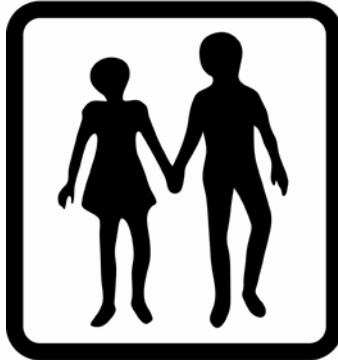


APSAC



Restated By Laws

of the

American Professional Society on the Abuse of Children

An Illinois Not-for-Profit Corporation

As amended on January 23, 2012

**BY-LAWS OF
THE AMERICAN PROFESSIONAL SOCIETY ON THE ABUSE OF CHILDREN**

**ARTICLE I
Name and Purpose**

Section 1 Name

The name of the Corporation shall be the American Professional Society on the Abuse of Children, Inc.

Section 2 Purpose

The purposes of the Corporation are as stated in the Articles of Incorporation.

**ARTICLE II
Offices**

Section 3 Offices

The Corporation, an Illinois not for profit corporation, shall maintain a registered office and a registered agent in the State of Illinois. The Corporation may have other offices within and without the State as are deemed by the Board of Directors as necessary to the proper functioning of the organization.

**ARTICLE III
Members**

Section 4 Manner of Appointment

Upon making application in writing, upon certification of compliance with Sections 5 and 6 of this Article III and upon payment of applicable dues in accordance with Article IX of these Bylaws, persons shall be admitted to membership in the Corporation and shall be entitled to all rights and privileges and subject to all the obligations, restrictions and limitations applicable to such membership as set forth in the Articles of Incorporation, these Bylaws and subsequent amendments and changes thereto, and subject to any further limitations as resolved from time to time by the Board of Directors.

Section 5 Eligibility

Membership in the Corporation is open to individuals who work in child welfare, which includes: (a) persons licensed or certified, or holding a graduate degree or undergraduate degree in a professional discipline or, (b) those that hold an accreditation, credential, or certificate or, (c) those who work in an organization that requires on-going continuing education in their professional discipline.

Section 6 Standards of Conduct

The activities of each Member of the Corporation shall conform to the standards of conduct appropriate for Members; including, but not limited to the professional and ethical standards of the members discipline, the APSAC Code of Ethics and all laws and regulations relating to, such Member's profession or field.

Section 7 Voting

Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 8 Termination of Membership

APSAC does not investigate allegations of misconduct by members. Conviction in criminal court, a finding of a professional disciplinary body, board, or professional disciplinary process or a finding from a state, federal, or other governmental body that a member has abused, molested, victimized, or committed a violent crime against a child or other vulnerable persons shall be regarded as a resignation of that member from the Corporation. Upon notice of such action the Board of Directors shall accept the resignation of that member after notice to the member at the official address of the member sixty days (60) prior to such action. Any member so notified or having been determined to have so resigned may appeal such resignation to the Board of Directors within six months of the Board's acceptance of resignation. Appeal to such action of the Board of Directors will only be accepted in writing. The actions of criminal courts, professional disciplinary bodies, or state regulatory agencies are considered final and the Corporation will not challenge or disregard such findings.

Section 9 Transfer of Membership

Membership in this Corporation is not transferable or assignable.

Article IV Meeting of Members

Section 1: Annual meeting.

An annual meeting of the Members shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, for the transaction of such business as may properly come before the meeting in accordance with these Bylaws. Notice may be mailed to members by hard copy or electronically, posted on the Corporations web page, or by other means as determined by the Board of Directors.

Section 2: Transaction of Business

At each meeting of the Members, the President or in the absence of the President, the person designated by the Board of Directors shall act as chair. At any annual meeting of Members only such business shall be conducted as shall have been properly brought before the annual meeting (i) by or at the direction of the Board of Directors or (ii) by any Member who complies with the procedures set forth in this Section 3, 4 and 5 of Article IV.

