THE AMERICAN FEDERATION OF AVICULTURE, INC.

AFA ByLaws

Revised 9/3/2025

Amended and Revised Bylaws as of September, 2023.

AMENDED AND RESTATED BY-LAWS AND STANDING RULES OF THE AMERICAN FEDERATION OF AVICULTURE, INC.

ARTICLE I Name, Purpose, Principal Offices, Corporate Seal, and Fiscal Year

Section 1. Name and Purpose. The name of the corporation is American Federation of Aviculture. The Corporation may hereinafter sometimes be referred to as "AFA" or "the Corporation." The mission and purpose of AFA shall be to promote the advancement of Aviculture through educational programs that support the advancement and improvement of breeding practices, husbandry practices, and living conditions for exotic birds, conservation, research and legislative awareness.

Section 2. Principal Offices. The Board of Directors shall fix the location of the principal business office of the Corporation at any place within or outside the State of California. If the principal business office is located outside of California, the Board of Directors shall fix and designate a principal corporate office in California. The principal business office of the Corporation is as of the date of these Amended and Restated Bylaws located at Austin, Hays County, Texas. As of the date of these Amended and Restated Bylaws, the designated principal office of the Corporation in the State of California, for the purpose of legal services is located at the Law Office of Larry T. Ring, 6207 S. Walnut Street, #800, Loomis, CA 95650. Branch or subordinate business offices may at any time be established by the Board of Directors at any place within or outside of the State of California. In the event the Corporation has no business office at its principal corporate office in California, the Corporation shall appoint a registered agent for service of legal process in the State of California.

Section 3. Corporate Seal. The Board of Directors shall have the power to adopt and alter the seal of the Corporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be the calendar year until changed by the Board of Directors.

Section 5. The Rules. The rules contained in the current edition of *Roberts Rules of Order - Newly Revised* shall govern the Corporation in all cases to which they apply and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE II Membership

Section 1. Membership. Individuals and organizations who have an interest in promoting and supporting aviculture, and who will support the mission and purpose of the AFA as stated in these Bylaws may be members of AFA. Membership in the Corporation shall consist of the following classifications:

Section 1.1. Affiliated Organizations: Primarily Non-commercial membership organizations (hereinafter sometimes referred to as "Member Clubs and/or Specialty Organizations") whose purpose is the promotion of avicultural interests. Affiliated organizations can consist of online chat groups, "Paper clubs" or "Show Clubs", primarily non-commercial customer discount clubs, or similar clubs not defined as "Commercial Members" below. Specialty Organizations have a nationally or internationally based membership that focuses their attention on a particular area of avian interest where as members of regional clubs reside or attend their meetings in a specific geographical area of the country.

a) These memberships shall be divided into the following categories:

   i) Category A: Member Clubs or Specialty Organizations. Avicultural organizations with fifty (50) or more active members.

   ii) Category B: Member Clubs or Specialty Organizations. Avicultural organizations with fewer than fifty (50) members.

b) Affiliated Organizations shall have the following rights and privileges:

   i) Each Category A Member Club shall be entitled to name two (2) representatives (2 different individuals) (hereinafter sometimes referred to as "Delegates") to the AFA House of Delegates.

   ii) Each Category B Member Club shall be entitled to name one (1) representative to the AFA House of Delegates.

   iii) Each Delegate must be a member in good standing of the Affiliated Organization, which they represent. Each delegate must individually be a member in good standing of the American Federation of Aviculture. An individual from each Affiliated Organization from time to time shall be designated as the AFA Delegate from that Member Club by written notice to the Membership Chairman of AFA, the AFA Secretary, or the AFA Business Office. Written notice must be from a duly authorized officer of the Affiliated Organization.

   iv) Each active member of an Affiliated Organization shall be considered an affiliated member of AFA (but not an active member of the AFA). Affiliated members shall have no voting or other rights in AFA except such as are specifically bestowed upon affiliated members by the AFA Board of Directors from time to time. Affiliated members do not receive the AFA Watchbird journal and no dues shall be required to be paid directly to AFA by affiliated members, unless they desire to become "active members" of the AFA.

   v) Each Affiliated Organization shall be entitled to one copy of the Official AFA Publication and such other pertinent material as is distributed from time to time to Member Clubs.

vi) Each Affiliated Organization shall be entitled to be listed in the Official AFA Publication and/or on the AFA website.

vii) Such additional rights and privileges as shall be established by the Board of Directors for Affiliated Organization from time to time.

c) An Affiliated Organization shall have the right to appoint an Alternate Delegate by written notice of such appointment signed by the President of the Affiliated Organization. To be effective, the written notice shall be delivered to the Secretary or AFA Business Office at least three (3) days before it is to become effective or shall be delivered to the presiding officer over a meeting of the Board at which it is to be effective. The Alternate Delegate may, subject to the same limit on representation as is described herein for Delegates, act as a Delegate from said Affiliated Organization in the absence of the regular Delegate for the term of his appointment.

Section 1.2.1. Commercial Membership: Commercial Membership shall be available to those (Non-member based) businesses, corporations, limited liability companies, organizations, and Veterinarians, serving the avicultural community for primarily commercial purposes, and with an interest in promoting and supporting the mission and purposes of AFA. Commercial members shall have the following rights and privileges:

a) May assign one (1) Delegate to represent their business, to the AFA House of Delegates. This Delegate must be an employee or owner of the business. If the Delegate is anyone other than the owner, they must have an AFA membership in good standing in order to serve/vote in the House of Delegates.

b) Shall be entitled to receive one copy of the Official AFA Publication.

c) Shall be listed as a Commercial Member or Veterinarian in the Official AFA Publication and/or on the website.

d) Shall be entitled to exercise the rights and privileges of Commercial Members established from time to time by the Board of Directors.

Section 1.2.2. Non-Commercial Membership shall be available to (non-member based) nonprofit organizations, charitable organizations, educational organizations, and foundations serving the avicultural community in a primarily non-commercial capacity and with an interest in promoting and supporting the mission and purposes of the AFA. Non-commercial members shall have the following rights and privileges:

a) Shall be entitled to receive one copy of the Official AFA Publication.

b) Shall be listed as a Non-Commercial Member in the Official AFA Publication.

c) Shall be entitled to exercise the rights and privileges of Non-Commercial Members established from time to time by the Board of Directors.

Section 1.3. Individual Membership: Any person who shares AFA's interest in promoting aviculture and the purposes of AFA and who qualifies for membership, as herein set forth in these Bylaws shall be eligible to seek individual membership in the organization. There shall be various levels of Individual Membership. Each category of Individual Membership shall be entitled to receive a copy of the Official AFA Publication and to exercise the rights and privileges of a particular level of Individual Membership as established from time to time by the AFA Board of Directors. Fees for various categories of individual memberships shall also include the annual dues stipulated by the House of Delegates.

Section 1.3.1. Family Membership: Any family consisting of one or two adults and children under the age of 18 residing at the same address who share AFA's interest in promoting aviculture and the purposes of AFA. Each Family Membership shall be entitled to receive a copy of the Official AFA Publication and to exercise the rights and privileges of Family Members established from time to time by the AFA Board or Directors.

Section 1.3.2. Supporting Membership: Any individual or family who shares AFA's interest in promoting aviculture and the purposes of AFA and who qualifies for membership, as herein set forth in these Bylaws shall be eligible to seek supporting membership in the organization. Each Supporting Membership shall be entitled to receive a copy of the official AFA Publication and to exercise the rights and privileges of Supporting Members established from time to time by the AFA Board or Directors.

