

Date: March 1, 2024

NOTICE OF MOTION

Articles of Incorporation and Bylaws.

ABFSE was incorporated in 1962 in the District of Columbia. The Articles of Incorporation have not been reviewed or updated since that time.

Legal Counsel advised that changes in corporate law and District of Columbia corporate registration requirements have occurred since the original documents were drawn.

To come into compliance with District of Columbia corporate requirements, to ensure the not for profit status of ABFSE, to provide appropriate protections for ABFSE leadership and to satisfy expectations of the US Department of Education updated documents are necessary.

In the current legal environment, Articles of Incorporation and Bylaws replace the Constitution and Bylaws. The new Articles and Bylaws combine the elements of the existing ABFSE Constitution and Bylaws and add the necessary new language.

The new documents were approved by the Executive Committee in October 2023 and are presented for approval by the ABFSE membership at the 2024 Annual Meeting.

MOVED:

Motion to approve and accept the

- Restated Articles of Incorporation of American Board of Funeral Service Education (the new Articles of Incorporation replace the current ABFSE Constitution)
- Amended and Restated Bylaws of American Board of Funeral Service Education

Submitted by: Joseph Finocchiaro, ABFSE President

For April 12, 2024 consideration

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

AMERICAN BOARD OF FUNERAL SERVICE EDUCATION, INC.

**ARTICLE I.
NAME**

The name of the corporation is American Board of Funeral Service Education, Inc. (the “Corporation”).

**ARTICLE II.
MEMBERS**

The Corporation has such members with the rights and obligations as set forth in the Corporation’s Bylaws.

**ARTICLE III.
REGISTERED OFFICE AND AGENT**

The Corporation’s registered agent in the District of Columbia is:

Name	Address
CT Corporation System	1015 15 th St. NW, Suite 1000, Washington, DC 20025

**ARTICLE IV.
PURPOSES**

A. The Corporation is incorporated as a nonprofit corporation under D.C. Code, Title 29, Chapter 4 (the “Act”).

B. The Corporation is incorporated and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) (all references to the Code include the corresponding provision of any subsequent federal tax law). In particular, the purpose of the Corporation is to further education in the field of funeral service and other related fields, to formulate standards of funeral service education, to grant accreditation to qualified programs and institutions of funeral service education, and to do all things incidental to the foregoing. In furtherance of these purposes, the Corporation has all powers granted to a corporation under the Act.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any member, director, employee, or other individual, partnership, estate, trust, corporation, or unincorporated association having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not “participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office” within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by:

- (1) a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Code; or
- (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V. BOARD OF DIRECTORS

Except as provided herein or in the Bylaws of the Corporation, the activities and affairs of the Corporation shall be managed by or under the direction of, and subject to the oversight, of a board of directors. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.

ARTICLE VI. DESIGNATED BODY

The Corporation's Committee on Accreditation shall be a "designated body" under the Act, with exclusive authority over actions of the Corporation in relation to accreditation of funeral service education programs, including the approval and revision of standards, granting of candidacy, awarding or denying accreditation, and all other actions related to an applicant's accreditation status with the exception of appellate review. The qualifications, manner of election, number, tenure, powers and duties of members of the Committee on Accreditation are as set out in the Bylaws of the Corporation.

ARTICLE VII. AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws.

ARTICLE VIII. DISSOLUTION

In the event of the dissolution or final liquidation of the Corporation:

A. None of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the members, directors or officers of the Corporation or inure to the benefit of any individual.

B. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made, all remaining property and assets of the Corporation shall be distributed in such manner as the Board of Directors, in the exercise of its discretion, may by majority vote determine; provided, however, that such transfers of property and assets shall be to one or more organizations which are exempt from federal income tax as organizations described in section 501(c)(3) of the Code.

**AMENDED AND RESTATED
BYLAWS**

OF

AMERICAN BOARD OF FUNERAL SERVICE EDUCATION, INC.

