

BYLAWS
OF THE
ACADEMY ON VIOLENCE AND ABUSE

Revised
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BYLAWS
OF THE
ACADEMY ON VIOLENCE AND ABUSE

This instrument constitutes the Bylaws of the Academy on Violence and Abuse, adopted for the purpose of regulating and managing the internal affairs of the corporation.

Article I. NAME

The Academy on Violence and Abuse, hereafter referred to as the “Academy”, is a nonprofit, 501(c) (3), organization incorporated on April 27, 2005, pursuant to Chapter 317A of the Minnesota Statutes, as amended.

Article II. VISION, MISSION

Section 1. Vision. The recognition, treatment, and prevention of the health effects of violence and abuse are fully integrated into healthcare and society so that people of all ages are safe and healthy.

Section 2. Mission. The mission of the Academy on Violence and Abuse (AVA) is to advance health education and research on the recognition, treatment and prevention of the health effects of violence and abuse across the lifespan.

Article III. MEMBERSHIP

All Members of the Academy will be committed to the mission and vision of the Academy. Individuals holding Membership of any class in the Academy will be referred to in the aggregate as “Members”, unless a specific class of Membership requires identification, as defined in the following section.

Section 1. Classes of Membership.

- a. **Active Member.** Health care professionals or individuals who are committed to the mission and vision of the Academy. Applicants for active membership must affirm their ongoing contribution to the field. Active Members shall have voting rights and shall pay dues.
- b. **Student Member.** Students who are enrolled in a full-time degree program, residency, or other training program accredited by an accreditation body approved by the Board of Directors. Student Members shall have voting rights and shall pay dues.

- c. **Honorary Member.** The Board of Directors, by a majority vote, may confer Honorary Membership to any distinguished individual who has made important contributions to the field of violence and abuse. Honorary Members shall not have voting rights, nor shall they pay dues.
- d. **Emeritus Member.** Any Member in good standing for eight (8) continuous years and age seventy (70) or older, or a member in good standing for a period of fifteen (15) years who becomes incapacitated to the degree that the member is unable to carry out his or her professional duties shall be granted status as an Emeritus Member. Emeritus Members shall have voting rights, but shall not pay dues.

Section 2. General Membership Eligibility Criteria. All Members must affirm that they:

- a. Possess a current and valid professional license (if applicable,)
- b. They are in good standing in the Member's other professional societies or organizations, and
- c. Are committed to the Academy's Mission and Vision.

Section 3. Specific Membership Criteria; Application for Membership. The Board of Directors may establish by resolution, additional criteria for each class of Membership. Each candidate for Membership shall make application as provided by the Academy. To be considered for Membership, the candidate must meet the stated eligibility criteria as defined in Section 2 and any additional criteria established by the Board of Directors.

Section 4. Dues. Each Member of the Academy will pay dues annually as set by the Board of Directors appropriate to their category of Membership.

Section 5. Term of Membership; Resignation; Forfeiture; Discipline; Reinstatement. Membership in the Academy is personal and cannot be transferred or assigned to another individual. The term of Membership for each class of Membership shall be one (1) year, and Membership shall terminate at the end of the stated term of Membership. Notwithstanding the preceding sentence, so long as a Member who is required to pay annual dues does so, his or her Membership shall automatically renew. Further, the term of Membership for any Member who is not required to pay dues shall automatically renew until such Member resigns or is removed. Any Member may resign by filing a written resignation with the administrative staff of the Academy. A Member may be disciplined and his/her Membership suspended or terminated for actions deleterious to the purposes of the Academy as defined by the Board of Directors. Reasons for Membership suspension or termination must be presented in writing to the Member not less than fifteen (15) days prior to action by the Board of Directors to suspend or terminate the Member, and the Member shall further be given the opportunity to be heard, orally or in writing, not less than five (5) days before any such action by the Board of Directors. Any termination or suspension of a Membership requires a two-thirds (2/3) vote of the Board of Directors. The Member has the opportunity to appeal the decision in person or in writing. The appeal process will be defined by the Board of Directors. The Board of Directors may, by a majority vote of the Directors present

at any regularly constituted meeting, reinstate any former Member upon such terms as the Board may deem proper.

Failure to maintain currency in applicable Membership criteria, failure to pay annual dues, or evidence of negative reporting by the Member's professional organization or other reporting agency (e.g., National Practitioner Data Bank) and/or State Licensing Boards, or the equivalent, shall result in refusal of Membership, or suspension or termination of Membership, until currency has been restored or the negative reporting has been mitigated.

