

BYLAWS

OF

PAN AMERICAN VOLOGY ASSOCIATION

A UTAH NONPROFIT CORPORATION

REVISED 2021

## TABLE OF CONTENTS

ARTICLE I: REGISTERED OFFICE	5
ARTICLE II: MEMBERS	5
Section 2.1.    Classes of Membership	5
Section 2.2.    Eligibility for Membership	5
Section 2.3.    Admission to Membership	6
Section 2.4.    Dues	6
Section 2.5.    Renewal	6
Section 2.6.    Termination of Membership	7
Section 2.7.    Amendments to Membership Requirements	7
Section 2.8.    Annual Meetings	7
Section 2.9.    Special Meetings	7
Section 2.10.   Notice and Conduct of Meetings	7
Section 2.11.   Voting	8
Section 2.12.   Meetings by Conference Telephone	8
Section 2.13.   Quorum	8
Section 2.14.   Manner of Acting	8
Section 2.15.   Action Without Meeting	8
Section 2.16.   Presumption of Assent	8
Section 2.17.   No Transfer or Assignment	8
Section 2.18.   Meetings of Regional and Local Subdivisions of the Membership	8
ARTICLE III: BOARD OF DIRECTORS	9
Section 3.1.    General Powers	9
Section 3.2.    Number, Election, Tenure and Qualifications	9
Section 3.3.    Vacancies	9
Section 3.4.    Standards of Conduct	10
Section 3.5.    Regular Meetings	10
Section 3.6.    Special Meetings	10
Section 3.7.    Annual Meetings	10
Section 3.8.    Notice	10
Section 3.9.    Quorum and Voting	11
Section 3.10.   Presumption of Assent	11
Section 3.11.   Compensation	11
Section 3.12.   Executive and Other Committees	11
Section 3.13.   Meetings by Telecommunication	11
Section 3.14.   Action Without a Meeting	12
Section 3.15.   Chair of the Board	12
ARTICLE IV: OFFICERS AND AGENTS	12
Section 4.1.    Number and Qualifications	12
Section 4.2.    Power/Duties	12
Section 4.3.    Resignation	12
Section 4.4.    Election and Term of Office	12

Section 4.5.	Removal	13
Section 4.6.	Vacancies	13
Section 4.7.	Compensation	13
Section 4.8.	Authority and Duties of Officers	13
Section 4.9.	Multiple Offices	15
Section 4.10.	Surety Bonds	15
ARTICLE V: EXECUTION OF INSTRUMENTS		15
Section 5.1.	Checks, Drafts, etc.	15
Section 5.2.	Deposits	15
Section 5.3.	Contracts	15
Section 5.4.	Conflicts of Interest	15
ARTICLE VI: INDEMNIFICATION		16
Section 6.1.	Indemnification.	16
Section 6.2.	Advances of Costs and Expenses.	16
Section 6.3.	Insurance	17
Section 6.4.	Right to Impose Conditions to Indemnification	17
Section 6.5.	Limitation on Indemnification	17
ARTICLE VII: LIMITATION ON LIABILITY		17
ARTICLE VIII: LIMITATIONS		18
Section 8.1.	Prohibition Against Sharing in Corporate Earnings	18
Section 8.2.	Investments	18
Section 8.3.	Exempt Activities	18
ARTICLE IX: MISCELLANEOUS		19
Section 9.1.	Account Books, Minutes, Etc.	19
Section 9.2.	Fiscal Year	19
Section 9.3.	Conveyances and Encumbrances	19
Section 9.4.	Designated Contributions	19
Section 9.5.	Loans to Directors and Officers Prohibited	19
Section 9.6.	References to Internal Revenue Code	19
Section 9.7.	Amendment	19
Section 9.8.	Severability	20
ARTICLE X: ADVISORY BOARD		20
Section 10.1.	Purpose of Advisory Board	20
Section 10.2.	Appointment of Advisory Board Members	20
Section 10.3.	Past President as Ex Officio Member	20
Section 10.4.	Chair of the Advisory Board	20
Section 10.5.	Powers of the Advisory Board	20
EXHIBIT A: Initial Board of Directors		21
EXHIBIT B: History and Plan for Rotation of Board Officers		23



**BYLAWS**  
**OF**  
**PAN AMERICAN VOCOLOGY ASSOCIATION**

These bylaws are adopted for the governance of Pan American Vocology Association, a Utah nonprofit corporation (referred to herein as the “Association”).