Section 1.3.3. Life Membership: Life Membership shall be available to any person who qualifies under the standards for such membership established from time to time by the Board of Directors. Each Life Member shall be entitled to basic Individual Membership privileges and such additional privileges as may be conferred from time to time by the AFA Board of Directors. Except as otherwise provided in this Article, once a Life Member has qualified as such, the status of Life Membership shall not be removed during the life of said member.

Section 1.4. Honorary Membership: Any individual who by unanimous decision of the Board of Directors of AFA at an Annual Meeting has uniquely distinguished himself or herself in promoting the interests of AFA and aviculture. Honorary Membership shall be for life and shall carry all of the membership privileges of Life Membership and such additional privileges as may be conferred from time to time by the AFA Board of Directors. No dues shall be payable by Honorary Members.

Section 1.5 Corporate Sponsors: A corporate entity with an interest in promoting and supporting the mission and purposes of AFA through one of the AFA sponsorship programs. Corporate sponsors shall have the following rights and privileges:

a) Shall be entitled to receive one copy of the Official AFA Publication.

b) Shall be listed as a Corporate Sponsor in the Official AFA Publication.
c) Shall be entitled to exercise the rights and privileges of Corporate Sponsors, established from time to time by the Board of Directors.

Section 2. Annual Dues. Annual Dues covering all forms of membership, except as otherwise specifically noted, shall be established as set forth in these Bylaws and published from time to time by the AFA Board of Directors.

Section 3. Membership List. The AFA Office, AFA Secretary, Membership Secretary, and anyone allowed by the Board, as stated in the Policies and Procedures, 2008-2-9-a, shall keep a list of the names and addresses of all members, and such list shall be conclusive, subject to correction for verifiable error only, as to whether a person is or is not a member. Such list shall be used for AFA purposes only and shall not be given to any commercial organization for the solicitation of AFA Members for other than AFA's purposes or be used by any person having access thereto for personal purposes.

Section 4. Tenure. Each member shall retain his membership status until he is no longer in good standing on the membership records of the Corporation, or until he sooner dies, resigns, is removed or becomes disqualified.

Section 5. Application. Applications for each category of membership will be made in the manner prescribed by the Board of Directors to the AFA business office or such other locations as may from time to time be designated as the AFA Membership Service Office by the Board.

Section 6. Qualification and Removal. At its discretion, the AFA Board of Directors may expel from membership or advertising any member or affiliate club or reject any applicant who has misrepresented themselves or been convicted of violation of state, federal or international law concerning the importation, interstate shipment, possession or inhumane treatment of any avian species, or any member determined to be adverse to the mission and purpose of the Corporation, or who is adverse or opposed to the breeding, keeping, or selling of birds, or who violates the code of ethics set forth in the AFA policies and procedures (Appendix A of these bylaws), and/or is deemed detrimental to the public image and favorable continuance of the American Federation of Aviculture, Inc. The AFA Board of Directors may require Affiliate clubs to verify their membership qualifications as defined in these bylaws (Article II, Section 1.1).

Such member or applicant may, after having been given reasonable notice and a reasonable opportunity to be heard, thirty (30) days prior written notice being considered reasonable, be removed by an affirmative vote of two-thirds (2/3) of the Board members assembled at any Meeting. Such vote for removal shall also contain a statement of a period of time, if any, before which such member shall not be entitled to again become a member of AFA. Except in the case of a Life Member so removed, a member shall not be entitled to a refund of annual dues paid for the current year during which he is removed. Upon removal of membership of a Life Member, that shall be refunded to each member all amounts paid as dues for such Life Membership less amounts earned based on the number of years of membership then served by such Life Member as a Life Member, times the regular dues for membership for each such year which would have otherwise been due had such Life Member not been a Life Member. Any member so removed and not subject to specific time period before which membership may be sought shall be allowed to be a member again only upon unanimous vote of the Board of Directors.

No person who is convicted of violation of any state, federal or international law concerning the importation, interstate shipment, possession or inhumane treatment of any avian species shall be eligible to serve as an elected or appointed officer, director or serve as member of or delegate to the House of Delegates unless, after opportunity of that person to be heard, allowed to do so by unanimous vote of the Board of Directors.

ARTICLE III Board of Directors

Section 1. The Board of Directors, constituted as hereinafter provided, shall, except as specifically reserved herein to the House of Delegates, be the sole governing body of the Corporation. All Board members must individually be members in good standing of AFA.

Section 2. Voting

Section 2.1. Voting Privileges. The Board of Directors of the Corporation shall consist of the following officers who shall be the voting members of the Board.

a) The then-serving President, First Vice President, Second Vice President, Secretary, and Chief Financial Officer.

b) The Specialty Organization Director and various Regional Directors.

c) The immediately preceding past President of the Corporation provided this individual is a member in good standing of the Corporation.

d) Any officer currently appointed as a special advisor to the board by the President, with consent of the Board of Directors <u>and given Vice Presidential/Director Status (as per Article VIII, Section 7, of these bylaws)</u>, provided they are a member in good standing of the Corporation.

Section 2.2. Non-Voting Members. The Board of Directors of the Corporation shall consist of the following officers that are not voting members of the Board.

a) The then-serving Chairs of the standing committees and the Chairs of any associated sub-committees.

b) AFA Legal Counsel and AFA Parliamentarian.

c) Director of AFA Business Office.

d) Any Special Advisor(s) appointed by the Board and specifically designated in their appointment to serve as members of the Board.

Section 3. Tenure. Each Director shall hold office until he ceases for any reason to hold the position which qualified him as a Director which shall include, without limitation, failure to remain a member of AFA during his tenure as a member of the Board, or until he dies, resigns, or is removed.

Section 4. Powers. The Board of Directors shall have and exercise full control and active management of the Corporation. The Board of Directors shall have full control over all funds bequeathed, contributed, entrusted to, or earned by AFA. After proper investigation, the Board may direct, by majority vote, the expenditure, retention, or investment of such funds, subject to the limitations imposed by these Bylaws and the Articles of Incorporation, including the establishment of such endowment or trust funds for such AFA associated purposes and on such terms and conditions as the Board in its sole discretion may deem appropriate. The Board shall have charge of and direct the use of the property of the Corporation and account for it at all times.

Section 4.1. Budgets. The Board shall annually request and receive from the Chief Financial Officer ("CFO") in November projected annual budgets for each of the Standing Committees, Officers, Projects and the various official and/or sanctioned programs of the Corporation (hereinafter "Budgeted Activity"). The Board shall examine, and approve, with such additions or deletions as it may, in its sole discretion, deem appropriate, each of the budgets so submitted. Supplemental budgets for committees or approved projects may be considered at any regularly scheduled Meeting.

Section 4.2. Expenditures. Once approved by the Board, the party responsible for the functioning of a Budgeted Activity may request from the CFO funds approved for the purpose requested and shall account to the CFO for such expenditures on a monthly basis. The CFO shall account in writing on a quarterly basis to the Board for such expenditures. All budgeted funds not expended for a Budgeted Activity during the Fiscal Year for which they were appropriated shall not be carried over as an additional amount added to said Budgeted Activity's budget for the succeeding Fiscal Year.

Section 4.3. President's Discretion. The President, without prior Board approval, may incur or authorize any person to incur on behalf of AFA, for AFA purposes, expenses not exceeding $500.00 for each such expense, as may be deemed necessary in the President's reasonable discretion.