Section 6. Discrimination. Membership in the Academy shall not be denied or abridged on the basis of gender, sexual orientation, color, creed, race, religion, handicap, ethnic origin, or national origin.

Section 7. Member Voting Rights. The sole right of the Members is to elect the Board of Directors as further described in Article V, Section 1.

Article IV. MEMBERSHIP MEETINGS

Section 1. Annual Meeting, Notice and Quorum. The Academy shall have a Business Meeting of its Members at least annually at a time and place designated by the Board of Directors, for the purposes of:

- a. Presenting the annual report of the Academy for the preceding fiscal year;
- b. Confirming Directors;
- c. Presenting a Scientific Program; and
- d. Transacting such other business as may come before the Board.

Notice of the time and place of the Annual Meeting and of all other meetings of the Members shall be made to the membership, not less than sixty (60) days before the meeting.

Fifty (50) Members or one-tenth (1/10) of the total number of Members of the Academy (whichever is less) entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business at any duly called regular or special meeting of the Members, but a lesser number may adjourn the meeting to a day specified. Action by proxy shall only be permitted as specified in the Not-For-Profit Corporation Laws of the State of Minnesota.

Section 2. Special Meetings. A special meeting of the Members may be called at any time,

- a. by the President;
- b. by the President upon written request of a majority of the Board of Directors; or
- c. by the President when at least fifty (50) Members, or a majority percentage of the Members entitled to vote request him/her to do so. Such request shall specify the time, place and purposes of the proposed meeting.

Section 3. Annual Report. The Board of Directors shall present to the Annual Meeting of the Members, a report, verified by the President, Treasurer, and a majority of the Directors, and dated as of the date of the meeting, showing the following:

- a. whole amount of real and personal property owned by the Academy, where located, and where and how invested;
- b. the amount and nature of the property acquired during the period immediately preceding the date of the Report and the manner of the acquisition;
- c. the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and

The report shall be filed with the records of the Academy, and an abstract thereof entered into the minutes of the proceedings of the annual meeting of the Members. This annual report shall be dated as of the date verified by the officers of the Academy, as described above, and posted on the website.

Section 4. Procedure. Except where a larger portion or number is required by law, the Articles or these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting. All Members with voting rights shall be entitled to one (1) vote on election of the Board only.

Article V. BOARD OF DIRECTORS

Section 1. Governance. The management of the Academy shall be vested in a Board of Directors. There are three (3) categories of directors: Officer (Board Chair, President, President-Elect, and Treasurer), Director, and Ex-officio Director. Only Members of the Board can hold a position as an Officer, pursuant to Article VI, Section 1.

The number of Directors on the Board shall be not less than six (6) nor more than thirty (30), the exact number to be fixed by the Board of Directors from time to time. Criteria for consideration as Board Director and calls for nomination from members may be sent out periodically. Only Active or Student Members of the Academy shall be eligible for election to the Board of Directors. With the exception of the Student Director, each term for Director shall be four (4) years. The term for the Student Director shall be a renewable 2-year term. Terms of the Directors shall be staggered so as to have approximately one-quarter (1/4) of the Directors eligible for election at each annual meeting of the Members. Individuals shall not be eligible for election as Directors for more than three (3) consecutive terms. However, if a Director is elected as an officer of the Academy, this is exclusive of the three-term limit. At each annual meeting of the Members of the Academy, a number of Members of the Board sufficient to bring the total to that number then authorized by the Board, shall be elected by the Members.

Ex-officio Directors shall be appointed by the President, and approved by the Board of Directors. Ex-officio Directors shall have no voting rights or be subject to term limitation.

Section 2. Vacancies. Any Director may resign at any time by written notice to the President. Appointments to fill the vacancies shall be made by the President, and approved by the Board of Directors. Any Member so appointed shall serve until confirmed at the next

Business Meeting of members. The full term of the appointee shall begin at the time of the appointment.

Section 3. Regular Meetings and Notice. The Board of Directors shall hold a minimum of two (2) regular stated meetings each year. One (1) meeting must be in-person, at a time and place determined by the Chair of the Board of Directors; and this shall be designated as the annual meeting of the Board of Directors. Other meetings may occur in person, by telephonic conferencing or by other means as established by the Board, at a time to be determined by the Board. In addition to the two (2) stated meetings, the Board may meet at any time when the affairs of the Academy shall require such.