**ARTICLE I
PURPOSE**

The purpose of American Board of Funeral Service Education, Inc. (“ABFSE”) is to further education in the field of funeral service/mortuary science and other related fields, to formulate standards of funeral service education, to grant accreditation to qualified programs and institutions of funeral service education, and to do all things incidental to the foregoing. ABFSE shall accredit institutions and programs of funeral service education in accordance with regulations and procedures as set forth in its Accreditation and Policy Manual.

**ARTICLE II
MEMBERSHIP**

ABFSE has two classes of members for purposes of the D.C. Nonprofit Corporation Act of 2010 (the “Act”): (i) educational institution members (each, a “Program Member”) and (ii) funeral association members (each, an “Association Member”) with the rights and obligations further described below.

A. Program Members

1. Criteria for Membership. An educational institution is a member in ABFSE if it:
 - a. offers a degree program accredited by the Committee on Accreditation of ABFSE;
 - b. meets the requirements for accreditation as stated in the ABFSE Accreditation and Policy Manual; and
 - c. has paid the fees required for initial or annual renewal of accreditation, as applicable.
2. Voting; Representatives. Each Program Member is entitled to designate one (1) representative, who shall be the person overseeing such Program Member’s funeral service/mortuary science program or their direct designee, to attend each meeting of the ABFSE membership. Such representative, if present at the meeting, is entitled to one (1) vote on matters before the ABFSE membership; provided, however, that at no time shall Program Members’ representatives be entitled to less than the majority of the total votes cast.

B. Association Members

1. Criteria for Membership. A funeral service association is a member in ABFSE if it:
 - a. is national in scope;
 - b. is non-profit;
 - c. has membership consisting of funeral service licensees or regulators of those licensees;
 - d. has a direct interest in funeral service education; and
 - e. commits to a renewable three-year membership and is current on applicable dues.
2. Voting. Each Association Member is entitled to appoint one (1) representative to (i) attend meetings of the ABFSE membership and (ii) represent the Association Member as a member of the ABFSE Executive Committee. Such representative, if present at a meeting, is entitled to one (1) vote on matters before the ABFSE membership or Executive Committee, as applicable.
3. Term of Representative. Each appointment of a representative by an Association Member shall be made for a term of three (3) years to correspond with the membership term of such Association Member and such representative shall be eligible for reappointment for one additional three (3) year term. Terms shall run from the conclusion of the ABFSE annual meeting. Each representative, however, shall be subject to recall by the appointing Association Member, in which event the successor, when appointed, shall complete the unexpired term.

4. Executive Participation. In addition to the voting representatives, an executive officer of each Association Member, or such person's designee, may attend and participate in the meetings of the ABFSE membership, but are not entitled to vote.

5. COA Representation. Each Association Member that maintains ABFSE membership in good standing for a period of at least three (3) consecutive years, shall be entitled to have representation on the Committee on Accreditation as detailed further and subject to the limitations described in Article VI below.

C. Procedures

1. Notice of Designations or Appointments. Notice of all designations and appointments of representatives to the ABFSE shall be made in writing by the relevant Association Member or Program Member, ideally at least 30 days but no fewer than 24 hours, prior to the meeting for which the designation or appointment is to become effective.

2. Alternates. Each Association Member and Program Member shall have the right to name an alternate representative to the ABFSE who may serve for a specific membership meeting with voting privileges when its regular representative is unable to attend, provided, however, that official notification of such substitute shall be made in writing (at least 24 hours in advance of the meeting) by the Program Member or Association Member concerned. In the case of Program Members, any alternate must be directly involved with the relevant Program Member's funeral service/mortuary science program. The right to name an alternate shall not apply to representatives when serving as members of the Executive Committee.

3. Compensation. Representatives of Association Members and Program Members shall not be compensated by the ABFSE for their service as member representatives. All travel and other expenses of representatives shall be paid by the Association Member or Program Member that designated or appointed them.