**ARTICLE I**

**REGISTERED OFFICE**

The name and street address of the Association’s noncommercial registered agent appointed pursuant to the Utah Model Registered Agents Act, Title 16, Chapter 17 of the Utah Code Annotated, as amended, shall be as set forth in the Association’s Articles of Incorporation or annual report. The registered agent is subject to change from time to time by the Board of Directors, by the officers of the Association, or as otherwise provided by the Utah Revised Nonprofit Corporation Act (the “Act”).

**ARTICLE II**

**MEMBERS**

**Section 2.1. Classes of Membership.** The Association shall have the following classes of membership: (a) Voting Members, (b) Associate Members, and (c) Student Members. The qualifications and requirements for each class of membership shall be as set forth in Section 2.2 below.

**Section 2.2. Eligibility for Membership.** Only individual persons with particular competence in the fields of voice science, vocal music, vocal coaching, speech pathology, otolaryngology or allied fields in voice (as determined by the Board of Directors or its designee(s)) are eligible for consideration and acceptance as members (each a “Member”) in one of the following classes of membership:

(a) **Voting Members.** Voting Members shall consist of individuals with established pedagogical, clinical, or research competence as it relates to the goals of the Association, and who have demonstrated these qualities by their actions and publications as a practitioner or a researcher. The Board of Directors (or its designee(s)) shall be furnished with the candidate’s application, curriculum vitae, and evidence of pedagogical, clinical, or research competence. There shall be no specific requirements regarding medical board certification or academic degrees. To become a Voting Member, a candidate must submit (a) two recommendation letters from current PAVA Voting Members, or (b) one recommendation letter from a current PAVA Voting Member and two recommendation letters from professional colleagues familiar with their work and collegiality. If a candidate does not know any PAVA members, they should contact the Director of Membership. The Regional Governor of the candidate’s area will schedule a virtual meeting with the candidate

and will provide a recommendation to the Director of Membership (in addition to two recommendation letters from professional colleagues). Each Voting Member shall be entitled to one (1) vote on any matter to come before the Members of the Association and shall have the right to serve as a member of the Board of Directors and/or an officer, subject to the requirements set forth in these Bylaws.

(b) Associate Members. Associate Membership is based on interest in the field of voice, either through an ongoing training program, an allied field, or desire to be an advocate. To this end, a formal application will be required. Applications will need approval by the Board of Directors (or its designee(s)) for status as an Associate Member. Associate Members are not eligible to vote or to serve as a member of the Board of Directors and/or an officer, but may serve on advisory committees of the Corporation.

(c) Student Members. Any person who is engaged in formal university-level training or who is formally recognized by a professional organization as a trainee, and exhibits an interest in supporting the goals of the Association may be elected to student membership. To this end, a formal application will be required, which will include proof that the applicant is in training. Applications will need approval by the Board of Directors (or its designee(s)) for status as a student member. Student Members are not eligible to vote or to serve as a member of the Board of Directors and/or an officer, but may serve on advisory committees of the Association. Student membership shall be limited to 5 years, subject to renewal for one additional 5-year term. Upon completion of training, or post-graduate education, or fellowship, a Student Member may request reclassification to associate or full membership by application to the Association as set forth above.

Any questions or disputes that arise concerning membership eligibility or classification shall be resolved by the Board of Directors.

**Section 2.3 Admission to Membership.** Individuals may apply for membership in the Association upon meeting the criteria set forth in Section 2.2 above and upon making application for membership in the form determined by the Board of Directors from time to time. All applications for membership shall be reviewed by the Board of Directors (or its designee(s)) and, if the applicant satisfies the eligibility requirements of Section 2.2 above, the Board of Directors (or its designee(s)), in its discretion, may approve the applicant as a Member. Alternatively, if the Board of Directors (or its designee(s)) fails or refuses to approve the applicant for membership, any member of the Board of Directors (or its designee(s)) may submit the application to the Board of Directors for consideration at the next regular or special meeting of the Board of Directors and the Board of Directors may approve the applicant as a Member. An applicant who is accepted for membership shall become a Member upon payment of the required dues.

**Section 2.4. Dues.** The Board of Directors shall determine the amount of annual dues for Members. Dues are non-refundable. Dues shall be due and payable at such time or times as may be established by the Board of Directors.

**Section 2.5. Renewal.** Membership will be renewed annually or at such other time or times as may be established by the Board of Directors.