Notice of the time and place of all regular meetings of the Board of Directors shall be provided to each Director by the President, Chair of the Board of Directors, or, by another Officer of the Academy, or by an individual designated by an Officer of the Academy, not less than twenty-one (21) days before the meeting. Notice of a special meeting shall also state the purposes of such meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the Chair of the Board, the President or any three (3) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 5. Quorum and Voting. At the meetings of the Board of Directors, a majority of the whole number of Directors, or ten (10) Directors, whichever is less, shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting. Except as otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 6. Responsibilities and Expectations of Directors and Officers. The interests of the Academy are foremost. Participation of Board members is key to their contribution. Board members need to be present and involved in meetings of the Board and the committees on which they serve. Board and committee members need to be actively engaged in discussing issues, sharing perspectives, and raising questions that are essential to good decision-making. Effective participation derives from continually learning about the Academy and the environment in which it exists. This learning includes those formal opportunities afforded by the Board and the Academy, as well as informal opportunities that occur in the course of one's activities. Effective participation of Board members also

encompasses participation in community and national efforts in support of the Academy. These might include advocating for the Academy, supporting proposed legislation and other initiatives, and representing the Academy with other organizations. All Directors will comply with the provisions of the AVA code of ethics. It is the duty of Directors to refer instances of non-compliance with the Code of Ethics to the Governance Committee. The Governance Committee will review the complaint and make a recommendation to the Board.

Directors and Officers are expected to attend every meeting of the Board of Directors, however it is understood that there are times when this is not possible. Directors and Officers may be excused with prior notification to the Chair of the Board of Directors. However, repeated failure to meet these expectations may subject a Director or Officer to removal from the Board by a 2/3 vote of the Board of Directors.

Section 7. Written Actions

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication pursuant to the Bylaws of this corporation, but by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. When written action is taken by less than all directors, all directors must be notified immediately of the text and effective date. Failure to provide such notice, however, does not invalidate the written action.

Article VI. OFFICERS

Section 1. Officers. The officers of the Academy shall be elected every two years by action of the Board of Directors at its annual meeting. The Officers of the Academy shall be a Chair of the Board of Directors (the Immediate Past President), a President, a President-Elect, and a Treasurer. Only Members of the Board of Directors are eligible for election to the positions of Officers.

The Executive Committee of the Board of Directors shall consist of the Chair of the Board of Directors, President, President-Elect, Treasurer, and all Chairs of standing committees of the Academy. The Executive Committee shall function at the direction of the Board of Directors, and shall act for the Board of Directors between regular Board meetings. Minutes shall be reviewed by the Board of Directors at its next meeting.

The Board of Directors may delegate any authority of the Board to the Executive Committee, except as to the following matters:

- e. The submission to Members of any action requiring Members' approval under the Not-For-Profit Corporation Laws of the State of Minnesota;
- f. The filling of vacancies in the Board of Directors;
- g. Fixing compensation for services to any Directors serving on the Board or any committee;
- h. The amendment or repeal of the Bylaws, or the adoption of new Bylaws; and
- i. The amendment or repeal of any resolution of the Board.

Section 2. Qualifications and Tenure. The President, President-Elect and Chair of the Board may serve only one (1) two-year term in each such office, except with respect to an unexpired term of the President. The President-Elect, in the two (2) years succeeding his/her tenure of office, automatically becomes President of the Academy. The President, in the year succeeding his/her tenure of office, automatically becomes Chair of the Board. The Treasurer's term of office will be one (1) two-year term with the possibility of reappointment.

Section 3. Compensation. No Director or Officer of the Academy shall, directly or indirectly, receive any salary compensation or emolument from the Academy, either as such Officer or Director, or in any other capacity, or be interested in any contract relating to the operations conducted by the Academy, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of two-thirds (2/3) of the whole number of Directors of the Academy. Other Officers and agents appointed by the Board of Directors may receive reasonable compensation for services actually rendered as fixed by a majority vote of the Directors present at any meeting.