For business properly to be brought before an annual meeting by a Member, the Member must have given timely notice thereof in writing to the Secretary. To be timely, Member's notice must be delivered to or mailed and received at the principal office of the Corporation, not less than 30 days nor more than 60 days immediately prior to the annual meeting; provided, however, that in the event that less than 40 days notice or prior public disclosure of the date of the annual meeting is given or made to Members, notice by the Member to be timely must be received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting was first mailed or such public disclosure was made, whichever first occurs. A Member's notice to the Secretary shall set forth in writing as to each matter the Member proposes to bring before the annual meeting (i) a brief description of business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and address of the Member proposing such business and (iii) any material interest of the Member in such business.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section. The chair of an annual meeting shall, if the facts warrant, determine and declare to the annual meeting that business was not properly brought before the annual meeting in accordance with the provisions of this Article IV and, if the chair shall so determine, the chair shall so declare to the annual meeting, and such business not properly brought before the annual meeting shall not be transacted. However, the Chair shall have the discretion to rule as to the importance of an issue brought to its attention outside of normal procedures and, if warranted, include it in the agenda.

The annual meeting shall include a report from the President and Treasurer as to the state of the Corporation. Motions from the floor at the time of the annual meeting will be ruled out of order so long as procedures outlined in this section have been met.

Section 3: Special meetings

Special meetings of the Members may be called by the President or the Board of Directors and shall be called by the Secretary or in the case of the death, absence, incapacity or refusal of the Secretary, by any other Board member or member in good standing, upon written application of one-tenth (1/10) or more of the Members entitled to vote there at. Business transacted at all special meetings shall be confined to the objects stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 4 Place of Meeting

The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting or any annual meeting or for any special meeting called by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

In a case of a special meeting called under section 3 above, the special meeting shall take place at the time and location of an annual Board meeting or by other procedure as outlined in Section 1.

Section 5: Notice

To the extent permitted in the articles of incorporation or the bylaws of the corporation, actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by or of members, directors, or committee members shall include any communication transmitted or received by electronic means. Written notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, email or announcement on the APSAC web page to each Member entitled to vote at such meeting, not less than five (5) nor more than sixty (60) days before the date of such meeting or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by law or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. (Ill. Statute: Sec. 107.15.)

Section 6: Informal Action

Any action required or permitted to be taken at any meeting of Members may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed either: (i) by all of the Members entitled to vote with respect to the subject matter thereof or (ii) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. . .

Section 7: Quorum

A quorum for a meeting or special meeting of the members shall be 25% of the members eligible to vote. A quorum shall be present if members are present in person or by proxy in combination, to 25% of those eligible to vote, unless otherwise stated in these By laws. If a quorum is not present, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 8: Counting votes

Votes of the Membership, Board of Directors, Executive Committee, or other Committees must specify the number of eligible voters, and the number of positive, negative, and abstaining notes.

Section 9: Proxies

At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized representative. No proxy shall be valid after 11 (eleven) months from the date of its execution, unless otherwise provided in the proxy. To be considered valid the proxy must identify the person eligible to cast the proxy vote.

Section 10: Manner of Acting

In all matters other than the election of Directors, if a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the Members, unless the vote of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Article V Board of Directors

Section 1: General Powers

The affairs of the Corporation shall be managed by and under the direction of the Board of Directors who shall represent and have full powers to act for the Corporation in the exercise of all its rights, privileges and powers and in the general management of its business.

Section 2: Number and Term of Office

The affairs and general business of the Corporation shall be managed by a Board of not fewer than twelve or more than seventeen persons.

Number, election, and resignation of directors - The number of directors may be increased or decreased from time to time by resolution of the Board of Directors.

The Directors shall be divided into three classes. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of Directors constituting the entire Board of Directors. Each year, Directors elected or appointed (as provided in this Article) to succeed those whose terms expire shall be elected for a term of three years so that the term of office of one class of Directors shall expire in each year. Each Director shall begin his or her term of office at the first Board of Directors' meeting immediately

following such Director's election or appointment and shall hold office until the election three years following such Director's election and until his or her successor shall be elected or appointed and shall qualify, subject, however, to prior death, resignation; retirement, disqualification or removal from office. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, but in no case shall a decrease in the number of Directors shorten the term of any incumbent Director.

A person serving as President or Immediate Past President may serve two years beyond the end of a three year term. Service in this extended term shall not prevent a person from running for re-election to a second term. No person may serve three consecutive terms on the Board.