**Section 2.6. Termination of Membership.** The Board of Directors, by affirmative majority vote, may suspend or expel a Member in the event (a) the Member fails to pay dues as and when due, (b) the Member fails to maintain eligibility as set forth in Section 2.2 above, or (c) the Board of Directors, in its sole and absolute discretion, determines that it is in the best interest of the Association. Further, in the event a Member's professional licensure is revoked or a Member is subject to professional censure by a licensing board, such Member shall be automatically expelled from the Association unless otherwise determined by the Board of Directors.

**Section 2.7. Amendments to Membership Requirements.** The membership provisions of these bylaws may be altered from time to time in accordance with the Act, the Articles of Incorporation of the Association, and these bylaws to provide for the classification, qualifications, privileges and appointment of members as may be determined by the Board of Directors.

**Section 2.8. Annual Meetings.** The annual meeting of the Members of the Association may be held every year at such time and place as may be determined by the Board of Directors. The annual meeting of Members shall be for the introduction of new Directors and officers (when appropriate) and for the transaction of such other business as may properly come before it. Notwithstanding the foregoing, the failure to hold an annual meeting shall not affect the validity of any Member action or work a forfeiture or dissolution of the Association.

**Section 2.9. Special Meetings.** Special meetings of the Members may be called by the President or any three (3) members of the Board of Directors and shall be held at such time and place as may be determined by the Board of Directors. This pertains only to special meetings of the full membership of the Association, and does not preclude activities of smaller subdivisions of the membership under the guidance of the Regional Governors as detailed below in Section 2.18.

**Section 2.10. Notice and Conduct of Meetings.** The Communications Director shall give written notice stating the place, the date, and hour of each meeting of Voting Members and, in the case of a special meeting, the purpose(s) for which the meeting is called and the name of the person(s) by whom or at whose direction the meeting is called. Such notice shall be delivered not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, via personal delivery, first-class mail, telephonic, electronic or facsimile notice (and the method of notice need not be the same as to each Voting Member). If mailed, such notice shall be deemed to be delivered when deposited in the first-class mail, addressed to the Voting Member at his or her address as it appears on the membership records of the Association, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed. Only Voting Members shall receive notice of meetings, although any Member shall be entitled to attend meetings.

The President shall conduct meetings of the Members. If the President is unavailable or otherwise unable to conduct any meeting of Members, the Vice-President shall conduct meetings of the Members or, alternatively, the Board of Directors shall appoint a chair to conduct such meeting(s) of Members.

**Section 2.11. Voting.** Only Voting Members shall be entitled to vote. Any provision in these Bylaws referring to a vote of the Members (or to notice, quorum or other requirements related to Member voting) shall be construed to mean only Voting Members. At any meeting of the Members or any electronic call for a vote, each Voting Member shall have one (1) vote on any matter.

**Section 2.12 Meetings by Conference Telephone.** Members may participate in a meeting by conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.

**Section 2.13. Quorum.** Voting Members represented in person at any meeting of the Members shall constitute a quorum for the transaction of business of the Members.

**Section 2.14. Manner of Acting.** Unless a greater number of votes is required by these Bylaws as to a specific action, the act of a majority of the Voting Members present at a meeting at which a quorum is present is the act of the Members. Any tie in a vote among the Voting Members shall be broken by a vote of the Board of Directors. Voting by proxy shall not be permitted.

**Section 2.15. Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Voting Members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all Members entitled to vote on the action were present and voted. Provided, however, that unless the written consents of all Voting Members entitled to vote have been obtained, notice of any member approval without a meeting shall be given at least ten days before the consummation of the transaction, action or event authorized by the Voting Members as set forth in the Act. Action may also be taken by written ballot in accordance with the Act.

**Section 2.16. Presumption of Assent.** A Voting Member who is present at a meeting of the Members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless (s)he shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Communications Director of the Association immediately after the adjournment of the meeting. No Voting Member may dissent regarding an action for which such member voted in favor.

**Section 2.17. No Transfer or Assignment.** No Member of the Association may transfer or assign his or her membership interest in the Association or any right arising therefrom to any other party nor shall any member attempt to transfer his membership interest or any right arising therefrom to any personal representative, heir, devisee, successor or assign, as may be applicable.