Section 4.4. Appointments. The Board shall solicit, receive and act upon, in the manner hereinafter described, all nominations and recommendations for appointments or establishment of State Coordinators, Appointed Officials, Committee Chairs, Special Advisors, Special Projects and such other matters, positions and appointments as it may deem appropriate, not inconsistent with these Bylaws.

Section 5. Meetings and Notice. There shall be a minimum of one (1) Board of Directors meeting each year to be held within North America.

Section 5.1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held at the time, date, and place selected by the Board of Directors.

Section 5.2. Regular Meetings. Regular meetings of the Board of Directors may be scheduled, and shall be held at the time, date, and place selected by the Board of Directors. Regular meetings may be held telephonically via conference call, electronically or by video, see section 5.4.1.

Section 5.3. Notice. Notice of Regular or Annual (in person) meetings shall be given to the Board by at least thirty (30) days written notice. Notice by publication in the Watchbird, on the website, by e-mail, or other AFA publication of general circulation shall be sufficient. Notice of Special meetings is defined in Sections 5.4, and 5.4.1.

Section 5.4. Special Meeting (In Person). Special in person meeting of the Board of Directors may be called by the President or a majority of the voting Directors then serving at a time and place determined by them within the United States. Special meetings shall be called by delivering to the Secretary a written statement calling for the meeting which is signed by the President or the Directors making the call. Written notice of any special meeting shall be given by the Secretary to each Director (i) in person or by written telecommunications sent to his business or home address at least ten (10) days before such meeting, or (ii) mailed to his business or home address or to his last known address at least fourteen (14) days before such meeting. Notice of a meeting need not be given to any Director if he executes a written waiver of notice before or after the meeting or if he attends the meeting without protesting either prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of any meeting of the Board of Directors need not specify the purposes of the meeting. Any usual business of the Board of Directors may be accomplished at a special meeting.

Section 5.4.1 Special Meeting (Teleconference, Digital or Electronic) A Special meeting of the Board of Directors may be called by the President or five (5) of the voting Directors then serving. Such conference meetings must be called a minimum of (7) seven days prior to scheduled commencement. Notification of the meeting may be made by electronic mail or telephone and should be made by the Secretary or a voting board member designated by the President. Voting and/or usual business may be accomplished during any special meeting and results will be recorded into the official record.

Section 5.5. Presidential Vote. In meetings the President, who shall also serve as Chair of the Board of Directors and Moderator of Board meetings, shall cast a vote only in the event of a tie in any Board vote.

Section 5.6. Individual Member Attendance. AFA individual members may attend Board meetings, subject to the physical limitations of the places at which such meetings are held. No member shall be entitled to address the Board at its meeting without first requesting and receiving permission from the Board, which may be given by the Moderator or a majority vote of the Board then assembled. No member may attend a meeting of the Board when, in the sole discretion of the Board, matters of a confidential and sensitive nature are being discussed or acted upon.

Section 6. Quorum and Voting. The number of voting Members of the Board required to constitute a quorum at any meeting of the board of directors shall be one over one third of the then-serving voting members of the Board. Though less than a quorum be present, any meeting may, without further notice, be adjourned to a different time or place. At any reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the original meeting. If a quorum is present at any meeting, a majority of the Directors present may decide any questions brought before such meeting, except to the extent that a larger number is required by applicable law, the Articles of Incorporation or these Bylaws. Each Director shall have only one vote regardless of the number of offices held by such Director.

Section 7. Action by the Board.

Section 7.1. Except as specifically provided to the contrary, action by the Board may be taken at any regularly scheduled or Special Meetings of the Board.

Section 7.2. The Board of Directors may take action without a meeting by written consent of the voting Members of the Board by mail, facsimile or e-mail provided that such written consent shall specify the action to be taken and, following a stated period for deliberation, shall be submitted to the Secretary by each of the then-serving voting members of the Board casting a vote to include their individual vote recorded as: yea, nay or abstention. All votes taken for action by "written consent" shall be verified and permanently recorded by the Secretary. Such "written" consent may be executed in multiple counterparts (electronic or facsimile copies acceptable). A three-quarter affirmative vote of those responding shall be required for approval of all actions considered by "written consent" of the Board.

Section 8. Resignation and Removal. A Member of the Board may resign by delivering his written resignation to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some later time not more than three months hence) and acceptance thereof shall not be necessary to make it effective unless it so states. Any Member of the Board of the Corporation may be removed for cause only, by an affirmative vote of two-thirds of the then-serving Board members. A Director may be removed for cause only after he has been given reasonable notice and had a reasonable opportunity to be heard. The Director shall be suspended immediately upon notice of such proceedings. Thirty (30) days prior notice shall be considered reasonable notice of such proceeding to the Board and the Director in question.

Section 9. Vacancies. Where there shall be a vacancy in the Board (except for the office of President or similar office for which automatic succession is provided under these Bylaws) such vacancy shall be filled by a vote of the Board for the period until such vacancy is filled by election and qualification of a successor.

Section 10. Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Directors and shall have such other powers and duties as may be established by the Directors.

ARTICLE IV Elected Officers

Section 1. Number and Qualification. The elected officers of AFA shall be a President, First Vice President, Second Vice President, Secretary, Chief Financial Officer, Specialty Organization Director and the Regional Directors. The officers shall be Directors of the Corporation and must individually be members in good standing of AFA. A person may not hold more than one elected office at the same time. Regional Directors must have their principal residence and principally reside in the region which they serve. If required by the Board of Directors, any officer shall give the Corporation a bond for the faithful performance of his duties, in such amount and with such surety or sureties as shall be satisfactory to the Directors. The cost of such bond shall be paid by the Corporation. The inability to obtain such bond or sureties shall not in and of itself disqualify such Director from holding office.

Section 2. President. The President shall preside as Chairman at all meetings of the Board of Directors. The President may appoint a Parliamentarian. The President shall supervise the daily business and functioning of AFA, shall coordinate all activities of the Corporation and shall carry out the decisions of the Board concerning AFA policy or administrative procedures. The President shall nominate for appointment by the Board all Committee Chairs, all Appointed Officials and Special Advisors and shall, with the exception of the Nominations & Elections Committee, be an ex-officio member of each committee. The President shall be the official spokesman of AFA.

Section 3. Vice President.

Section 3.1. First Vice-President. The First Vice-President shall assist the President in the discharge of his official duties, preside at meetings in his absence and fill his place in the event of his death, removal or resignation until a new President can be elected.

Section 3.2. Second Vice-President. The Second Vice-President shall assist the President and the First Vice-President in the discharge of their official duties, and, in the event of a vacancy in the office of First Vice-President, shall assume that office and perform the duties of same until a new First Vice-President can be elected.

Section 4. Secretary. The Secretary shall maintain and preserve all records and documents of the Corporation subject to the order of the Board. He or she shall record and maintain records of all proceedings of the Board of Directors and the House of Delegates in books kept for that purpose, or on electronic files which shall be kept by the Secretary at the principal executive office of the Corporation or at such place as is otherwise designated by the Board. Any such book or file shall be open at all reasonable times to the inspection of any member of the Board of Directors. Such books shall also contain the original copies of the Articles of Incorporation of the Corporation and the Bylaws as the same may have been amended. The Secretary shall have a list of the names and addresses of all members of the Board of Directors and the officers of the Corporation. If the Secretary is absent from any meeting of the Board of Directors, a temporary Secretary chosen at the meeting by the Chairman of the meeting shall exercise the duties of the Secretary for such meeting but shall not vote in his or her place. The Secretary shall also perform such other functions as directed by the President or the Board of Directors from time to time.