4. Annual Meeting. The annual meeting of the ABFSE membership shall be held between April 1 and May 15 of each year unless otherwise determined by the Executive Committee with at least ninety (90) days' notice, which may be given in a written, electronic, or commonly accepted manner to the membership. Special meetings shall be called when deemed necessary by a majority of the ABFSE membership or by the Executive Committee.

5. Quorum and Action. A majority (51%) of designated representatives of the ABFSE membership who are entitled to cast a vote at any meeting shall constitute a quorum. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action or, in the case of the election of officers, based on which candidate receives the most votes.

6. Remote Meetings. An annual, regular, or special meeting of the membership does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

7. Termination of Membership. Any Program Member or Association Member who ceases to meet the applicable eligibility criteria outlined above, including failure to pay applicable membership dues or accreditation fees, or, in the case of a Program Member, loss or withdrawal of accreditation, shall cease to be a member of ABFSE upon a final determination by the Executive Committee that such organization no longer qualifies for ABFSE membership. All rights of membership, including to the right to have representatives on the Executive Committee, Committee on Accreditation or any other body of the ABFSE shall cease immediately upon termination. An individual serving as an officer or member of the Executive Committee of ABFSE as a representative of a terminated member shall be deemed to have resigned such office effective as of the date of the member's termination.

ARTICLE III DUES AND FEES

The members shall financially support the ABFSE through annual payments. The amount of annual dues for Association Members shall be established by the Executive Committee every three (3) years. Program Members shall

be required to pay fees associated with annual renewal of accreditation and other fees for accredited institutions as established by the Committee on Accreditation prior to the annual meeting.

ARTICLE IV EXECUTIVE COMMITTEE

A. Board of Directors

The board of directors of the ABFSE, for purposes of the Act, shall be referred to as its Executive Committee. Except as provided in the Corporation's Articles of Incorporation and Article VI of these Bylaws, the activities and affairs of ABFSE shall be managed by or under the direction, and subject to the oversight, of the Executive Committee.

B. Composition

1. In General. Subject to paragraph 2 immediately below, there shall be seven (7) voting members of the Executive Committee, composed as follows: the President, the Immediate Past President, the Vice President, the Secretary-Treasurer, and one (1) representative from each Association Member, in accordance with Article II.B of these Bylaws. The ABFSE Executive Director shall be an ex officio non-voting member of the Executive Committee. The chairs of the advisory committees and all Past Presidents shall be entitled to attend and participate in Executive Committee meetings but shall not make motions or be entitled to vote.

2. Additional Members. To ensure that representatives of Program Members continue to be in the majority on the Executive Committee, additional voting members will automatically be added to the Executive Committee any time the number of Association Member representatives equal or exceed fifty percent (50%) of the Executive Committee. The new voting members shall be added in the following order: College and University Council Chair, College and University Council Secretary, and additional College and University Council representatives as elected by that group.

C. Meetings

Executive Committee meetings shall be held as necessary. The Executive Committee shall be required to report its actions at the next meeting of the ABFSE membership.

D. Notice

Written notices of all Executive Committee meetings shall be transmitted by mail or electronically to each of the members of the Executive Committee at least thirty (30) calendar days prior to the date of such meetings.

E. Quorum and Action

A quorum of the Executive Committee shall consist of a majority of the Executive Committee members in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of Executive Committee members present shall be the act of the Executive Committee unless a greater vote is required by the Articles of Incorporation or these Bylaws.

ARTICLE V OFFICERS

A. Officers

The officers shall be selected from representatives of Program Members who meet the candidate credentials set forth below and they shall be elected by secret ballot at the annual meeting of the ABFSE. If there is only one (1) nominee for an office, the election may be by voice vote or show of hands.

B. Term and Term Limit

Officers of the ABFSE shall hold office for a term of two (2) years or until their successors are elected. No elected officer of the ABFSE shall be represented in a given office for more than two (2) terms in succession.

