

BY-LAWS  
OF  
AMERICAN EMBRYO TRANSFER ASSOCIATION

ARTICLE I.

NAME AND LOCATION

The name of this association shall be American Embryo Transfer Association (hereinafter referred to as the "Association"), a Texas Corporation. Offices for the transaction of business may be located at such places as the Board of Directors may designate.

ARTICLE II.

BUSINESS AND PURPOSE

SECTION 1. The Association's business and purposes shall be to unite those organizations and individuals in the United States engaged in the embryo transfer industry into an affiliated federation operating under self-imposed standards of performance and conduct; to present a unified voice of the industry; to promote the science of embryo transfer; to educate the public properly to the status and capability of the United States embryo transfer industry; and to encourage others to engage in the pursuit of this industry.

SECTION 2. To carry out these objectives, the Association shall have the following authority:

- a. To promote, foster and advance the interests of its members and associates engaged in the improvement of livestock and other animals by means of embryo transfer;
- b. To encourage cooperative working relationships among organizations and individuals engaged in embryo transfer technologies;
- c. To provide facilities for the interchange and dissemination of technical information relating to embryo transfer of livestock and other animals, including the publication of such reports and journals as the Board of Directors may approve;
- d. To study and recommend the adoption of uniform policies and procedures designed to insure the accuracy of all records pertaining to the parentage of offspring produced by embryo transfer for all animal species;

- e. To guard against the spread of infectious diseases; to recommend procedures to insure quality service and products;
- f. To develop a “Code of Ethics” and encourage the adherence of members to high standards of integrity in the conduct of business;
- g. To promote a close working relationship with all breed associations and encourage compliance with all provisions which may be necessary to protect and safeguard the accuracy of pedigrees of animals resulting from embryo transfer;
- h. To cooperate with trade organizations and scientific societies, industry associations, educational institutions, and governmental agencies in the pursuit of genetic improvement and preservation of animals;
- i. To encourage, support and solicit funds, for basic and applied research in the field of animal breeding and reproductive physiology with special emphasis on developing improved techniques for the application of embryo transfer;
- j. To endeavor to serve completely the needs of each segment of the embryo transfer industry;
- k. In general, to encourage the pursuit of the embryo transfer industry and to engage in such activities in connection with or incidental to the foregoing which are not prohibited by law and are deemed to be in the best interests and welfare of association members and the embryo transfer industry.

### ARTICLE III.

#### TYPE OF CORPORATION

SECTION 1. This Association is formed without capital stock to operate on a non-profit basis.

SECTION 2. The Association is formed for the purposes and with the powers authorized under the laws of the State of Texas dealing with not-for-profit corporations.

### ARTICLE IV.

#### MEMBERSHIP

SECTION 1. The Association is an organization of individuals who are interested in and/or involved in the science and techniques of embryo production, development and transfer and its associated technologies in related fields of reproduction or who are involved in the application of the science and/or technology of embryo production, development,

manipulation and transfer. Membership carries the responsibility to concur with and support the objectives and policies of the association and to uphold the highest ethical and scientific standards in the performance of professional duties.

## SECTION 2. Membership Classifications.

- a. Professional- An individual who is actively engaged in the embryo transfer industry who holds a Ph.D., DVM or equivalent degree. Professional members are eligible to vote, serve on committees, and hold an office in the Association.
- b. Regular- An individual who is actively engaged in the embryo transfer industry. Regular members are eligible to vote, serve on committees, and hold an office in the association.
- c. Emeritus – Individuals who have been Professional or Regular Members of the Association for a period of at least 10 years and, who deem themselves as retired from activities associated with Professional or Regular Membership. Emeritus Members may enjoy the rights of their previous membership status, either Professional or Regular. Emeritus Membership is granted by an application, in writing, to the Board of Directors, who have the sole right to invoke or revoke the Emeritus status to a Professional or Regular Member.
- d. Student – Individuals enrolled in an academic program at the undergraduate or graduate level. Academic status must be verified annually by an academic advisor or a Professional Member.
- e. Associate – Organizations or individuals engaged in a business or occupation related to the embryo transfer industry that do not meet the requirements for Professional, Regular, Emeritus, or Student Memberships. These Associate Members may not vote, but will otherwise be entitled to full privileges of membership, and can attend meetings, serve on committees, and receive newsletters.