Section 5. Chief Financial Officer. Chief Financial Officer shall be appointed by the President with approval from the board. The CFO shall receive, give receipts for and deposit all monies belonging to the Corporation in a bank or banks designated by the Board of Directors. The CFO shall disburse all funds in accordance with the budgets approved by the Board of Directors. They shall furnish a balance sheet and income statement and prepare and file all appropriate tax returns. Except as herein provided, he shall make no disbursements without prior authorization by the Board of Directors. He shall keep full and accurate records of all financial affairs and shall report in writing on a quarterly basis to the Board on the financial state of the Corporation. The Chief Financial Officer shall, if requested by the Board, report more often, but no more often than monthly, on the financial status of the corporation.

Section 6. Elected Directors. One (1) Regional Director shall be elected from each of the regions listed in Schedule I to these Bylaws. Regions shall be established by the House of Delegates and shall be geographically defined based upon equality of representation and recommendations of the Board of Directors. During times when a Regional Director is not currently serving in a region, and where there are no candidates residing in that region that are suitable and willing to fill that position, The BOD may, at their discretion, install a temporary Director for that region whom may or may not reside in that particular region. Understanding that this “appointment” is temporary until which time an election can be held where a suitable candidate is elected to a permanent position in that area.

The Specialty Organization Director shall be elected by the voting delegates casting votes in the election. The Specialty Organization Director shall fulfill such additional duties and functions as may be delegated from time to time by the Board of Directors and the President.

Each Director shall in their respective region seek to promote the interest and activities of AFA. The Specialty and Regional Directors shall act as a liaison between the Board of Directors and their regional or national representatives and constituents – State Coordinators, clubs and Club Delegates, Commercial members and members-at-large. Regional Directors will disseminate information from the Board to these groups and advise the Board of regional concerns. Directors shall, when requested by the President, assist the President by acting as liaisons between the President and various AFA committees. The Directors shall fulfill such additional duties and functions as may be delegated from time to time by the Board of Directors or the President.

Section 7. Tenure. All elected officers shall serve for a term of two (2) years or until a successor is elected. An officer may run again for the same office he currently holds. There shall be no limit to the number of successive terms an officer may hold. The term of office shall commence and end at the close of the annual meeting.

Section 8. Appointed Directors. Due to the requirement for a high level of experience and expertise, the Director of Internet and Media Services Technology, and the Director of Publications shall be appointed by each newly elected President and approved by the current Board of Directors. These positions, when filled, serve on the Board of Directors as voting Directors.

Section 9. Removal. After reasonable notice and an opportunity to be heard, any officer may be removed for cause, for failure to perform his duties, in case of continuing absence or disability or for any other reason deemed sufficient by a two-thirds majority of the Board of Directors voting at any Board Meeting. The notice shall specify the grounds for removal, shall be in writing and shall be submitted to the Board and the officer proposed to be removed prior to any action. Thirty (30) days prior written notice of such grounds and opportunity to be heard to the Board and the officer in question shall be considered reasonable notice.

Section 10. Resignation. An officer may resign by delivering his written resignation to the President or Secretary of the Corporation, to a meeting of the Directors, or to the Corporation at its principal office, such resignation shall be effective upon receipt (unless specified to be effective at some other time not more than three (3) months hence), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 11. Vacancies. A vacancy in any office may be filled by a majority vote of those members of the Board of Directors present at any Board Meeting by the election of a successor to hold office for the unexpired term of the officer whose place is vacant or until his successor is chosen and qualified.

ARTICLE V Election of Officers

Section 1. Term. The President, Second Vice-President and Regional Directors from odd numbered regions in List (odd) 1 shall be elected in odd numbered years. The First Vice-President, Secretary, and Regional Directors from even numbered regions in List 2 (even) shall be elected during even numbered years. New Officers and Board members will take office at the conference banquet and/ or after they take or sign their Oath of Obligation for AFA Elected and Appointed Officers.

Section 2. Nominations. The Nominations and Elections Committee shall submit to the Executive Committee or the Board of Directors its list of nominations for officers. Each person named on said slate must have already accepted the nomination. Such names shall be deemed placed in nomination. Said list shall be sent electronically and/or by mail to every member of the House of Delegates on or before April 30 of the year of the election and the Nominations and Elections Committee shall therewith solicit additional nominations from the membership of the House of Delegates. In order for additional names to be placed in nomination by the membership of the House of Delegates, the Nominations and Elections Committee must receive on or before May 15 of the year of the election a written nomination of the persons named from at least three members of the House of Delegates other than the person named and a written acceptance of the nomination by the person named. Nominations by the membership of the House of Delegates for the office of Regional Director may only be made by members of the House of Delegates residing within the region of the person named. The Nominations and Elections Committee shall solicit from each nominee a statement of the nominee's qualifications for the office nominated. The length, content and form of said statement shall be within the discretion of the Nominations and Elections Committee. Only an individual member in good standing may be nominated for office. No person may be nominated for the office of President or First Vice-President unless they shall have previously served for a minimum of two years as an elected or appointed member of the Board of Directors of AFA. No person may run for more than one (1) office at a time during an election.

Section 3. Initial Ballot and Statement of Qualifications. The initial ballot shall contain the names of all persons nominated in accordance with Sections 1 and 2 of this Article. The Electronic Ballot shall contain a statement of the nominees' qualifications and/or Biography when provided by the candidate. If a nominee does not submit his statement to the Nominations and Elections Committee by May 15 of the year of the election, none shall be included on the ballot regarding said nominee. The Nominations and Elections Committee shall have the discretion to reject or modify statements which it deems inappropriate.

Section 4. Election.

Section 4.1 Voter Eligibility (Officer Elections)
The AFA House of Delegates elects the AFA Board of Directors. Affiliated Organizations must re-affiliate by May 15 (of the election year) for their Delegates to be eligible to vote in the AFA officer elections. AFA House of Delegates members must hold a membership (in good standing) by May 15 (of the election year) to be eligible to vote in the AFA officer elections.
All Voters will vote for all positions on the current ballot.

Section 4.2 Election Methods
The elections will be conducted online by electronic ballot. The website used for electronic voting will be of a secure nature and will be chosen by the Nominations and Elections

Committee and the AFA Business Office personnel managing the election. Ballot tallies must be secure and no totals from the electronic site can be provided to any person not associated with the official election committee or AFA Board of Directors until the close of the election.

- **Section 4.3 Election Schedule. The election will proceed according to the following deadlines. All deadlines are Midnight (Central Time) unless otherwise indicated.**
- **April 15-** Incumbents and candidates recruited by the Nominations and Elections Committee must submit their biographies/qualifications to the Nominations and Elections Chairperson.
- **April 30-** List of nominations from the Nominations and Elections Committee will be sent to eligible voting delegates with request for additional nominations.
- **May 15 –** Affiliated Organizations and Delegates must have their memberships in good standing in order to vote in the current year's officer elections.
- **May 15 –** Deadline to add additional nominations to the current ballot. These are the nominations with signed nomination letters from at least three other members of the House of Delegates eligible to vote in that particular Region and election (must be sent to the Nominations and Elections Committee)

- **May 30-** Ballot security numbers and instructions on how to vote in the electronic election shall be sent via email to all eligible voting members of the House of Delegates.

- **June 1-** The Electronic election will begin at 12:00 noon (Central Time).