C. Qualifications

Candidate credentials for the officers of the ABFSE (i.e., President, Vice President, Secretary-Treasurer, and Immediate Past President) shall be at least: 1) a full-time faculty or administrator at an ABFSE accredited institution or program; 2) a current or past member of an advisory committee of the ABFSE; and 3) have attended ABFSE annual meetings for at least three (3) of the previous five (5) years.

D. President

The President shall preside at all meetings of the ABFSE membership and Executive Committee and perform the customary duties of the office. The President shall approve along with the Secretary-Treasurer, all written contracts approved by the ABFSE membership or Executive Committee.

E. Vice-President

The Vice-President, in the absence of the President, shall have the powers and shall perform the duties of the President.

F. Secretary-Treasurer

The Secretary-Treasurer shall be responsible for preparing or supervising the preparation of the minutes of the meetings of the Executive Committee and the membership and for maintaining and authenticating the records of the ABFSE required to be kept under the Act. On behalf of the Secretary-Treasurer, the Executive Director shall send out notices of meetings, conduct correspondence and perform such other duties as may be assigned to the office.

G. Staff

1. Generally. The ABFSE may retain the services of such persons as it may deem necessary, who shall perform such duties as designated by the ABFSE.

2. Executive Director. The Executive Director is the paid, full-time administrator of the ABFSE. The Executive Director serves as non-voting staff to all committees and is responsible for carrying out all administrative and clerical functions required by the ABFSE and its committees. The Committee on Accreditation (COA) along with minority participation of ABFSE officers are responsible for the hiring and appointment of the Executive Director, with each member of the COA having one (1) vote and each ABFSE officer having one (1) vote. At no time shall the ABFSE officers have more votes than the total combined votes of the members of the COA. The Executive Director is evaluated annually as stipulated in Chapter X, Section R of the Accreditation and Policy Manual and serves on a re-appointable, annual basis with remuneration, vacation and other personnel benefits as approved by the COA and the ABFSE officers. The COA shall report on any actions regarding the Executive Director at the ABFSE annual meeting.

ARTICLE VI COMMITTEE ON ACCREDITATION

A. Composition

The Committee on Accreditation (COA) shall consist of twelve (12) voting members, including:

1. Two (2) public members, neither of whom may be:
 - a. An employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is accredited or pre-accredited by the COA or has applied for accreditation or pre-accreditation;

- b. A member of any trade association or membership organization related to, affiliated with, or associated with the COA or ABFSE; or
 - c. A spouse, parent, child, or sibling of an individual identified in paragraph “a” or “b” of this definition;
2. One (1) representative each from the Association Members (subject to Article II.B.5.);
 3. Three (3) representatives from the single-purpose Program Members;
 4. Three (3) representatives from the multi-purpose Program Members; and
 5. One (1) educator representing the College and University Council.

The chairs of site visit teams are ex-officio non-voting members of the COA. The chairs may participate in discussion but may not make motions and are not entitled to vote. No officer of ABFSE shall be a member of the COA and ABFSE officers are not entitled to the written reports to, or from, the COA.

At least twenty-five percent (25%) of the voting members of the COA must demonstrate significant experience in Distance Education at the supervisory, developmental, or practitioner level. Such twenty-five percent (25%), shall include at least one educator and one public member.

B. Election and Term

1. Public Members. The public members of the COA are to be elected, from nominations in response to a public call, for a term of one (1) year by the COA and may be eligible for reappointment up to a maximum period of six (6) years of service.

2. Other COA Members. With the exception of the public members, the members of the COA shall serve for a term of three (3) years, exclusive of original appointments, which shall be staggered in such a way as to provide for orderly transition. Members shall be eligible for reappointment for only one (1) additional consecutive three-year period. Members are elected by the COA, in accordance with the composition criteria noted above. The COA will announce vacancies on the COA as they occur and will solicit nominations for individuals to fill the vacancies from the appropriate constituencies as prescribed in the Accreditation and Policy Manual, Chapter X, Policies, Section P. The COA will elect new members only from nominations received.

C. Quorum and Voting

Presence of a majority of the COA’s entire membership shall be considered a quorum for the conduct of business and majority vote of those present at a meeting shall be the action of the COA.