Section 4. Removal and Vacancies. Any Officer or Director of the Academy may be removed with or without cause, by the affirmative vote of three-fourths (3/4) of the whole number of the Board of Directors whenever, in their judgment, the best interests of the Academy will be served thereby. Whether by resignation, removal, or incapacity, any vacancy that occurs in any office of the AVA shall be filled by appointment at the discretion of the President. The appointee shall fill the term of that office until the next regular meeting of the Board of Directors at which time the Board will elect a replacement to complete that term of office. This time will not be counted towards term limits as stated in Article 6 Section 2 of the bylaws.

Section 5. The President. The President assumes the responsibilities of Chief Executive Officer of the Academy and reports to the Board of Directors. The President shall preside at all Business meetings of Members of the Academy. The President, or the President's appointed representative, shall preside over all annual conferences of the Academy. The President shall have the responsibility for appointing, subject to approval by the Board of Directors, all committee members except those whose membership is fixed by these bylaws. The President shall perform such other duties as may be required by these Bylaws and by the Board of Directors and shall be, ex officio, a Member of all committees.

Section 6. The President-Elect. In the event of a vacancy in the office of President, or during their absence or inability to act, the duties and powers of the President shall devolve upon the President-Elect. The President-Elect shall be an ex officio Member of all committees.

Section 7. The Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors and its Executive Committee. The Chair of the Board shall be an ex officio Member of all committees.

Section 8. The Treasurer. The Treasurer, through the office of the Executive Director, shall be charged with the custody of all papers and documents relating to the property of the Academy, other than such as are mentioned in Article IX, and shall receive all funds of the Academy. They shall be responsible to assure that the staff shall deposit all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. Such funds shall be disbursed in accordance with Article X hereof. The Treasurer shall render to the Board of Directors whenever requested, and at least once (1) a year, an accurate account of all his/her transactions as Treasurer, and of the financial condition of the Academy.

The Treasurer shall be the chair of the Finance Committee and preside over all Finance Committee meetings.

Section 9. The Executive Director. The Executive Director shall have the necessary authority and responsibility to operate the Academy in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the President and the Board. He or she shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The authority and duties of the Executive Director shall include the responsibility to:

- a. Carry out all policies established by the Board;
- b. Meet with potential donors to facilitate immediate gifts as well as planned giving opportunities;
- c. Work with the Finance Committee to prepare an annual budget showing expected receipts and expenditures;
- d. Supervise any employees;
- e. Supervise and provide support for volunteers serving the Academy; and
- f. Supervise business affairs to ensure that funds are collected and expended to the best possible advantage and submit periodic and special reports to the Board as may be required.

The Executive Director shall be an ex officio Member of the Board, without voting privileges.

In the absence of an Executive Director the President shall delegate the roles and responsibilities.

Section 10. Limitation on Authority of Officers. The Board of Directors may adopt such resolutions not inconsistent with these Bylaws, as they deem advisable, limiting and defining the powers and duties of the Officers of the Academy.

Article VII. COMMITTEES

Section 1. Standing Committees. The Academy shall have the following Standing Committees:

a. Operating Committees

1. Executive Committee
2. Administrative Committee
3. Finance Committee
4. Fund Development and Marketing Committee
5. Governance and Strategic Planning Committee
6. Membership Committee

b. Content Committees

1. Curricula Committee
2. Conference Committee
 - a. Scientific Review Committee
3. Leadership/Faculty Development Committee
 - a. Awards Committee
4. Publications Committee
 - a. Research Reviews Committee
 - b. CSKE
 - c. ACEs Informing Best Practices Committee
5. Regional Academies
6. Research Committee
7. Scholars Committee
8. Website Communications Committee

Section 2. Other Committees. The President, with the approval of the Board of Directors, may appoint additional standing and ad hoc committees as it deems appropriate, to advise and assist the Board in the management, direction, and supervision of the various activities of the Academy. These committees shall have the authority and perform those duties as defined by the Board of Directors. The President may appoint Members in good standing of the Academy to such committees; and may fill any vacancies, which may occur in such committees.

Section 3. Quorum. Fifty percent (50%) of a standing or other committee, or seven (7) Members, whichever is less, must be present in order to conduct official business of a committee. Voting and other procedural matters for committee meetings shall be handled in the same manner as Board of Director's meetings.

Article VIII. Affinity Groups

Article IX. GOVERNANCE AND NOMINATIONS

Section 1. Governance Committee. The Governance Committee shall consist of the Chair of the Board, the President, the President-Elect, and two (2) Members of the Academy to be elected by the Board of Directors. The Executive Director will be an ex-officio member. The President-Elect shall serve as the Chair of the committee.