- **June 12-**. The electronic election will be closed to voting at noon (Central Time) on June 12th. Results of the election shall not be released until after the official close of the election. The Nominations and Elections Committee Chair or designee shall notify all candidates of election results before releasing them to the Board of Directors or membership. During the initial results notifications, tally numbers cast for each candidate can be released to a candidate in a race only by the notifying representative of the Nominations and Elections Committee and when requested by a candidate.
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- **June 13-** Election report is sent to the President and/or Secretary by the Nominations and Elections Chairperson within twenty-four hours of election close time.
- **June 20-** If needed, Ballot security numbers and instructions to vote in the run-off election shall be sent electronically.
- **June 21-** If needed, Run-off elections shall begin at 12:00 Noon (Central Time).
- **June 30-** Official Close date of any Run-off election at midnight (Central Time).
- **July 1-** Electronic votes from the run-off election shall be tallied and the results sent to the President and/or Secretary. Run-off election results sent to the President and/or Secretary by the Nominations and Elections committee within twenty-four hours of the election close time.

Section 4.4 Online Balloting. Balloting shall be conducted using an online election website chosen by the Nominations and Elections Committee and the AFA Business Office.

Unique ballot IDs shall be sent electronically to each AFA voting member previously qualified in Section 4.1 of these bylaws, and where an email address is on file in the AFA office. A unique Ballot ID will be supplied for each eligible voting position held by any House of Delegates member in good standing by May 15. The primary responsibility to provide a valid email address to the AFA Business Office is that of the House of Delegates member and should be provided before May 15 of the voting year.

The electronic election invitation will include instructions for casting the ballots online, and include election start and end (closing) dates and times.

Section 4.4.1 Validation of Electronic Ballots. The office will compile an email list of qualified voters and give this list to the person setting up the electronic ballots. A list of unique Ballot Id numbers will also be created that will allow only one vote to be cast for each eligible position held by any member of the House of Delegates.

Section 4.4.2 Counting Electronic Ballots. The software automatically counts all the electronic ballots cast and reports the results to the administration of AFA running the online election (The Nominations and Elections Committee). This information will be incorporated into the election report to be supplied to the President and Secretary after the close of the election. The election officials and the AFA business Office will not release ballot tallies to anyone prior to the official release of election results except for the President and/or Secretary of the AFA.

All officers, except for the Regional Directors and Specialty Organization Director, must be elected by a majority of the members of the House of Delegates casting votes in that election. Regional Directors and the Specialty Organization Director must be elected by a majority of the members of the House of Delegates casting votes in their respective regions in that election.

Section 4.4.3 The Election Report & Release of Election Results
The nominations and Elections Committee is responsible for providing the post-election report to the AFA President and/or Secretary. After all candidates have been notified of the results by the nominations and elections Committee, AFA President or AFA Secretary, the AFA Secretary will provide this report to the Board as needed or directed by the President. The report will not include tally numbers but will indicate which candidates were elected to office.

The Nomination and Elections committee shall certify the results of the election in writing to the President and Secretary of the Corporation, and report in detail to the Board within 1 day after the close of the election and according to the election schedule in Section 4.3.

The Nominations and Elections Committee shall state on the certificate of results the name and URL location of the website used for the electronic election. The written report shall include the following:

(1) the total number of ballots issued in the election,
(2) The total number of ballots officially cast for each office in the election.
(3) the total number of electronic votes cast,
(4) the total number of electronic votes cast for each open position, and indication as to which candidate received the majority of the votes cast in that election. The report to the

Board of Directors will not contain the number of votes cast for each candidate.

The information contained in these reports shall be considered sensitive and not be disclosed to any person who is not a member of the Board of Directors unless there is an official challenge to the election or until the results are officially announced to the membership and Board of Directors by the President. The number of votes each candidate received in the election shall remain secret unless a candidate in the election requests that information for their specific race from the Nominations and Elections Committee Chairperson or the President. The President may release the results of the election or direct the AFA Secretary to release the results (not including tally numbers) to the membership after all candidates have been contacted and after the results have been released to the Board of Directors which may be accomplished electronically.

Section 4.5 Uncontested Races. In the event the final proposed ballot contains no contested races, for any of the positions to be filled during a current election, each of the candidates will be declared “elected by affirmation” by the Nominations and Elections Committee and no further actions will occur by the Committee other than certification of the results of the election in writing to the President and/or Secretary of the Corporation on or before June 1 of the year of the election.

Section 5. Runoff Election. If no “one” candidate for a particular office receives a majority of the votes cast in that election for a particular office, a runoff election shall be held. Only those candidates that appeared on the original election ballots can be included in a runoff election, a new candidate cannot enter an election race after the initial election has closed. In accordance with the election schedule in Article V, Section 4.3 above, a runoff ballot shall be sent electronically by the Nominations and Elections Committee or AFA Business Office to each member of the House of Delegates qualified to vote in the runoff election, and only if they were a member in good standing on May 15th of that election year. The ballot shall contain the names of the two candidates that received the most votes or more if there is a tie among more than two top vote recipients, creating the need for a run-off election for that office. The procedure for counting ballots shall be the same as is described for the initial election.

Section 6. Election Contests. Digital tallies of the electronic results shall be printed from the official election website and maintained for a 3-month period of time by the Nominations and Elections Committee to verify any questions about the tallies of the official election. Any challenges to the election must be made in writing to the Nominations and Elections Committee within 15 days of the close of the election and shall specify the nature of the challenge. The Nomination and Elections Committee shall investigate the validity of all contests to determine if the subject of the challenge could have altered the final result and shall recommend disposition of the challenge to the Board. The judgment of the Board in all such matters shall be by a majority vote and shall be final in all respects. No challenge may be brought to an election after 15 days from election close time.

ARTICLE VI House of Delegates/Annual Meeting

Section 1. General. There shall exist an AFA House of Delegates

Section 1.1. General the House of Delegates shall be comprised of those persons and have the rights, powers, duties and responsibilities collectively and individually as Delegates as indicated in these Bylaws. Affiliated Organizations, their Delegates, and all members of the House of Delegates must have a membership in good standing before the "Call to Order" of the annual meeting in order to cast a vote at the meeting.

Section 1.2. Meeting the House of Delegates shall assemble at Annual Meetings of the Board of Directors to hear the reports of the AFA Committees, Advisors and Officials to the Board, observe the actions and deliberations of the Board and hear the program to be presented to the Board. The Delegates are encouraged to speak at the said Board meetings subject to the discretion of the Chairman of the Board. The “annual” meeting of the House of Delegates will be an “in person” meeting, usually held at the annual conference.

The House of Delegates may have one or more additional meetings by internet if needed by the Board to vote on proposed Bylaw amendment changes or to vote on HOD business. The House of Delegates will be given 2 weeks’ notice of the date, time, link, and agenda for the meeting.

Section 2. Membership. The House of Delegates shall be comprised of the following members:

a) All voting members of the Board of Directors.

b) The Delegate(s) from each Affiliated Organization. A Delegate may represent more than one (1) club at any one time.

c) The State Coordinator from each respective State, Territory or District, each of whom shall be appointed and serve in the manner hereinafter described.

d) The Chair of each of the AFA Standing Committees and appointed sub-committee chairs.

e) Any other person serving AFA who shall be given Board status by a two-thirds (2/3) vote of the Board at any Annual Meeting.

f) All Appointed Officials, Directors, or Vice Presidents.

g) Special Advisors designated as members of the House of Delegates

h) All Past Presidents who maintain current AFA Membership status following their tenure as President.

i) Regional Legislative Delegates: Regional Directors can, from time to time, suggest for appointment persons in their region who will serve as Regional Legislative Delegates. Each Regional Director may put up to two (2) Legislative Delegates to serve as legislative monitors for the region. Legislative Delegates must be a member in good standing of AFA and be approved by the Board of Directors. They will follow the same qualifications as all House of Delegates members to establish their voting eligibility. Once approved they are members of the AFA House of Delegates and will coordinate and work with the AFA Legislative Vice President and their Regional Director and must provide quarterly reports to their Regional Director. Legislative Delegates can be removed by the Board of Directors at the request of a Regional Director.

j) All Appointed Officials given Delegate status.
k) Commercial Member Delegates.