Adjunct Board Members – Up to two adjunct Board members may be nominated by the President and confirmed by a majority vote of the Board of Directors. The term of office for adjunct Board members is three years. At the expiration of their term, adjunct Board members may be reappointed by the sitting President at his or her discretion and reconfirmed by a vote of the Board for an additional three year term. Appointee shall be evaluated by President and Board prior to each appointment. Any vacancies in adjunct Board member positions may or may not be filled by nomination of the sitting President at his or her discretion. No more than two adjunct Board members may serve at any time. Adjunct Board members will have both voice and vote.

President Emeritus – The Board of Directors may, from time to time, elect a President Emeritus as a non-voting, ex-officio Member of the Board. The qualifications for the office are that the individual: (1) must be a current APSAC member, (2) must have been a President of APSAC, (3) must have made extraordinary contributions of time, experience, talent, leadership and fundraising efforts to the organization. Any member of the Board of Directors may nominate one or more individuals who meet the qualifications. Election, among those nominated, will be determined by a majority vote of the quorum of the Board of Directors then attending. Election as President Emeritus shall not impair the individual's ability to serve as a voting member, as Immediate Past President, or fulfilling their ability to serve as a voting Member of the Board of Directors serving two years beyond the end of their three year term.

The Corporation desires to change its election of Directors from the early part of the calendar year to the middle of the calendar year, effective for the 2012 Annual Meeting. To facilitate that change, all Directors holding office at the January 2011 Board of Directors Meeting shall have their term of office extended by approximately six months until the Annual Meeting following the originally scheduled expiration of their term of office.

Section 3: Nomination and Election.

During each fiscal year, the Board of Directors shall designate and appoint a Nomination Committee composed of the members of the Executive Committee then in office and not

standing for reelection and at least two Members who are not Directors. The non-Director members of such Nomination Committee shall be appointed for a term ending as of the end of fiscal year. The Nomination Committee shall designate nominees for the Board of Directors positions held by Directors whose terms expire in such year. The Nomination Committee may consider geography, culture and fair representation of all relevant disciplines in its deliberations and selections. The President, with concurrence of the Board of Directors, may appoint persons to fill up to and including two positions. The remaining positions held by the Directors whose terms expire in such year shall be filled by the Members in accordance with the following procedures: Directors shall be elected by the affirmative vote of a majority of the votes (i) present and voted, either in person or by proxy, at a meeting at which a quorum is present or (ii) cast by mailed ballot in an election in which the number of votes equals or exceeds one-fifteenth (1/15) of the number of the votes entitled to vote on the election of Directors.

Elections by mailed ballot shall be conducted in the following manner: A written or electronic ballot shall be delivered by mail or e-mail to each member entitled to vote on the election of Directors at such members address as shown by the records of the Corporation, not less than 30 nor more than 60 days before the date and time such ballots will be counted. Each written or electronic ballot shall (i) set forth the nominees and their proposed term of office, (ii) provide an opportunity to specify a choice of nominees and (iii) state the date on which the ballot must be received by the Corporation in order to be counted.

The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or the bylaws. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members.

Completed ballots may be returned to the Corporation by US mail, fax, email or other digital means so long as the method of completing the ballot is determined by the Executive Committee and communicated to members when the written ballot is mailed to members. Written ballots are irrevocable once deposited in the United States mail addressed to the Corporation, faxed to the Corporation, or digitally transmitted. All written ballots shall be filed with the Secretary and maintained in the records of the Corporation. The results of any election by mailed ballot shall be stated in the minutes of the next meeting of the Board of Directors and in the Corporation's next mailing to Members.

Section 4: Vacancies

Any vacancy occurring in the Board of Directors resulting from resignation, retirement, removal or death of a Director or an increase in the authorized number of Directors may be filled by a majority of the remaining Directors, even if the number on the Board is less than a quorum. Any Director elected to fill a vacancy shall serve for the term for which elected or for the balance of the unexpired term of the predecessor in office.

Section 5: Resignation and Removal

A Director may resign at any time upon written notice to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a certain date. The pending vacancy may be filled before the effective date, but the successor shall not take office prior to such effective date. A Director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the votes of the Members present and voted either in person or by proxy.