**Section 2.18. Meetings of Regional and Local Subdivisions of the Membership.** In order to assist in the growth of the Association and to provide more educational and professional benefits to its members, the Regional Governors of the Association, in collaboration with the Director of Membership, may organize regional and local chapters of the association. The activities and governance structure of such chapters shall be under the direction and oversight of the Regional

Governors. Chapters may meet without the consent of the full Board of Directors of the Association, and are free to schedule meetings according to the needs of the Chapter members. Minutes and activity reports of meetings of regional and local chapters will be shared with the Regional Governor.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 3.1. General Powers.** The business and affairs of the Association shall be managed by its Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation or these bylaws.

**Section 3.2. Number, Election, Tenure and Qualifications** .

(a) The number of directors of the Board of Directors shall be specified from time to time by resolution of the Board of Directors, but shall not be less than three (3). Each of the officers elected pursuant to Section 4.1 shall also serve as directors.

(b) The terms of the initial Board of Directors (whose names are set forth on Exhibit A, attached hereto) expired at the Triggering Event at which time a new Board of Directors was elected as set forth in Section 3.7 below. The “Triggering Event” was the inaugural conference of the Association held in October 2015 at UNC-Greensboro.

(c) Directors shall serve for terms of three (3) years or such other terms as may be specified from time to time by resolution of the Board of Directors. The terms and election rotation are set forth below in Article IV, Section 4.4.

(d) Despite the expiration of a director’s term, the director shall continue to serve until the election and qualification of a successor or until there is a decrease in the number of directors, or until such director’s earlier death, resignation or removal from office.

(e) Any director may be removed at any time, with or without cause, by a unanimous vote of the other directors then in office or by the majority vote of the members.

(f) Each director must be a Voting Member of the Association.

**Section 3.3. Vacancies.** Any director may resign at any time by giving written notice to the President or to the Communications Director of the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by an appointment approved by the affirmative vote of a majority of the Voting Members or by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of such director’s predecessor in office and must meet the qualifications

applicable to the position on the Board of Directors to be filled. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an appointment approved by the affirmative vote of a majority of the Voting Members; a director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

**Section 3.4. Standards of Conduct.** A director (or an officer) shall discharge his or her duties as director (or officer):

- (a) In good faith;
- (b) With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- (c) In a manner the director (or officer) reasonably believes to be in the best interest of the Association.

**Section 3.5. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, for the purpose of transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Utah, for the holding of regular meetings. No additional notice of meetings held pursuant to a resolution of the Board of Director, other than the resolution itself, is required.

**Section 3.6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The individual or individuals authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Utah, for holding any special meeting of the Board of Directors called by them.

**Section 3.7. Annual Meetings.** One of the regular meetings of the Board of Directors described above in Section 3.5 shall be designated as the Annual Meeting for the purposes of organization and the transaction of other business. The first annual meeting was held at the Triggering Event for the specific purpose of electing a new Board of Directors and new officers as set forth herein. Notwithstanding the foregoing, the failure to hold an annual meeting shall not affect the validity of any corporate action or work a forfeiture or dissolution of the Association.

**Section 3.8. Notice.** Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at the director's business address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two business days prior thereto by personal delivery of written notice or by telephonic, electronic or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director, at the beginning of the meeting or promptly

upon later arrival, objects to holding the meeting because of lack of notice or defective notice, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose. If special notice was required for a particular purpose, the director must object to the purpose for which the special notice was required, and after objecting, refrain from voting for or assenting to the action taken at the meeting with respect to the purpose, or the director's attendance will constitute a waiver of notice.

**Section 3.9. Quorum and Voting.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

**Section 3.10. Presumption of Assent.** A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting, and after objecting, does not vote for or assent to any action taken at the meeting. The director must also, at the same time, request that his or her dissent shall be entered in the minutes of the meeting, or file his or her written dissent to such action with the presiding officer of the meeting before the adjournment thereof or with the Association promptly after adjournment of the meeting. The director shall forward such dissent by registered mail to the Communications Director of the Association immediately after the adjournment to the meeting. No director may dissent regarding an action for which the director voted in favor.

**Section 3.11. Compensation .** Directors shall not receive compensation for their services as such.

**Section 3.12. Executive and Other Committees.** By one or more resolutions adopted by a majority of the directors then in office, the Board of Directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority of the Board of Directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board of Directors from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board of Directors shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. As a Director's term of service on the Board may reach an end prior to the completion of a committee's work, the President of the Board may exercise his or her authority to designate another Director who is continuing on the Board to assume the work of the outgoing director, or take further action as necessary for the benefit of the Association to ensure that the work of the committee may continue without disruption.