SECTION 3. Application. No individual, partnership, company, corporation or association shall be accepted for any type of membership until an application, with the specified membership application fee, has been filed and the applicant approved for specified membership by authority of the Board of Directors. If any applicant for membership is denied membership by action of the Board of Directors, he/she will be entitled to the same appeal proceedings called for in regard to the removal of members provided for under Article IV, Section 5, below.

SECTION 4. Transfers and Reclassification. Membership in the Association in any form is not transferable or assignable. Reclassification to a different form of membership is subject to the submission of application, the payment of any difference in membership fees and approval by the Board of Directors, except that any member incorrectly classified as a result of amendments to Article IV will be automatically reclassified into the correct category without the payment of additional application fees.

SECTION 5. Removal. Members of any classification who may be determined to be guilty of any offense which affects the interests of good government of the corporation, or if indictable by the laws of the land, may be removed from membership by the Board of Directors by two-thirds vote of the Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member complained against by any member has been advised of the complaint lodged against him/her and has been given a reasonable opportunity to appear before the Board, with an attorney to defend against the complaint if he/she so chooses. Such member, if removed, may appeal the decision of the Board providing that notice of intent is provided to the President in writing within thirty (30) days after notification has been mailed to the address of the member shown on the records of the Association. The appeal from the decision of the Board shall then be presented to a committee of three (3) former Directors selected by the President pursuant to procedures adopted by the Board of Directors. The appealing member shall have a reasonable opportunity to present his/her appeal with an attorney if the member so desires, and the Board shall be entitled to present his/her position or to have an attorney present for his/her position. The decision of the committee shall be final.

SECTION 6. Withdrawal. Any member may withdraw by filing a written notice with the Secretary of the Association at least sixty (60) days before the end of its (members) fiscal year. However, such member shall pay dues for the fiscal year in which request for withdrawal is made.

## ARTICLE V.

### MEMBERSHIP MEETING

SECTION 1. Annual Meeting. The annual meeting of the members of the Association shall be held at such locations and time as designated by the Board of Directors (January 19, 1983)

SECTION 2. Special meetings. Special meetings of the Association may be held at such time and place as designated by the President (or in his/her absence, by the Vice-President) upon a majority vote of the Board of Directors. Special meetings may also be called upon the written request of a majority of the voting members of the Association, with a majority to be determined based upon voting members of the membership.

SECTION 3. Notice. Notice of the annual meeting or of any special meeting shall be given by the Secretary to all members of record of each classification by any means permitted by applicable law, at least twenty (20) days before the holding of such meeting. In the case of special meetings, the notice shall state the purpose of the meeting. If mailed by United States Postal Service, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage prepaid.

SECTION 4. Presiding Officers. The President shall preside at all such meetings. In the event the President is absent, the Vice-President shall preside. The Secretary-Treasurer of the Association shall act as the Recording Secretary.

SECTION 5. Quorum. The presence in person of forty (40) voting members shall constitute a quorum for the transaction of business.

## ARTICLE VI.

### VOTING

SECTION 1. Proxy Voting. There will be no proxy voting. Voting members must be registered as such at each meeting. On all matters voted on by the membership, each voting member (Professional, Regular or Emeritus) will have one vote. Unless otherwise stated, any matter requiring a membership vote requires votes from voting members only.

## ARTICLE VII.

### DUES AND FEES

SECTION 1. Fee. A membership fee must be paid with each application for membership in the association. Membership dues shall be paid annually by members of the Association. The Board of Directors shall determine the amount, the date due, and the method of payment for the fees and dues.

SECTION 2. Suspension. Any member who is in arrears for annual dues on January 1 shall be suspended and may be reinstated during the year of suspension by paying the current year's dues prior to December 31. Any member who has been suspended for more than one year may re-apply for membership.

SECTION 3. Obligation to Pay Dues. In order for any member to continue as a member of the Association said member shall pay dues established and any special assessment voted by the membership. Any dispute with reference to dues or assessment obligations shall be determined by a majority vote of the Board of Directors.

SECTION 4. Change in Dues or Fees. The Board of Directors may modify and set the dues and fee structure at any time, subject to change by a vote of the members. Absent a change by the members, the determination made by the Board of Directors shall prevail.

## ARTICLE VIII.

### BOARD OF DIRECTORS

SECTION 1. Number. Management of the Association shall be vested in a Board consisting of eight (8) Directors to include five Board members and three officers. (Amended October 11, 1991) A maximum of one (1) of the eight (8) Directors can be a Regular Member.

SECTION 2. Duties and Powers.