D. Function and Authority

As provided in the ABFSE Articles of Incorporation, the COA is a designated body that has exclusive authority over actions of ABFSE in relation to accreditation of funeral service education programs. The function of the COA shall be to approve and revise accreditation standards and to grant candidacy, initial accreditation, or reaccreditation to institutions and/or programs of funeral service education. For the avoidance of doubt, neither ABFSE membership nor the ABFSE Executive Committee shall have any role or involvement with respect to the COA accreditation process, establishing its standards and procedures, or with respect to its decision-making.

1. The COA possesses the sole authority to grant candidacy, initial accreditation or reaccreditation to institutions and/or programs of funeral service education by virtue of the authority set forth in the ABFSE Articles of Incorporation and the recognition awarded by the U.S. Department of Education.
2. An institution or program of funeral service education adversely affected by adverse decisions of the COA may avail itself of the COA’s appellate procedure as set forth in its Accreditation and Policy Manual. The COA appellate board shall be appointed by the COA and shall not include any member of the ABFSE Executive Committee.

3. The COA shall elect a chairperson and a vice-chairperson who shall serve as chairperson in the event the chairperson is absent or unable to serve. The Executive Director shall serve as secretary for the COA.
4. The COA shall appoint educators from disciplines other than funeral service education to serve as chairs of the site visit teams. Appointments shall be for a period of three (3) years, renewable. The chairs shall serve as ex-officio members of the COA.
5. The COA shall create and establish its own budget annually and provide it to the ABFSE for inclusion in the overall budget. The COA shall be autonomous in its expenditures and revenues. COA shall collect its own dues and fees, and its funds shall be maintained in accounts separate from those of the ABFSE.
6. The COA shall meet regularly at least twice each year, in the fall and in the spring. The COA may also choose to hold special meetings either in person, by conference call, or by video call when dealing with issues deemed too timely to wait.

ARTICLE VII COMMITTEES

A. Board Committees

The Executive Committee may create one or more subcommittees of the Executive Committee that consists of one or more members of the Executive Committee.

B. Advisory Committees

The advisory committees of the ABFSE shall be: Scholarship Committee, Curriculum Committee, Accreditation Liaison Committee, College and University Council, Program Committee, Bylaws Committee, and National Board Examination Liaison Committee.

C. Advisory Committee Membership

1. Qualifications. Membership on advisory committees is open to the following: full-time or part-time educator or administrator from an accredited program or institution; Association members. Unless otherwise stated in a committee description, the majority of voting members must be educators from accredited programs or institutions.

2. Term and Appointment. The members of all advisory committees, except the Accreditation Liaison Committee, shall serve for a term of three (3) years, exclusive of original appointments, which shall be staggered in such a way as to provide for orderly transition. Members shall be eligible for reappointment for only one (1) additional consecutive three (3) year term. Members originally appointed to complete an unexpired term are eligible for reappointment to one (1) consecutive term. Members are appointed by the President with the approval of the Executive Committee. The President shall be an ex-officio nonvoting member of all committees, except the COA. In making committee appointments, the President shall strive for a balance in representation of the different types of educational institutions.

3. Committee Leadership. The members of each advisory committee shall elect a chair and a vice chair at their spring meeting to serve for the ensuing year. The President of the ABFSE shall announce vacancies on the committees as they occur and will solicit nominations for individuals to fill the vacancies from the appropriate constituencies.

4. Scholarship Committee. The Scholarship Committee shall consist of a minimum of eight (8) members with educators comprising the majority of the membership but with a representative from each Association Member.

5. National Board Examination Liaison Committee. The National Board Examination Liaison Committee shall consist of a minimum of eight (8) members with educators comprising the majority of the membership but with a representative from each Association Member.

6. Curriculum Committee. The Curriculum Committee shall consist of a minimum of eight (8) members with educators comprising the majority of the membership but with a representative from each Association Member.