**Section 3.13. Meetings by Telecommunication.** Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by any means of communications so long as all individuals participating in the meeting can hear one

another. Such participation shall constitute presence in person at the meeting.

**Section 3.14. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors in writing either (a) votes for the action or (b) votes against the action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken under this section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. An action taken pursuant to this section will not be effective unless the Association receives writings describing the action taken, satisfying the above requirements, signed by all of the directors, and not revoked by any director.

**Section 3.15. Chair of the Board.** The President shall serve as the Chair of the Board of Directors and shall (i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; (iii) supervise and manage the activities of the Executive Committee of the Board, if any; (iv) assemble an annual report for distribution through normal channels to the membership and the Advisory Board; and (v) perform all other duties incident to the office of Chair of the Board of Directors and as from time to time may be assigned to the Chair by the Board of Directors.

## ARTICLE IV

### OFFICERS AND AGENTS

**Section 4.1. Number and Qualifications.** Beginning at the Triggering Event (as defined in Section 3.2(b)), the elected officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, a Director of Membership, and Regional Governors as determined by the Board of Directors. By an act of the Board in October, 2016, the office of Past President was created. Upon the expiration of a President's term leading the Board, he or she will automatically become the Past President. The Board of Directors may also elect or appoint such other officers, assistant officers, and agents as it may consider necessary, except that only the officers specifically listed in this Section 4.1 shall be members of the Board of Directors. Each officer must be a Voting Member.

**Section 4.2. Power/Duties.** The Board of Directors may delegate to any officer of the Association or any committee of the Board of Directors the power to appoint, remove, and prescribe the duties of other officers, assistant officers, agents and employees. All officers elected pursuant to Section 4.1 shall serve simultaneously as members of the Board of Directors.

**Section 4.3. Resignation.** An officer may resign at any time by giving written notice of resignation to the Association. An officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.4. Election and Term of Office.** The initial officers of the Association, whose names are set forth on Exhibit A, attached hereto, served in such capacities until the Triggering Event and until their successors were duly elected and qualified. Thereafter, with the exception of

the office of the President (which position shall be filled automatically by the President-Elect at the expiration of the President's and President-Elect's terms), the officers of the Association shall be nominated and elected annually by the Voting Members according to the rotation specified in Exhibit B on or before a date specified by the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal. Beginning 2021, the start date of Board of Directors terms is September 1.

**Section 4.5. Removal.** An officer, assistant, agent or employee may be removed, with or without cause, at any time: (i) in the case of an officer, assistant, agent or employee elected by the Voting Members or Board of Directors, only by resolution of the Voting Members or Board of Directors; and (ii) in the case of any other officer, assistant, agent or employee, by any officer of the Association or committee of the Board of Directors upon who or which such power of removal may be conferred by the Board of Directors; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

**Section 4.6. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4.7. Compensation.** The officers of the Association shall not receive compensation for their services as such.

**Section 4.8. Authority and Duties of Officers.** The officers of the Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) **President.** The President shall be the chief executive officer and shall perform such duties as may be assigned to him/her by the Board of Directors. The President shall perform the duties normally performed by the chief executive officer. Effective October 2016, upon the expiration of the President's term, the President shall automatically become the Past-President, as is described above in Section 4.1.

(b) **President-Elect.** The President-Elect shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Upon the expiration of the President-Elect's term, the President-Elect shall automatically become the President.

(c) **Vice-President.** In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(d) **Communications Director.** The Communications Director shall: (i) keep

the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Association; and (iv) in general, perform all duties incident to the office of Communications Director and such other duties as from time to time may be assigned to the by the President or by the Board of Directors. Assistant communications directors, if any, shall have the same duties and powers, subject to supervision by the Communications Director; (v) in general, and in collaboration with the communications committee, manage all communications and announcements via email and social media pertaining to organizational happenings and events (symposia, webinars, etc); (vi) manage issues related to website.

(e) *Treasurer.* The Treasurer shall: (i) be the principal financial officer of the Association and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts for moneys paid in on account of the Association, and pay out of the funds on hand all bills, payrolls and other just debts of the Association of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Association and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Association and the results of its operations; (iv) upon request of the Board of Directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

(f) *Membership Director.* The Membership Director shall receive all correspondence from prospective members and shall, in collaboration with the Treasurer and membership committee, process all applications for membership, maintain all membership records and coordinate all membership renewal campaigns. The Membership Director shall also work with the Treasurer to process membership dues. The Membership Director shall work with the Regional Governors to promote the growth of the Association.