- a. The Directors shall endeavor to carry out the desires of the Association members.
- b. The Directors are empowered to establish and maintain a national headquarters, and may employ personnel necessary to conduct the affairs of the Association.
- c. The Board of Directors shall have the power to authorize and direct the proper officers to negotiate and procure loans on behalf of the Association and to execute and issue promissory notes or other evidences of indebtedness in the name of the Association in connection with such loans; and further, to buy and sell real and personal property on behalf of such association, execute conditional purchase agreements, land contracts, mortgages and other instruments to effect the same. In the event security for such loans shall be required, the Board of Directors shall further have the power to authorize and direct the proper officer to execute and deliver in the name of the Association any instrument of pledge, assignment, lien or mortgage upon any or all of the real or personal property of the Association.
- d. The Board of Directors shall regulate, control and dispose of any property belonging to the Association; shall have the power to retain counsel and fix the compensation therefore; and shall perform such other duties and exercise such other powers as may be delegated to or conferred upon it by law, the by-laws, or the members.
- e. The Board of Directors prior to the annual membership meeting, shall establish a budget to govern the fiscal operations of the Association. The Board of Directors may in its discretion modify said budget at any meeting of the Board of Director by a majority vote of the membership of the Board.
- f. The financial affairs of the Association and/or the management company charged with the accounts of the organization shall be reviewed and certified annually by the audit committee at the direction of the Board of Directors. The Board of Directors may from time to time designate an independent audit by an outside firm.
- g. The Board of Directors shall establish standing and ad hoc committees, when necessary, to accomplish tasks for the Association and membership.

SECTION 3. Term. The Directors shall be elected by the members for four (4) year terms which shall be staggered so that no more than two (2) Directors shall be elected at any

annual meeting. Nominees for re-election to the Board would be required to remain off the Board for one year in order to be eligible to be re-nominated. (Amended October 11, 1991)

If retiring from the Board, the immediate past president will remain as a non-voting member of the Board for one (1) year, except in the case of a tie vote then the immediate past president shall be called upon to break such tie vote. (Amended October 11, 1991)

SECTION 4. Qualification. Any Professional, Regular, or Emeritus Member who has been a member of the Association for at least the previous five (5) years shall be eligible to serve on the Board of Directors. If an individual, after election to the Board of Directors no longer meets these qualifications, his/her right to serve on the Board of Directors shall be automatically terminated and the Board of Directors shall then be entitled to fill such vacancy as provided for under Article VIII, Section 7. If there is a dispute as to whether a Director meets the above-mentioned qualifications, the decision of a majority of the membership of the Board of Directors shall be binding as to whether a Director still meets the above-mentioned qualification.

SECTION 5. Nomination. Each voting member of the Association shall have the right to recommend candidates to a Nominating Committee appointed by the President. The Nominating Committee at the annual meeting shall attempt to nominate twice as many candidates as there are vacancies on the Board, but said committee may at its discretion place additional names in nomination for the Board vacancies if it so elects. Any voting member may nominate additional candidates from the floor at the annual meeting.

SECTION 6. Election. The Directors shall be elected on a secret ballot or by any means permitted by applicable law, by the voting members from the persons so nominated. The candidates receiving the largest number of votes shall fill the existing vacancies on the Board.

SECTION 7. Vacancies. In the case of a vacancy on the Board of Directors through death, resignation, disqualification, or other cause, the remaining Directors (by an affirmative vote of the majority thereof) may elect a successor to hold office until the next annual meeting of the Association when a successor will be elected to fill the unexpired portion of the term of the Director whose place is vacant.

SECTION 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and/or expense of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 9. Meetings.

- a. A reorganization meeting of the Board of Directors shall be held immediately after the annual meeting of the members.

- b. The Board of Directors shall hold at least one regular meeting during the year, at such time and place as the President may designate.
- c. Notice of all regular meetings shall be given to each Director by the President at least five (5) days prior to the time fixed for said meeting.
- d. Special Meetings of the Board of Directors may be called by the President, or, in his/her absence, by the Vice-President, or by a majority of the Directors. Notice of Special Meetings shall be given by the President not less than two (2) days prior to the meeting, and shall state the purpose of the meeting.

Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver or notice of such meeting, except for a special meeting called for the election of Directors.

SECTION 10. Quorum. A majority of the Board membership shall be necessary to constitute a quorum to transact business.

SECTION 11. Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all of the Directors.

SECTION 12. Executive Committee. The Executive Committee will be the officers, and the Executive Committee may be directed by the Board to conduct activities on its behalf.