The Committee shall have, but is not limited to, the following functions:

1. Conduct of the nominations process. In doing so the Committee shall:
 - a. Evaluate the qualifications of potential Directors
 - b. Provide a list of recommended persons to be appointed by the President and confirmed by the Board of Directors.
2. Continually monitor the makeup of the Board to assure that it has the skills and qualifications necessary to sustain and carry out the mission of the organization.
3. Arrange for the provision of continuing education for Directors in matters that enhance their capacity to serve as effective Directors.
4. Evaluate the performance of the Directors and make recommendations as needed to the Executive Committee.
5. Develop and maintain the AVA Board of Directors Job Description(s) describing the skills and attributes required in a Director and their responsibilities once elected.
6. Evaluate and monitor the governance structures and processes of the Academy.
7. At least biennially, the Committee shall review the By-laws and Articles of Incorporation and recommend changes as needed for the Board's consideration.
8. Attend to any ethical or other complaints brought forward to the Academy, and make recommendations to the Board of Directors or in their absence, the Executive Committee.
9. Develop and/or review the strategic plan annually.

Section 2. Nominations Process. Only active Members are eligible with the exception that there shall be one (1) voting student Member of the Board. Notice of solicitation will be announced no less than sixty (60) days before the Committee meets. Nominations to the Board may come from any Member in good standing. The Governance Committee will request a curriculum vitae from the nominee consenting to serve if elected. The Governance Committee may meet immediately preceding or following any regular or special meeting of

the Board of Directors, or by telephone conference as necessary. The candidates for election to Director and Officer positions of the Academy who receive the largest plurality of the committee's votes shall be nominated by the committee.

Article X. SAFEKEEPING OF SECURITIES

Section 1. Deposit. All bonds, stocks and other securities and evidence of value, shall be deposited for safekeeping with a bank, stock brokerage firm, or trust company approved by the Board of Directors, to be held for the account of the Academy, and subject to the joint order of the Treasurer, the President, and the Executive Director.

Section 2. Transfers on Assignments. All transfers and assignments of any securities registered or standing in the name of the Academy shall be executed under its seal by the Treasurer, the President, and the Executive Director.

Article XI. BANK ACCOUNTS

Section 1. Accounts. All dues and other funds received by the Academy, whether by way of interest, dividends, bequest or otherwise, shall be deposited in such banks or trust companies as the Board of Directors shall select, to be held in an account to be designated as the "Academy on Violence and Abuse Account," or by an alternative title to be designated by the Board of Directors. All disbursements in the name of the Academy from this Account shall be signed jointly by the Executive Director and the Treasurer or another individual as appointed by the board of directors.

The Academy may also maintain an account with any such bank or trust company to be designated as "The Academy on Violence and Abuse Operating Account." Checks or other orders for the payment of money drawn by or in the name of the Academy on the Operating Account may be signed by such person or persons, signing jointly or singly, as the Board of Directors may determine.

Section 2. Expenses. Payment of bills for current expenses in the regular course of business shall be approved by the Executive Director.

Section 3. Bonding. If the Board of Directors so chooses, the Board may require that any or all the persons authorized to sign or countersign checks, whether by this Article or by resolution of the Board of Directors, be bonded in such amounts and with such sureties as the Board may designate.

Article XII. REAL ESTATE

Section 1. General. No purchase of real property or sale, mortgage, or lease of the real property of the Academy shall be made unless authorized by the vote of two-thirds (2/3) of the whole number of the Board of Directors then in office.

Section 2. Foreclosure. The provisions of the foregoing Sections 1 of the Article XI shall not apply to real property acquired on a sale in any action or proceeding for the foreclosure of a mortgage owned by the Academy or to real property acquired by this Academy by deed in lieu of foreclosure of a mortgage owned, either in whole or in part, whether in certificate form or otherwise, by the Academy.

