otherwise indicated in these Bylaws, whenever under the provisions of these Bylaws notice is required to be given to a Director, Officer, or Member, such notice shall be given in writing via electronic mail ("email") and posted on the Association website. Such notice shall be deemed to have been given on the date and time the email was sent. Notice may also be given in writing by facsimile, postal mail, or hand delivery, in which cases will be deemed given when received.

Section 2. Records. The Association shall keep correct and complete records of account and shall also keep minutes of the proceedings of its voting members, the Board of Directors, Executive Committee, and any committees having the authority of the Board of Directors.

Section 3. Electronic Meetings and Communications.

- A) Any action to be taken at a Board of Directors, Committee, Advisory Council, Task Force, or Membership meeting may be taken either i) via telephonic or video conference or by similar means or ii) in person but then also offered via telephonic or video conference or

by similar means. Participation in telephonic or video conference meetings or meetings by similar means shall constitute presence in person at the meeting.

- B) Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Section 4. Waiver of Notice. Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, 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.

ARTICLE XII. INDEMNIFICATION

Unless otherwise prohibited by law, the Association shall indemnify all past and present officers, directors, employees, committee, and task force members, and all other volunteers of the Association to the full extent permitted by the Virginia Nonstock Corporation Act, as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

ARTICLE XIII. REVIEWS & AMENDMENTS TO BYLAWS

Section 1. Two-year Review. The Board of Directors shall conduct a two-year review and consider amendments to the Bylaws by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors at its January 2023 or March 2023 meeting or at a special meeting to take place in 2023 but prior to the April 2023 Annual Meeting ("Two-Year Review"). The Two-Year Review shall include, but shall not be limited to, a review of membership categories, membership dues, voting rights, and board governance structure and analysis of what is working well and what can be improved by changes to the Bylaws. Any amendments shall be made by Board vote at its 2023 January or March meeting or at a special meeting taking place in 2023 but prior to the April annual meeting. This does not preclude the Board of Directors from amending these Bylaws prior to 2023.

Section 2. Five-Year Reviews. After the Two-Year Review, these Bylaws shall be reviewed and amendments considered by a majority vote of the Board of Directors no less than once every five (5) years (Five-Year Reviews).

Section 3. Amendments & Voting Rights. Nothing in this Article shall preclude the Board of Directors from reviewing and amending Association Bylaws by a majority vote at any regular or special meeting of the Board at any time as long as notice that the Board will be considering amendments to the Bylaws has been published and distributed to Members at least 30 days prior to the Board meeting.

ARTICLE X. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors or persons in charge of the liquidation shall distribute all of the remaining assets of the Association (except any assets held by the Association upon



condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, as the Board of Directors shall determine. 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 Association is then located, exclusively for such purposes, as said court shall determine.

CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am the present acting Secretary of the Board of Directors of the Association of ESD Professionals and the above Bylaws were adopted by the Association Board of Directors in accordance with Article VI of these Bylaws on April 2, 2021.

Signature of Secretary of the Board of Directors

April 2, 2021

Print Name