(g) *Regional Governors.* The number of Regional Governors and the area of responsibility for each Governor shall be determined by the Board of Directors. At least three Regional Governors shall serve on the Board of Directors and shall report to the President. The three governors originally elected to the BOD were: Eastern, which encompassed the Eastern United States and non-Western Hemisphere members; Central, which included the Central United States and Canada; and Western, which included the Western United States, Central America, and South America. Through passage of PAVA Resolution 2018C (see Exhibit C), the Board of Directors added two Regional Governors: Latin American Regional Governor and Canadian Regional Governor. According to PAVA Resolution 2018C, constituencies will be as follows: Canadian Governor will represent members of Canada and the members of countries outside of the Western Hemisphere, and the Latin American Governor will represent members of countries south

of the United States. The Eastern, Central and Western Regional Governors will represent members of the Eastern, Central and Western United States, respectively. Regional Governors should live within the area they represent and shall chiefly be responsible for membership recruitment, organization, and communication within their region, and for representing all PAVA members of their region. Regional Governors of the Association may organize regional and local chapters of the association, as outlined in Section 2.18. The activities and governance structure of such chapters shall be under the direction of the Regional Governors.

**Section 4.9. Multiple Offices.** An individual may hold more than one office of the Association; provided, however, no individual may serve simultaneously as both the President and any other officer of the Association.

**Section 4.10. Surety Bonds.** The Board of Directors may require any officer or agent of the Association to execute to the Association a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such individual's duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in such individual's possession or under such individual's control belonging to the Association.

## ARTICLE V

### EXECUTION OF INSTRUMENTS

**Section 5.1. Checks, Drafts, etc.** All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 5.2. Deposits .** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5.3. Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents, 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 5.4. Conflicts of Interest.** The directors and officers of the Association shall have no undisclosed economic interest in the process of securing contracts. No bid or contract may be awarded to (i) a director or officer of this Association, (ii) any entity which such individual owns, directly or indirectly or through relatives, more than thirty-five percent (35%) of the voting interest thereof, (iii) any entity of which such individual is a director or officer, or has a financial interest, or (iv) a relative of such individual, meaning his or her spouse, ancestor, brother, sister, children, grandchildren or the spouses of brothers, sisters, children or grandchildren, unless such relationship has been disclosed to the Board of Directors and the Board of Directors or committee thereof in good faith authorizes the award by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum. All Directors shall

submit, on an annual basis, a Conflict of Interest Disclosure.

## ARTICLE VI

### INDEMNIFICATION

#### *Section 6.1. Indemnification.*

(a) To the fullest extent allowed by the Articles of Incorporation and relevant law, the Association shall indemnify any director or officer of the Association, successful on the merits in any proceeding or matter in any proceeding to which the director or officer was a party by reason of having served as a director or officer, against reasonable expenses incurred in the proceeding or matter therein, including reasonable attorney fees.

(b) The Association may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary or agent of the Association or of any other corporation at the request of the Association, or by reason of any action alleged to have been taken, omitted or neglected as such director, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if:

1. the individual's conduct was in good faith;
2. the individual reasonably believed that the individual's conduct was in the Association's best interests; and
3. in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) The Association shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Association, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

***Section 6.2. Advances of Costs and Expenses.*** The Association may pay for reasonable expenses incurred by a director, officer, employee or agent (in defending a civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) the individual furnishes the Association a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 6.1.

(b) the individual furnishes the Association a written undertaking, executed

personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification.

**Section 6.3. Insurance.** By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Association may, subject to Section 6.5, purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as an agent of the Association, whether or not the Association would have the power to indemnify such individual against such liability under applicable provisions of law. The Association may also purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, to insure the Association against any liability, including without limitation, any liability for the indemnifications provided in this Article.

**Section 6.4. Right to Impose Conditions to Indemnification.** The Association shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Association; (b) that the Association shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; and (c) that the Association shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Association.

**Section 6.5. Limitation on Indemnification.** Notwithstanding any other provision of these bylaws, the Association shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Association as an organization described in Section 501(c)(6) of the Internal Revenue Code ("IRC").

## ARTICLE VII

### LIMITATION ON LIABILITY

No director or officer of this Association shall be personally liable to the Association for civil claims arising from acts or omissions made in the performance of such individual's duties as a director or officer, unless the acts or omissions are the result of such individual's intentional misconduct.