Article XIII. CONFLICTS OF INTEREST

Section 1. Statement of General Policy. The Academy's Board of Directors, officers and staff as well as members of various its various committees and task forces deal with a variety of issues that may have far-reaching implications. The Academy is well served by the fact that many of these individuals have diverse interests and are involved in a number of activities outside the Academy. This interest and involvement enhance the expertise that these individuals bring to the various roles that they fill in representing the Academy. On occasion, situations may exist in which an individual serving the Academy in an elected or appointed position or as an employee has some outside interests which would constitute a conflict of interest or which could be perceived as constituting a conflict of interest. Generally, a conflict of interest could be said to exist when individuals have material interests outside the Academy which could influence them or could be perceived as influencing them to act contrary to the interests of the Academy and for their own personal benefit or the benefit of a family member or business associate. Conflicts of interest shall be addressed as described herein and such additional conflict of interest policies as may, from time to time, be adopted by the Board of Directors. Notwithstanding anything to the contrary contained herein, it shall at all times be the responsibility of each officer, director, committee member or staff person of the Academy to discharge his or her duties as a Director in good faith, in a manner the person reasonably believes to be in the best interests of the Academy, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Conflict of Interest Statement.

Each new member of the Board and each existing member of the Board or committee shall, as a condition of serving as a Director or committee member, execute a conflict of interest statement in such form annually.

Article XIV. SEAL

The Academy shall have no seal.

Article XV. FISCAL YEAR

The fiscal year of the Academy shall begin on the 1st of January and end on the 31st of December of each year.

Article XVI. RULES OF ORDER

Unless otherwise provided, all deliberations of the Academy shall be conducted in accordance with Robert's Rules of Order, Sturgis Standard Code of Parliamentary Procedure, or Democratic Rules of Order as specified by the Board of Directors in the Policies and Procedures Manual, insofar as they do not contravene the laws of the State of Minnesota.

Article XVII. WAIVER OF NOTICE

The giving of any notice required to be given under these Bylaws or the Laws of the State of Minnesota may be waived by a waiver in writing, signed by the person or persons entitled to said notice, whether before or after the time or event referred to in said notice, which waiver shall be deemed equivalent to such notice. Further, the presence of any person at a meeting (either in person or by electronic communication) shall constitute a waiver by such person of notice of such meeting.

Article XVIII. INDEMNIFICATION

Section 1. Coverage. Any person who at any time serves or has served as a Director or officer of the Academy, or in such capacity at the request of the Academy for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Academy to the fullest extent permitted by Section 317A.521 of the Minnesota Nonprofit Corporation Act, or the corresponding provision(s) of any successor statute or law, against (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Academy, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including, without limitation, an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 2. Payment. Expenses incurred by such person may be paid in advance of the final disposition of such investigation, action, suit or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Academy under the laws of the State of Minnesota.

Section 3. Evaluation. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Academy to pay the indemnification required by this Article XVII, including without limitation, to the extent needed, making a good faith

evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity due him or her and giving notice to, and obtaining approval by, the Academy.

Section 4. Consideration. Any person who at any time after the adoption of this Article XVII serves or has served in any of the aforesaid capacities for or on behalf of the Academy shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article XVII. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

Section 5. Insurance. The Academy shall have the power, by resolution of the Board, to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Academy, or is or was serving at the request of the Academy as a Director, officer, employee or agent of any other Academy, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, against any liability asserted and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Academy would have the power to indemnify him or her against such liability.

Section 6. Non-Exclusivity of Rights. The right of indemnification hereinabove provided shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such Director, officer, employee or agent may otherwise be entitled under any Bylaws, agreement, vote of the Board or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

Article XIX. Dissolution

In the event of the dissolution of the Academy and after paying or making provisions for the payment of all the liabilities of the Academy, the Board of Directors (as constituted at the date of entry of the order or other determination allowing or directing the liquidation of this corporation's affairs), in their discretion, shall by the affirmative vote of a majority of the Directors dispose of all of the remaining assets of the Academy by distributing them to other Qualified Organizations that advance health education or research on the recognition, treatment, and prevention of violence and abuse. For purposes of this provision "Qualified Organization" means an entity organized and operated exclusively for charitable, scientific or educational purposes that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article XX. AMENDMENTS

The Board of Directors may, by an affirmative vote of not less than two-thirds (2/3) of those present, amend these Bylaws at any regular or special meeting of the Board, subject to the limitations hereinafter provided. Amendments shall be proposed in writing, a copy thereof shall be emailed to each Director of the Academy with the notice of the next scheduled

regular or special meeting. A Notice of Proposed Amendments to the Bylaws shall also be published its website.

Notwithstanding the foregoing, the Bylaws of the Academy shall not be amended at a meeting of the Board of Directors, unless the number of Directors at such meeting, as the case may be, constitutes a quorum as set forth herein.

Chair of Governance