Two unexcused absences from Board meetings shall constitute resignation from the Board. Board attendance by electronic means may not be substituted for in-person attendance at Board meetings for purposes of calculating absence. In order to have an excused absence, a Board member must notify the secretary and/or President of a conflict a minimum of 14 days prior to the scheduled Board meeting. The President, or in his absence, the President-Elect, may grant an emergency exception to this rule. A resignation will be considered effective at the beginning of the meeting which constitutes a second unexcused absence and is automatic. Appeal of this resignation may be made by the Board member in writing to the President of APSAC within thirty days of the meeting date of the second unexcused absence giving reason why the resignation should not be accepted. The final decision of the President may not be appealed further.

Section 6: Regular Meetings

A regular meeting of the Board of Directors shall be held at least annually at such time and place as the Board of Directors may determine by resolution from time to time without other notice than such resolution. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 7: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois as the place for holding any special meeting of the Board so called.

Section 8: Notice

Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previously thereto by written notice delivered personally or sent by mail or by facsimile or email as per Article IV, section 5, , to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered forty-eight (48) hours after being sent, excluding weekends and federal holidays and no failure to deliver notice is received. Any Director may waive notice of any meeting. The

attendance of a Director at any 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 or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 9: Quorum

One-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board unless otherwise stated in these By laws, but if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10: Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11: Informal Action

Unless otherwise provided by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee designated by the Board, may be taken without a meeting, if all of the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing are filed with the minutes of proceedings of the Board of Directors or committee.

Section 12: Meetings by Means of Conference Telephone

Unless otherwise provided by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or of any committee designated by the Board may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except that such attendance shall not exempt Directors from automatic resignation with consecutive unexcused in-person absences from Board meetings.

Section 13: Digital meetings.

Discussion by the Executive Committee or Board of Directors or APSAC committees may be conducted by email or other electronic means.

All votes must occur in person, by telephone, or in another two way interactive medium where a quorum of members are present so that there is an opportunity for real time interactive discussion.

ARTICLE VI

Committees

Section 1: Executive Committee

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, shall designate and appoint an Executive Committee from the Board of Directors. The Executive Committee shall be composed of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and one Member at large elected by the Board of Directors. The Executive Committee consists of 7 members. A minimum of 4 members constitutes a quorum. Additional members at large may be elected to the Executive Committee by the Board of Directors when necessary to maintain the Executive Committee membership at seven members.

The Executive Committee, to the extent allowed by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation. except that it shall not have the authority of the Board of Directors in reference to adopting a plan for the distribution of the assets of the Corporation, or the dissolution, approving or recommending to Members any act required by law to be approved by Members; filling vacancies on the Board or on any of its committees; electing, appointing or removing any officer or Director or member of any committee; or fixing the compensation of any member of a committee; adopting, amending or repealing the Bylaws or the Articles of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; or authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or amending, altering, repealing or taking action inconsistent with any resolution or action of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by action of a committee.

Section 2: Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution duly adopted by the Board of Directors. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Corporation and the Executive Committee shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Members of Committees who are not members of the Board of Directors may vote on all matters before the Committee except as provided below.

Non-member Committee members may be nominated by the committee chair and approved by the Executive Committee and appointed by the President.

(a) If the articles of incorporation or bylaws so provide, a majority of the directors may create one or more committees and appoint directors or such other persons as the board designates, to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the board.

(b) Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the bylaws or action by the board of directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

(c) To the extent specified by the board of directors or in the articles of incorporation or bylaws, each committee may exercise the authority of the board of directors under Section 108.05 of this Act. Committees are responsible to provide information and make recommendations to the Executive Committee or Board for approval or action. However, a committee may not:

(1) Adopt a plan for the distribution of the assets of the corporation, or for dissolution; (2) Approve or recommend to members any act this Act requires to be approved by members, except that committees appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may make recommendations to the members relating to electing directors; (3) Fill vacancies on the board or on any of its committees; (4) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; (5) Adopt, amend, or repeal the bylaws or the articles of incorporation; (6) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or (7) Amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

(d) The board of directors may create and appoint persons to a commission, advisory body or other such body which may or may not have directors as members, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of directors or to the officers. (Source: P.A. 90-188, eff. 7-24-97. (805 ILCS 105/108.40) (from Ch. 32, par. 108.40) Sec. 108.40. Committees)

Section 3: Term of Office

Each member of a committee shall continue as such until such member's term shall expire until his or her successor is appointed and has been qualified, or until such member's earlier death, resignation or removal, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

Section 4: Chair

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII OFFICERS

Section 1: Officers

The officers of the Corporation shall be a President, a President Elect, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article VII.