No person who has been convicted of any crime involving the inhumane treatment of avian fauna or involving the violation of any laws relating to the importation of avian fauna may be a member of the House of Delegates unless approved by unanimous consent of the Board of Directors.

Section 3. Tenure. Each member of the House of Delegates shall hold that position until he ceases to hold the position which qualified him as a member of the House of Delegates or until he sooner dies, resigns or is removed.

Section 4. Powers and Responsibilities. The members of the House of Delegates shall have the following powers and responsibilities:

1. To elect the Elected Officers of the Corporation.

2. To establish and change from time to time the annual dues for membership in the Corporation which shall be included as part of the membership fee for each category of membership

3. To amend the Bylaws of the Corporation.

4. To promote AFA membership and activities.

5. To dissolve the Corporation.

Section 5. Voting Privileges.

Section 5.1 Counting the Vote Except as hereinafter set forth, no one individual member of the House of Delegates shall be entitled to cast more than one vote. Notwithstanding the foregoing, if an individual member of the House of Delegates is also the duly appointed Delegate, Alternate Delegate, or officially designated proxy for more than one Affiliated Organization, that Delegate may cast one (1) additional vote on behalf of each Affiliated Organization for which he is the duly appointed Delegate serving Alternate, or designated proxy. No delegate may cast more than one vote for each affiliated organization they represent in either the House of Delegates meetings or in the AFA Officer elections (if Large affiliated organizations assign only one delegate “person” to represent them, that delegate will only receive one vote in any election or meeting). The exception to this rule is when an organization gives their official “Proxy vote” to a then serving delegate for the purposes of the House of Delegates meeting. An official proxy form must be signed and in the hands of the AFA Secretary before the commencement of any meeting where a proxy will cast a vote. Note: Proxy voting is not permitted in the AFA Officer election.

Section 5.2 Proxy. Any member of the AFA House of Delegates who cannot attend a meeting (in person or virtual) and /or whose officially appointed Delegate/s or designated Alternate/s cannot attend the meeting of the House of Delegates, may be represented at that meeting by another voting member of the House of Delegates provided that the affiliated Club or House of Delegates member has formally requested, from the Secretary or AFA Business Office, and executed a proxy form prior to the meeting specifically designating the voting member of the House of Delegates whom they wish to serve as their proxy for that meeting only. Such proxy form must be completed and submitted to the Secretary or Business Office prior to the “call to Order.”

Section 5.3 Affiliate Organization Responsibility Affiliated Organizations must re-affiliate by May 15 for their Delegates to be eligible to vote.

Section 6. Removal and Resignation. A Delegate of an Affiliated Organization may be removed by a written statement to this effect signed by the President of the Affiliated Organization. An electronic letter or "email" from the President of the organization will also be acceptable provided it can be verified as coming from the Organization's President by the AFA Business Office. A member of the Board of Directors shall cease being a member of the House of Delegates upon ceasing being a member of the Board. A person described in subsections c, d, e, f and g of Section 2 of this Article shall be removed by being removed or resigning as State Coordinator, Committee Chairman, Appointed Officials or Special Advisors.

ARTICLE VII Execution of Papers

Except as the Board of Directors may otherwise authorize, all deeds, leases, transfers, contracts, bonds, notes and other non-routine material, legal documents made, accepted or endorsed by the Corporation shall be signed by the President and by either the Chief Financial Officer or the respective Chairman of the Committee to which such document pertains.

ARTICLE VIII Standing Committees, Special and ad hoc Committees, Special Advisors and Appointed Officials

Section 1. Appointment of Committee Chairs and Budget of Committees. The Board of Directors shall at its discretion, from time to time, establish Committees and appoint officials and advisors to carry out tasks which are in the best interest and welfare of AFA and its purposes. All Committees shall be accountable to and shall report to the Board of Directors. The Chairman of each Committee shall be appointed by the President with the advice and consent of the Board. A Committee Chairman shall select the members of his Committee with the advice and consent of the Board. A list of such Committee members shall be submitted in writing at least annually by the respective Committee Chairman to the Board of Directors. Officers, Committee Chairmen, Appointed Officials and Special Advisors shall submit a proposed written annual operating budget to the Chief Financial Officer no later than October 1 of each year. The Board shall review and approve such budget with such amendments, revisions or deletions, as it deems appropriate. No Committee is empowered to expend funds or enter into any contract.

Section 2. Standing Committees: The following Standing Committees shall be established by the Board to serve the functions and be constituted as hereinafter described.

Section 2.1. Nominations and Elections Committee: Shall include no elected members currently serving on the Board of Directors of the Corporation or any person then running for office; oversees and conducts nominations and elections.

Section 2.2. Membership and Club Affiliation Committee: Chairman shall serve as the Director of Membership. Oversees membership and club promotion, monitors renewals and follow-up, develops and recommends membership services, activities and campaigns. The membership of this committee shall include all elected Regional Directors.

Section 2.3. Education Committee: Chairman shall serve as Director of Education and shall provide oversight for content and presentation of all education related services. This committee shall recommend, develop and initiate educational programs that enhance avicultural knowledge and awareness and promote the goals, objective, and mission of the organization. The Director of this committee shall oversee subcommittees according to the Policies and Procedures.

Section 2.4. Finance Committee: Chief Financial Officer shall be chairman; oversees budgetary process and gives recommendations on financial matters to the Board; oversees fund raising activity and disposition of funds other than through the budgetary process for specific projects as directed by the Board.

(a) Sub-committee: **Ways and Means Committee**: Examines reviews and recommends various programs and procedures for improvement of all aspects of AFA.

Section 2.5. Conservation and Research Committee: Chairman shall serve as Director of Conservation and Research and shall evaluate and coordinate all conservation and research related activities within AFA through the various associated committee chairs. Examines and recommends programs for conservation and research of avian species and seeks and receives funds for AFA Board-approved programs designed to promote conservation and research of avian species.

(a) Sub-committee: **Cooperative Breeding Programs**: Chairman shall provide oversight, coordination, promotion and development of these programs.

(b) Sub-committee: **C.I.T.E.S:** Chairman monitors the activities of CITES, proposes positions and plans for representation at CITES Conferences and interfaces with other appropriate CITES entities.

(c) Sub-committee: **Avian Research Committee**: Solicits, reviews and recommends avian research programs to the Board for grant approval; solicits and receives donations for avian research.

Section 2.6. Legislative Committee: Chairman shall be the Legislative Vice President; review and advise the Board and President on legislative and judicial matters impacting aviculture and AFA.

Section 2.7. Publications Committee: Formulates policy for and oversees publication of all AFA publications; the Editor of the Official AFA Publication shall be a member of this committee.

Section 2.8. Conference Steering Committee: The Executive Committee shall provide oversight for conference planning and execution.

(a) **Conference Coordinator**: Shall solicit and receive all contracts and bids relating to Conference Activities. Serve as primary liaison and coordinator of various conference functions and activities. Plans, recommends budgets, and executes annual conference as approved by the Board of Directors.

(b) Sub-committee: **National Drawing Committee**: Plans, seeks donations for and carries out the annual fund-raising drawing at the National Conference.