## ARTICLE IX.

### OFFICERS

SECTION 1. Election and Term. Officers elected from and by the Board for a one (1) year term with a two (2) year consecutive term limit. Officers will be: President, Vice-President, and Treasurer.

SECTION 2. Duties. The duties of the respective officers shall be as follows:

- a. The President shall preside at all meetings of the Association and of the Board of Directors, appoint all committees, and have general supervision over the affairs of the Association and the offices thereof. He/She shall be an ex officio member of all committees.



- b. The Vice-President shall, in the absence of the President, or in his/her inability to act, have all the powers and perform all the duties of the President.
- c. The Treasurer shall keep a true and correct record of the proceedings of all meetings of the members and of the Board of Directors. He/She shall countersign and affix the seal of the Association to such papers and documents as shall be required to be so countersigned and sealed; provided that the Board of Directors may authorize any officer of the Association to perform this duty unless prohibited by law. The Treasurer shall supervise generally the accounting procedures adopted for the control of the money and other property of the Association and shall require the preparation of such periodic accounts, statements, etc. as determined by the Board of Directors.

SECTION 3. Executive Vice-President. The Board of Directors may further appoint a chief administrative officer who shall be designated as Executive Vice-President of the Association and shall be charged with the general administrative supervision of the affairs of the Association. Such person shall serve at the pleasure of the Board of Directors. A majority vote of the membership of the Board of Directors shall prevail as to the employment or termination of the Executive Vice-President.

SECTION 4. Additional Officers and Duties. The Board of Directors may provide for the appointment of such other additional officers or assistant officers as they may deem desirable or necessary for the best interests of the Association and may require all officers to perform such additional or other duties as shall from time to time be required by the Board of Directors, or as may be prescribed by the By-Laws.

SECTION 5. Signatures. Execution of contracts, checks, promissory notes, bills of exchange, and other instruments calling for the payment of money, which shall be issued by the Association, shall be approved by such officers/agents as the Board of Directors may from time to time designate.

SECTION 6. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts or to execute or deliver any instruments or any type of legal document in the name of and on behalf of the Association. Such authority may be in general or confined to specific instances.

SECTION 7. Loans. Any loans which shall be contracted or certificates of indebtedness issued shall be accomplished only by approval of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 8. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the

Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 9. Bank Deposits. All funds of the corporation 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 officers or Board of Directors may select.

#### ARTICLE X.

#### FISCAL YEAR

The Fiscal Year shall end on the 31<sup>st</sup> day of December each year.

#### ARTICLE XI.

#### AMENDMENTS

The By-Laws may be amended by a majority vote of the voting members present at the annual meeting, or at a special meeting called for that purpose; provided, that notice of the nature of the proposed amendment or amendments is included in the Call and Notice of Meeting. By laws may also be amended by written approval of a majority of the voting members, conducted by any means permitted by applicable laws, including electronic means.

#### ARTICLE XII.

#### INDEMNIFICATION

a. Any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this Association) by reason of the fact that he/she is or was a Director, officer, employee or agent of this Association, or is or was serving at the request of this Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of this Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

b. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Association to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee or agent of this Association or is or was serving at the request of this Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or

other enterprise shall be indemnified by this Association against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suite if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of this Association, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to this Association unless an only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

c. To the extent that a Director, officer, employee or agent of this Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subparagraph a or b, or in the defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

d. Any indemnification under subparagraphs a or b unless ordered by a court shall be made by this Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in subparagraphs a or b. Such determination shall be made:

- (i) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
- (ii) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (iii) By the voting Members.

e. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by this Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subparagraph d upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this section.

f. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members of disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

g. The Board of Directors is authorized to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of this Association, or is or was serving at the request of this Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not this Association would have the power to indemnify him/her against such liability under this section.

### ARTICLE XIII.

#### DISSOLUTION

This Association may dissolve by the adoption of a written resolution to that effect, at a meeting of its members called for that purpose, by an affirmative vote of a majority of all the voting members. Upon the adoption of such resolution the Board of Directors shall, after being or making provisions for the payment of all of the liabilities of the corporation, pay over the remaining funds to such educational institution or research groups as may be selected by the Board of Directors to be used for educational and research use in the field of Animal Agriculture providing that such educational institution or research group is operated exclusively for charitable, educational, or scientific purposes or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. The Board of Directors may decide, however, at its sole discretion, to return to the members the amount of their respective dues and fees previously collected from the members pro rata according to contribution.