Section 2: Election and Term of Office

The officers of the Corporation shall be Directors of the Corporation and shall be elected annually by the Board of Directors at the regular annual meeting of the Board, except in the case of President who is elected to a two year term of office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors.

Each officer shall hold office until his or her successor is elected and has been qualified or until such officers earlier death, resignation or removal.

While in the office of President or Immediate Past President a member of the Board of Director's three year term is suspended, with the exception that no person serving as President or Immediate Past President may serve more than two years beyond the end of three years term of appointment.

Section 3: Vacancies

In the event of a vacancy in office because of death, resignation, removal, disqualification or otherwise, the following succession shall be observed: If the vacancy is in the office of the President the Vice President shall succeed to the office unless the vacancy takes place after the election of a President elect in which case the President Elect shall succeed. If in the office of the Vice President, the Treasurer shall succeed to the vacant office: and if in the office of the Treasurer, the Secretary shall succeed to the vacant office. In the event of a vacancy in the office of Secretary, or a vacancy in any other office under circumstances where the office from which the successor would otherwise succeed is also vacant, such vacancy may be filled by the Board of Directors for the unexpired portion of the term.

Section 4: Removal from Office

(1) A director may be removed by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy.

(2) No director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

(3) In the case of a corporation having cumulative voting, if less than the entire board is to be removed, no director may be removed, with or without cause, if the votes cast against his or her removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire board of directors.

(4) If a director is elected by a class of voting members entitled to vote, directors or other electors, that director may be removed only by the same class of members entitled to vote, directors or electors which elected the director.

(d) The provisions of subsections (a), (b) and (c) shall not preclude the Circuit Court from removing a director of the corporation from office in a proceeding commenced either by the corporation or by members entitled to vote holding at least 10 percent of the outstanding votes of any class if the court finds (1) the director is engaged in fraudulent or dishonest conduct or has grossly abused his or her position to the detriment of the corporation, and (2) removal is in the best interest of the corporation. If the court removes a director, it may bar the director from reelection for a period prescribed by the court. If such a proceeding is commenced by a member entitled to vote, such member shall make

the corporation a party defendant. (805 ILCS 105/108.35) (from Ch. 32, par. 108.35) Sec. 108.35.)

Section 5: President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, the Executive Committee, the Advisory Committee and the Members. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed. except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors From time to time. The President serves a two-year term of office. No person may be President who does not have one year remaining in a term of office at the beginning of such Presidency.

Section 6: President Elect

In the absence of the President or in event of his or her inability or refusal to act, the President Elect shall perform the duties of the President and. when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall chair a major committee and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors at the first Board meeting of the year.

The President Elect shall be nominated and voted into office when the APSAC President has one of a two year term of office remaining to serve. Upon the completion of one year in the office of President Elect, the person elected to that office shall accede to the office of President, and shall hold that office for a two year appointment until his or her successor shall accede, or until he or she shall resign or be removed by the Board of Directors or otherwise shall become disqualified to serve. If the person elected to the office of President Elect is unwilling or unable or disqualified at the completion of his or her term to accede to the office of President, the Board of Directors shall elect a President to fill that term. The President Elect must have one year in a three year term of office remaining at the time that he or she accedes to the office of President. If in a second term and with one year remaining, then no person shall serve more than two years past the end of a second term.

Section 7: Immediate Past President: The Immediate Past President shall serve as a member of the Executive Committee and Special Advisor to the President. The Immediate Past President shall perform such other duties as assigned by the President.

The Immediate Past President shall assume the position of Chairperson of the President's Advisory Council.

Section 8: Vice President

The Vice President shall chair a major committee and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities the Corporation: receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as specified by resolution of the Board of Directors: and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 10: Secretary

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with provisions of these Bylaw or as required by law, be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary shall oversee the election of the Board of Directors. The process, as set by the Board of Directors, will be directly managed by APSAC's Corporate Managers, including but not limited to, creating and issuing ballots (written or electronic), counting the votes and maintaining the ballots for a period of not less than three years.