(c) Sub-committee: **Speakers Committee**: Seeks and recommends speakers for various AFA programs; establishes a list of speakers knowledgeable in avicultural areas.

Section 2.9. Ethics Committee: Hears, reviews and advises the President and Board on matters referred to it concerning ethical standards pertaining to aviculture and of interest to AFA; recommends ethical standards to the Board.

Section 2.10. Awards Committee: Establishes rules and criteria, solicits and review nominations, arranges for preparation of and presents awards in various fields and areas established from time to time by the President and Board of Directors, serves as a member of all subcommittees under Section 2.11 (Awards).

(a) Sub-Committee: **Avy Awards**: Chairman shall maintain history, solicit nominations, coordinate, and research all applications for Avy Awards as outlined in AFA Policies and Procedures.
(b) Sub-Committee: **AFA Show Awards**: Chairman shall maintain history, coordinate, and develop AFA Show Awards to be presented at any AFA affiliated bird show.

Section 2.11. Executive Committee: The Executive Committee shall consist of the five (5) Executive Officers; President, First Vice-President, Second Vice-President, Secretary, Chief Financial Officer, and ex officio, the Executive Director and/or the immediate Past President.

Section 2.12. Disaster Relief Committee. Develops disaster preparedness plans for all AFA regions in order to assist the Regional Directors, State Coordinators, and other AFA personnel to reach those in need after a natural disaster. Manages requests for assistance from any region affected by a recent disaster. The Board, at its discretion, may appoint an East Coast and/or West Coast Committee chair to this Standing Committee. Both Chairs would be a voting member of the AFA House of Delegates.

Section 3. Delegate Status. The Chairs of all Committees (standing committees and their associated sub-committees) listed in Section 2 of this Article VIII shall be voting members of the House of Delegates.

Section 4. Duties. Each Committee through its Chair shall submit a written report to the Business Office or such other place as may from time to time be designated by the President on or before the date designated by the President so that reports will be available to mail to Board members prior to the Meetings.

Section 5. Discontinuation. Any Committee may be discontinued by a majority vote of the Board of Directors. Upon discontinuation, all Committee property and records shall be forthwith delivered to the President or Secretary, or as the President may otherwise direct in writing. All committee records are and shall remain the property of AFA.

Section 6. Special or ad hoc Committees. Additional Committees may be established from time to time by the Board upon recommendation of the President. Chairs of Committees under this section shall not in this capacity be voting members of the House of Delegates.

Section 7. Special Advisors. Special Advisors, Special Representatives, Legal Counsel, Attorneys and Agents may be appointed from time to time by the President with the prior advice and consent of the Board. No person so appointed shall take any action on behalf of AFA except as authorized by the Board in connection with their appointment or as otherwise expressly authorized from time to time by the President of the Board. Such persons may if so stipulated by the Board become members of the House of Delegates and/or the Board of Directors and/or be given Vice-presidential status.

Section 8. Appointed Officials: The Committee Chairs, Legal Counsels, Parliamentarian, and Special Advisors, are advisors to the Board, appointed by the President or Board to perform a specific job. The Board "may" give these appointed officers a voting position in the AFA House of Delegates.

Section 8.1 Legal Counsels. Attorneys willing to advise the Board may be appointed by the President to serve as AFA Legal Counsels. The duty of the counsel is to advise the Board as a whole, and not to advise any individual member of the Board.

Section 8.2 Legislative Vice-President. The Legislative Vice-President shall be appointed by and serve at the pleasure of the Board and shall serve until a successor is appointed and qualified. The Legislative Vice-President shall monitor governmental activity which impacts on aviculture. The Legislative Vice-President shall consult with Officers and members of the House of Delegates in order to assist them in educating the general public and governmental officials and in disseminating information on issues relative to avicultural concerns relating to governmental activity. He shall report to the Board on a quarterly basis.

Section 8.2.1 Legislative Coordinators. Special assistants or Legislative Coordinators shall be appointed by Regional Directors, and such appointment shall be subject to the approval of the Board at any regular, special or Annual Meeting, or by unanimous written consent. Upon recommendation of their Regional Director and recommendation by the President, Legislative Coordinators may be removed by majority vote of the Board at any regular Board Meeting or by unanimous written consent. Legislative Coordinators are voting members of the AFA House of Delegates.

Section 8.3 Parliamentarian A Parliamentarian will be appointed to assist and advise in the orderly functioning and conduct of Corporation meetings and procedures.

Section 8.4 State Coordinators. State Coordinators shall be appointed by Regional Directors, and such appointment shall be subject to the approval of the Board at any regular, special or Annual Meeting, or by unanimous written consent. Upon recommendation of their Regional Director and recommendation by the President, State Coordinators may be removed by majority vote of the Board at any regular Board Meeting or by unanimous written consent.

Section 8.5 Other Advisors. If a particular advisory function is not provided for under these Bylaws, the president may appoint other persons as advisors to the President and/or to the Board, who shall serve at the pleasure of the President. The President may remove such appointees, and replace them with other appointees, as the President may determine is reasonable or necessary under the circumstances.

Section 9. Resignation. Any Committee member, including the Chairman, appointed official, or any Special Advisor, may resign by delivering his written resignation to the President or Secretary who shall notify the Board of such resignation at its next meeting. Such resignation shall become effective upon acceptance of the written resignation.

Section 10. Removal. After reasonable notice and opportunity to be heard, any committee member, including the Chairman, appointed official or any Special Advisor, may be removed for cause, for failure to perform his duties, in case of continuing absence or disability, or for any other reason deemed sufficient by a two-thirds (2/3) majority vote of the Board voting at any Meeting. The notice shall specify the grounds for removal, shall be in writing, and shall be submitted to the Board and the person proposed to be removed at least thirty (30) days prior to any action on such removal.

Section 11. Responsibility. Committee responsibility may be expanded or limited by the Board as it deems appropriate in its sole discretion.

ARTICLE IX Audit of Books

Provisions shall be made by the Board of Directors for a periodic audit and/or compilation and review of the accounts of the Chief Financial Officer, either by a committee appointed by the Board or an accountant retained by the Board for the purpose of such audit. Such audit shall be presented to the Board at the next Annual Meeting of the Board.

ARTICLE X Personal Liability

The members, Directors, officers, officials and duly authorized representatives of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim for the payment or any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XI Amendments

Amendments to these Bylaws may be proposed in writing upon petition by five members of the House of Delegates who must also individually be members of AFA. Such petition shall be addressed or directed to the President of the Corporation. Upon receipt of such petition, the President or his/her designee shall, I, within 10 days of receipt of the petition, forward the petition to all members of the House of Delegates. Once a petition has been submitted following this procedure, the proposed Amendment(s) shall be voted upon at the next Annual Meeting of the House of Delegates, provided that the petition shall have been received by the

President at least thirty (30) days prior to said meeting. A two-thirds (2/3) affirmative vote of those members of the House of Delegates voting shall be required for passage.

ARTICLE XII Conferences

The Corporation may sponsor a conference. Other smaller-scale conferences may also be held. All conferences are to be organized with a view to the purposes of AFA as stated in the Articles of Incorporation and these Bylaws. A reasonable charge may be imposed for participation in and attendance at any such conferences. Efforts shall be made to ensure that any facilities used by the Corporation shall be accessible to persons who are not able-bodied.

ARTICLE XIII Use of Corporation Name

Section 1. Authority. The Corporation shall not be responsible for the unauthorized use of its name, corporate seal or logo, unauthorized statements made on its behalf or unauthorized actions taken on its behalf.