## ARTICLE VIII

### LIMITATIONS

**Section 8.1. Prohibition Against Sharing in Corporate Earnings.** No director, officer or employee of or individual connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such individual of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. All directors of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, consistent with Article VII of the Association's Articles of Incorporation.

**Section 8.2. Investments.** The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a nonprofit corporation is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under IRC §§ 502 or 503 or any other Section of the IRC.

**Section 8.3. Exempt Activities.** Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under IRC § 501(c)(6).

## ARTICLE IX

### MISCELLANEOUS

**Section 9.1. Account Books, Minutes, Etc.** The Association 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. All books and records of the Association may be inspected by any director, such director's authorized agent or attorney, for any proper purpose at any reasonable time.

**Section 9.2. Fiscal Year.** The fiscal year of the Association shall be as established by the Board of Directors.

**Section 9.3. Conveyances and Encumbrances.** Property of the Association may be assigned, conveyed or encumbered by such officers of the Association as may be authorized to do so by the Board of Directors, and such authorized individuals shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Association shall be authorized only in the manner prescribed by applicable statute.

**Section 9.4. Designated Contributions.** The Association may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Association shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Association shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Association's tax-exempt purposes.

**Section 9.5. Loans to Directors and Officers Prohibited.** No loans shall be made by the Association to any of its directors or officers.

**Section 9.6. References to Internal Revenue Code.** All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

**Section 9.7. Amendment.** The power to alter, amend, restate or repeal these bylaws and adopt new bylaws or to alter, amend or restate the Association's Articles of Incorporation shall be vested in the members or the Board of Directors. Any amendment must be approved by an affirmative vote of a majority of the members at any annual or special meeting of the members or by the directors at any regular or special meeting of the Board of Directors.

**Section 9.8. Severability.** The invalidity of any provision of these bylaws shall not affect

the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

## ARTICLE X

### ADVISORY BOARD

**Section 10.1. Purpose of Advisory Board.** The purpose of the Advisory Board is to provide advice to the Board of Directors, including suggestions for quality improvement, program assessment, helpful information, strategies for problem solving or opportunities for growth, and in general a broad orientation to enhance the success of PAVA. Typically, the Board of Directors will seek the advice of the Advisory Board on specific issues, but the Advisory Board may also initiate advisory communications to the Board of Directors.

**Section 10.2. Appointment of Advisory Board Members.** Members of the Advisory Board are nominated by members of the Board of Directors and the general membership, and will be appointed by the Board by a majority vote. The duration of Advisory Board appointment is two years, but can be renewed by written request by the Advisory Board member and re-appointed by the Board of Directors. Membership is not limited to any specific number, but may grow to a group size of 10-20 representatives of multiple geographic regions and multiple vocology disciplines. The current President will extend the invitation by letter.

**Section 10.3. Past President as Ex Officio Member.** The Past President has an automatic appointment and first right of refusal to serve as an ex officio member of the Advisory Board for the duration of his/her appointment as Past President on the Board of Directors. He/she can thereafter be appointed as a regular member of the Advisory Board. In the event that the past president chooses not to participate on the Advisory Board, another current Board member will be appointed by the Board of Directors as the ex officio.

**Section 10.4. Chair of the Advisory Board.** The Chair of the Advisory Board is chosen by the members of the Advisory Board. He/she organizes and conducts the meetings of the Advisory Board. Meetings are convened at least once per year, typically at the annual PAVA meeting, but the Chair of the Advisory Board can call additional meetings as needed.

**Section 10.5. Powers of the Advisory Board.** No decision-making powers for PAVA reside in the Advisory Board, but strong advice (however defined by the Advisory Board) receives serious consideration by the Board of Directors with a written response. The advice and response are recorded in the archives of the Association and made available to the PAVA membership.