7. Program Committee. The Program Committee shall consist of a minimum of eight (8) members with educators comprising the majority of the membership but with a representative from each Association Member. This Committee shall assist with planning for the annual meeting and other programs and workshops.

8. Bylaws Committee. The Bylaws Committee shall consist of a minimum of eight (8) members with educators comprising the majority of the membership but with a representative from each Association Member. This Committee shall periodically review the Bylaws and respond to requests for review.

9. Accreditation Liaison Committee. The Accreditation Liaison Committee shall consist of the officers of ABFSE and three (3) voting representatives of Program Members appointed by the President, who do not currently serve on the Committee on Accreditation. The appointed members of the committee shall serve at the discretion of the President for a one (1) year term. At least one (1) member of the Accreditation Liaison Committee shall represent a single-purpose institution and one (1) member shall represent a public institution. An appointed member shall not serve more than two consecutive terms (2 years).

The purpose of the Accreditation Liaison Committee is to foster and enhance communication between the ABFSE membership, the elected officers, and the members of the Committee on Accreditation. The Accreditation Liaison Committee members shall not serve as voting or ex-officio members on the COA and shall not be considered members of the COA. The Accreditation Liaison Committee shall have no role in establishing the standards or policies of the COA, nor shall it be involved in the decision-making of the COA.

The COA shall allow adequate time on meeting agendas to review the recommendations of the Accreditation Liaison Committee. The Accreditation Liaison Committee shall not be present during regular COA deliberations.

D. College and University Council

The College and University Council shall serve as the caucus for all Program Members and shall consist of the representatives from each Program Member, as determined under Article II.A above, with each Program Member representative having one (1) vote. The College and University Council shall meet at least at each annual meeting and shall elect its own officers. Minutes from the meetings will be included as a portion of the official minutes of the ABFSE annual meeting.

The Council shall perform the following assigned responsibilities:

1. Review all notices of motion prior to each annual meeting of the ABFSE and recommend action to be taken on each.
2. Raise for discussion and recommendation to the ABFSE such issues related to the policies and procedures of the ABFSE and any of its committees deemed appropriate, so long as actual ABFSE vote on new policies follows the requirement of at least thirty (30) days' notice prior to formal ABFSE action.
3. Establish a Nominating Committee to present a slate of names to the membership at the ABFSE annual meeting for each officer position that is available. Candidates for office will be presented by the Nominating Committee of the College and University Council or they may be nominated from the floor at the annual meeting.

ARTICLE VIII INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action, suit, or proceeding, whether civil, administrative, or investigative (other than a suit by or in the right of the ABFSE) by reason of the fact that such person is or was a director, officer, employee, or agent of the ABFSE or a member of the COA or is or was serving at the request of the ABFSE as a trustee, officer, director, Notice of Motion April 2024

employee or agent of another corporation, partnership, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the ABFSE for expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such cause of action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the ABFSE, and, with respect to any such action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

B. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for personal misconduct or intentionally wrongful activity, or any activity outside the scope of his/her duties performed for the ABFSE. Nor shall any damages be paid for negligence or exemplary damages.

C. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the ABFSE in advance of the final disposition of such action, suit, or proceeding as authorized by the Executive Committee in a specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the ABFSE as authorized in this Article VIII.

D. The ABFSE may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ABFSE or a member of the COA, or is or was serving at the request of the ABFSE in any such capacity.

ARTICLE IX RULES OF ORDER

When not inconsistent with these Bylaws, the latest edition of Roberts Rules of Order shall govern deliberation of the ABFSE membership, the Executive Committee and the COA.

ARTICLE X FISCAL YEAR

The fiscal year of ABFSE shall be from October 1 to September 30.

ARTICLE XI AMENDMENT

The ABFSE Articles of Incorporation and these Bylaws may be altered, repealed or amended at any regular or special meeting by a two-thirds vote of the members present, provided written notice of such changes has been transmitted by mail or electronically to all members at least thirty (30) calendar days in advance of such meeting.