Section 2. Use. The Corporation name shall not be used in connection with any purposes except those expressly stated in the Articles of Incorporation or these Bylaws or by unanimous vote of the Board of Directors.

ARTICLE XIV Notices

Section 1. Notice. Wherever notice of any action is required to be given, such notice shall be deemed given if mailed in the United States Mail, postage prepaid, addressed to the recipient at the address last known to the Corporation in its records. Such notice shall be deemed properly given if so mailed no later than fourteen (14) days prior to the action to be taken as specified in such notice. Anything contained in this section to the contrary notwithstanding, any specific requirement contained in these Bylaws providing for a different form or time period of notice shall supersede the notice required under this Section.

Section 2. Waiver and Consent. Any person required to receive a notice provided in these Bylaws may waive such notice by a document in writing signed by the party entitled to receive such notice and specifically providing for waiver of the notice required to be given. Such waiver need not contain the exact text of the notice being waived. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because due to such improper notice the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

ARTICLE XV Official AFA Publication

The Corporation shall publish and issue on a scheduled basis its Official Publication which shall be known as The A.F.A. Watchbird Journal. There shall be an Editor or Editorial Board appointed by the Board of Directors who shall serve at the pleasure of and be accountable to the Board. The Publication shall be primarily devoted to the dissemination of information in connection with the mission and purposes of AFA. The Board of Directors shall establish, from time to time, the “over the counter” price of the Publication.

ARTICLE XVI Rule Making

The Board may, from time to time, promulgate rules and regulations in expansion and for clarification of, but not in contraction to, these Bylaws. Such rules, as and when adopted, shall govern the orderly functioning of the Corporation.

ARTICLE XVII Records and Property

All records and property, real, personal or mixed, entrusted to or in the hands of any officer, Director, representative, agent, Committee Chair, Appointed Official, Special Advisor or the like, acting for or on the behalf of AFA shall remain AFA property and, upon request by the President or the Board of Directors, shall be surrendered to the President or as the Board of Directors directs.

ARTICLE XVIII Interpretation

Section 1. Illegality. In the event there shall be two interpretations of any part or parts of these Bylaws, one which would be illegal or invalid and another which would be legal or valid, then the interpretation which would be legal or valid shall be used.

Section 2. Board Determination. Wherever there shall be legitimate controversy as to the interpretation of any part or parts of these Bylaws, then the decision of the Board at any Meeting as to the proper legal interpretation of such part or parts in controversy shall be conclusive, final and binding.

ARTICLE XIX Projects

The Board may, from time to time, establish projects for AFA in furtherance of its purposes. Such projects shall, if necessary be funded and carried out in the manner determined by the Board.

ARTICLE XX Miscellaneous

Section 1. Gender. All pronouns herein contained of the masculine, feminine or non-descriptive gender shall, as and when appropriate, mean either masculine or feminine and shall be non-discriminatory.

Section 2. Captions. All captions contained in these Bylaws shall be for convenience only and shall not be determinative of the nature of effect of any of the provisions herein.

Section 3. Invalidity. In the event any provisions contained in these Bylaws shall be invalid as a matter of law, then such invalid portion shall be deemed null, void and of no force and effect and shall not affect the validity of any other portion of these Bylaws.

Section 4. Conflicts. In the event any section of these Bylaws shall conflict with the Articles of Incorporation, then the provisions of the Articles of Incorporation shall govern. In the event any provision of these Bylaws shall conflict with any other provision in these Bylaws, the conflicting provision containing the stricter provision shall govern. In the event any provision of these Bylaws shall conflict with the purposes of AFA, then such conflict shall be resolved in favor of the interpretation carrying forth the purposes of AFA. In the even any provision of these Bylaws might disqualify the Corporation from being an organization described in section 501(c)(3) of the

Internal Revenue Code, then such provision shall be null, void and of no force and effect to the extent necessary so that the Corporation will be an organization described in section 501(c)(3).

Odd/Even Lists of Officers and Regions

List #1	List #2
President	1st Vice-President
2nd Vice-President	Secretary
1. Northeast	2. Mid-Atlantic
3. Southeast	4. Mid-Eastern
5. North Central	6. South Central
7. Western	8. Northwestern
9. Northern California	10. Southern California
11. Florida	12. Specialty Organization Director

American Federation of Aviculture Appendix A to Bylaws - CODE of ETHICS
Policy & Procedure

I. Unethical Activities

A. A member shall not be involved in the smuggling of birds or the purchase of birds known by the buyer to be smuggled.
B. A member shall not knowingly engage in activities contrary to state, federal, or international laws relating to aviculture, such as interstate shipment of endangered birds without permits.
C. A member shall not be involved in bird theft, or the purchase of birds known by the buyer to be stolen.
D. A member shall not engage in fraudulent business practices such as accepting money for birds and failing to deliver, knowingly selling diseased or deficient birds or advertising birds not yet in the seller's possession unless so represented.
E. A member shall not be involved, actively or passively, in the inhumane treatment of birds.
F. A member shall not engage in activities or conduct adversely affecting or contrary to the concepts and ideal of AFA. Any member shall immediately bring the AFA Ethics Committee firsthand information regarding a clear violation of AFA Code of ethics.

II. Policies Regarding Ethics Complaints

A. The Ethics Committee shall investigate at its discretion, all for warded complaints regarding unethical activity.
B. The Ethics Committee shall present to the AFA Board of Directors the results of its findings and the Committee's recommendations for Action.
C. All complaints shall be in writing and shall be signed by the party/parties offering the complaint.

III. Investigative Procedure

A. The Ethics Committee shall receive complaints from any AFA member, responding immediately with a form letter acknowledging receipt of the complaint.
B. The Committee shall investigate, particularly if several complaints are received regarding the same individual/firm. Local delegates may be called upon to assist in the investigation.
C. The Committee shall write an opinion letter to the complainant after the investigation. If unethical conduct is revealed by the investigation, the Committee shall contact the individual firm suspected of the unethical conduct in writing to request an explanation of such behavior.
D. The Committee shall, in cases where the Committee has concrete evidence and no satisfactory explanation, turn such evidence over to the appropriate governing agency.
E. In Cases where the complaint is against a member, the Committee shall warn the member in writing that expulsion from AFA and/or refusal of advertising may result unless the Committee's request for explanation or assurance that such conduct will not reoccur is satisfied.
F. Results of the Committee's investigation, including explanations for warded to the Committee, shall be presented to the AFA Board with the Committee's recommendation of AFA action.

IV. Disciplinary Action

A. Appropriate disciplinary action will be determined by the AFA Board of Directors.

B. At its discretion, the AFA Board of Directors may expel from member ship or advertising any member or applicant convicted of violation of any state or federal law concerning the importation, interstate shipment, possession or inhumane treatment of any avian species.

C. The Board of Directors may order the publication in *Watchbird* of information pertinent to the conviction of any individual/firm for violating state or federal laws regarding the importation, interstate shipment, possession or inhumane treatment of any avian species. Such publication shall not occur until after receipt of adequate documentation including at least a copy of the complaint, a copy of the docket, and a copy of the judgment.

Ethics Committee Procedure

The Chairperson of the Ethics Committee is responsible for distributing all duly received ethics complaints to members of the committee. Each recipient responds to the Chairperson, recommending how best to proceed. The Chairman reviews all recommendations and determines what action his committee will take. If disciplinary action is required, the Chair will make that recommendation to the Board for its action. Once the Ethics Committee has referred the matter to the Board, the Ethics Committee is no longer involved unless directed to perform additional services for the Board.