## **EXHIBIT A**

The initial Board of Directors of the Association shall consist of the following individuals, each of whom will serve until the Triggering Event and until the election and qualification of a successor, or as otherwise set forth in these Bylaws:

Carroll, Linda  
Cookman, Starr  
Daugherty, James  
Devore, Kate  
Guzman, Marco  
Helding, Lynn  
Hunter, Eric  
Joslin, Art  
Kapsner-Smith, Mara  
Maxfield, Lynn  
McCoy, Scott  
Nix, John  
Scearce, Leda  
Spencer, Martin  
Titze, Ingo

The initial officers of the Association shall consist of the following individuals in the following capacities, each of whom will serve until the Triggering Event and until the election and qualification of a successor, or as otherwise set forth in these Bylaws:

Chief Operating Officer	Lynn Helding
Chief Financial Officer	Lynn Maxfield
Chief Information Officer	Eric Hunter
Chief Development Officer	John Nix

**PAN AMERICAN VOCOLOGY ASSOCIATION**

**BYLAWS CERTIFICATE**

The undersigned certifies that s/he is the Chief Information Officer of PAN AMERICAN VOCOLOGY ASSOCIATION, a Utah nonprofit corporation, and that, as such, s/he is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated effective as of the \_\_\_\_\_ day of \_\_\_\_\_, 2014.

---

Chief Information Officer

1288118

**EXHIBIT B: HISTORY AND PLAN FOR ROTATION OF BOARD OFFICERS**

2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
President (A) Ingo Titze		President (B) Leda Searce		President (C) Aaron Johnson			President (D) Katherine Verdolini		President-Elect D becomes President E	President-Elect E becomes President F
Pres-Elect (A) Leda Searce		President-Elect (B) Aaron Johnson				Pres-Elect (C) Katherine Verdolini		Pres-Elect (D)	Pres-Elect (E)	
Past-President n/a		Past-President (A) Ingo Titze		Past-President (B) Leda Searce			Past Pres. (C) Aaron Johnson		Past Pres (D)	Past Pres (E)
2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Vice President (A) John Nix		Vice Pres. (B) Marci Rosenberg		Vice Pres. (C) Ken Bozeman			Vice Pres. (D)			Vice Pres. (E)
Eastern Governor (A) Katherine Verdolini		Eastern Governor (B) Julia Gerhardt		Eastern Governor (C) Rachelle Fleming			Eastern Governor (D)			Eastern Governor (E)
Central Governor (A) Martin Spencer		Central Governor (B) Liz Johnson		Central Governor (C) Matt Schloneger			Central Governor (D)			Central Governor (E)
2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Western Governor (A) Karin Titze			Western Governor (B) Brian Manternach			Western Governor (C) Reena Gupta			Western Governor (D)	
Secretary (A) Matthew Edwards			Secretary (B) Anna Hersey			Communications Director (C) Amanda Flynn			Communications Director (D)	
Latin American Governor n/a			Latin American Governor (A) Ana Flavia Zuim			Latin American Governor (B) Ana Flavia Zuim			Latin American Governor (C)	
2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Membership Director (A) Matthew Hoch		Membership Director (B) Amelia Rollings		Membership Director (C) Rachel Velarde (extend 2 years)				Membership Director (D)		
Treasurer (A) Lynn Maxfield			Treasurer (B) Tara Nixon			Treasurer (C) Annika Wilson (extend 1 year)			Treasurer (D)	
Canadian Governor n/a			Canadian Governor (A) Melanie Tapson			Canadian Governor (B) Melanie Tapson (extend 1 year)			Canadian Governor (C)	

<u>Year</u>	<u>Offices open for election</u>
2015	First PAVA Election: President, President Elect, Vice President, Membership Director, Eastern Governor, Central Governor, Western Governor, Treasurer, Secretary
2016	No election (all offices elected in 2015 for 2 year term)
2017	President Elect, Vice President, Membership, Eastern Governor, Central Governor
2018	Treasurer, Secretary, Western Governor, Latin American Governor, Canadian Governor
2019	Vice President, Membership, Eastern Governor, Central Governor
2020	President Elect, Communications Director, Western Governor, Latin American Governor
2021	Vice President, Eastern Governor, Central Governor
2022	President Elect, Vice President, Eastern Governor, Central Governor
2023	Membership, Eastern Governor, Central Governor
2024	President Elect, Vice President, Eastern Governor, Central Governor

## **EXHIBIT C**

### **RESOLUTION 2018C**

#### **WHEREAS**

PAVA's mission is to foster vocology in all countries of the Western Hemisphere and provide representation for its members throughout the Hemisphere, let it be

#### **RESOLVED that**

1. a Canadian Governor be elected to represent Canada and the members of countries outside of the Western Hemisphere, 2. a Latin American Governor (previously referred to as Central and South American Governor in Resolution 2017E) be elected to represent countries south of the United States, 3. the bylaws will be amended (pending membership vote) to reflect the addition of these new, two-year term Governor positions.