Section 11: Contracting for services

The President is authorized to enter into contracts with any individual, organization, or entity for the delivery of goods and services not to exceed \$2500 per contract, with no restrictions or provisions. Contracts that exceed \$2500 must be authorized by the Board of Directors.

The Board of Directors is authorized to contract for goods and services when it deems that contracting for goods or services is in the best interests of the Corporation. A

contract with any individual, organization, or other entity must contain the following provisions: (i) the contractor must complete a non-discrimination policy statement, (ii) the contract must specify that all data, materials, products, training content, or other real products are the property of the Corporation, (iii) all data including but not limited to membership information, financial information of the Corporation, mailing lists, digital copies of products, materials, or publications, or other real products will be backed up on off site data storage under the control of APSAC, not less than once per month, and at the cost of the Corporation, and (iv) that any contractor shall maintain liability and other insurances and provide Certification of such at least once per year.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP

Section 1: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and shall be sealed with a facsimile of the seal of the Corporation. The signatures and the seal of the Corporation on such certificates may be facsimiles. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed. a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2: Issuance of Certificates

When a Member has applied and qualified for membership and has paid any dues that may then be required, a certificate of membership may be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section -- of this Article VIII.

ARTICLE IX OPERATIONS

Section 1: Fiscal year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2: Dues

The Board of Directors may determine, from time to time, the amount of initiation fee, if any, and the amount and frequency of dues payable to the Corporation by members. Dues shall become delinquent 20 days after the same shall become due and payable. When any

Member shall be in default in the payment of dues for a period of three months from the period for which such dues became payable, his or her membership shall automatically terminate.

Section 3: Gifts

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

Section 4: Not-for-Profit Operations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation of the Corporation.

The Corporation shall make no loans to any of its directors, officers or Members.

**ARTICLE X
BOOKS AND RECORDS**

Section 1: Corporate Records

The Corporation shall keep at its registered office or at its principal office the originals or attested copies, of records of the minutes of the proceedings of its incorporators, Members, Board of Directors and committees having any of the authority of the Board of Directors and its Articles of Incorporation and its By laws, including all amendments and alterations thereto to date. The Corporation shall keep at its registered office or at its principal office complete and accurate books or records of account and a record giving the names and addresses of the Members entitled to vote.

**ARTICLE XI
SEAL**

Section 2: Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal"

**ARTICLE XII
Waiver of Notice, Indemnification,**

Section 1: Waiver of Notice

Whenever any notice is required by law, the Articles of Incorporation or these Bylaws, to be given to any director, member of a committee or Member of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 2: Indemnification

Any person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that he or she is or was an officer, director, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the fullest extent now or hereafter permitted by law.

Expenses incurred in defending any such action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the officer, director, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, director, employee or agent may be entitled apart from this provision.

Section 3: Insurance and Other Indemnification

The Board of Directors shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute and (ii) give other indemnification to the extent permitted by law.

ARTICLE XIII **Modification of Bylaws**

The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Corporation's stated purposes. The power to make, amend or repeal the Bylaws of the Corporation in whole or in part shall be vested solely in the Board of Directors.

ARTICLE XIV **Standing rules**

These By-laws constitute the Standing Orders by which the Corporation conducts business. These By-laws are secondary to State Law but take precedence over Roberts

Rules of Order. Otherwise, Roberts Rules of Order (Edition 10) constitutes the rules by which the Corporation conducts business. No action undertaken by any officer, committee, or the Board of Directors which does not comply with State Law, these By-laws, or Roberts Rules of Order shall be considered legally constituted business of the Corporation.

Certificate of Executive Director

I certify that I am the duly elected Secretary of the American Professional Society on the Abuse of Children, an Illinois not-for-profit mutual benefit corporation that the above By-laws, consisting of twenty pages, are By-laws of this corporation, as adopted by the Board of Directors on June 20, 1987, and as amended on January 22, 1990; March 23, 1991; September 30, 1991; September 30, 1992; January 25, 1993, October 22, 1999; February, 2, 2008; June 21, 2008; June 22, 2010; August 24, 2010, January 24, 2011, July 12, 2011, October 6, 2011 and January 23, 2012.

Michael Haney, Ph.D
Executive Director