



**Bylaws of The American Alliance for Theatre and Education**  
Amended and Restated as of August, 3, 2018

**Article I: Name, Mission, and Purpose**

**Section 1.1. Name, Mission, and Purpose.** The name of this Maryland tax-exempt non-stock corporation is American Alliance for Theatre & Education Inc. (“AATE”). The principal purpose of AATE, among other purposes, shall be consistent with the Articles of Incorporation of AATE (the “Articles of Incorporation”) and shall be to create artistic, educational and professional network for theatre arts educators, students, professionals and enthusiasts to share ideas and support the effort to have theatre arts recognized in all phases of education (public and private PreK-12 and higher education), amateur and professional theatre, and professional theatrical venues.

The mission of AATE serves and inspires a growing collective of theatre artists, educators, and scholars committed to transforming young people and communities through the theatre arts.

**Section 1.2. Location.** The principal office of AATE shall be as set forth in the Articles of Incorporation.

**Article II: Membership**

**Section 2.1. Eligibility.** Membership in AATE shall be open to all who support the mission and values of AATE and meet the requirements for membership. AATE reserves the right to refuse membership to any individual who is not in compliance with these By-Laws or the policies of AATE, as determined by the Board of Directors. The membership requirements and dues shall be determined by the Executive Director/Managing Director/Interim Executive Director and the AATE Elected Board Directors consistent with these By-Laws and the policies established by the Board of Directors.

**Section 2.2. Conditions of Membership.** Members shall agree to all terms and conditions of these By-Laws and shall be governed by the AATE Professional Code of Standards. AATE provides two levels of membership, a professional membership and an organizational membership. From time to time, the Board of Directors may designate other types of memberships that may or may not receive the same benefits as set forth in Section 2.2.b.

- a. **Membership Dues:** A person or organization becomes an AATE member upon payment of dues and remains active for a period of 12 months following the payment of such dues.
- b. **Membership Benefits:** AATE members shall have voting privileges and receive publications and other benefits, in each case, as determined by the Board of Directors.
- c. **Transfer of Membership:** AATE membership shall not be transferable or assignable, except in the case of an organization, in which a transfer may be made from one representative to another within that organization.

**Section 2.3. Meetings of the Members.**



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**Section 2.3.1. Annual Meetings.** The annual meeting of the members of AATE shall be held at any time or place, within or without the State of Maryland, the Board of Directors designates between June and October of each calendar year.

**Section 2.3.2. Regular and Special Meetings.** Regular and special meetings of the members shall be held at any time or place, within or without the State of Maryland, pursuant to a resolution of the Board of Directors or to a call signed by the President or not less than twenty percent of the Voting Members (as defined below).

**Section 2.4. Notice of Meetings.**

**Section 2.4.1. Regular and Annual Meetings.** Written notice of each regular and annual meeting of the members stating the place and the time thereof shall be delivered personally, sent by email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each member at his or her address according to the current records of AATE or the address furnished for electronic transmissions, unless notice is waived. Notice of regular and annual meetings must be posted on the AATE web site at least thirty days before the meeting date and must include a description of the business to be conducted.

**Section 2.4.2. Special Meetings.** Written notice of each special meeting of the Members at large stating the place, time and purpose thereof shall be delivered personally, sent by email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each member at his or her address according to the current records of AATE or the address furnished for electron transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

**Section 2.4.3. Waiver.** Any member may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

**Section 2.5. Voting Members.** Each professional or organizational member in Good Standing (as defined below) shall have voting rights and may serve as a director or officer of AATE (each such member, a "Voting Member"). Only Voting Members shall receive a voting ballot.

**Section 2.5.1 Good Standing.** "Good Standing" is achieved when a professional or organizational member, no less than thirty-five days prior to a meeting of the members, not counting the day of the meeting, has (1) met the requirements for membership established by



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the Board of Directors, (2) maintained an “active” membership status and (3) paid all outstanding dues established by the Board of Directors. Members with a membership status of “pending,” “inactive” or “withdrawn” are not considered to be in Good Standing.

**Section 2.6. Non-Voting Members.** Any Member who has not met the requirements of Section 2.5.1 is a non-voting member.

**Section 2.7. Quorum.** The Voting Members present at any meeting of the members shall constitute a quorum for the meeting.

**Section 2.8. Voting.** For all meetings of the members, each Voting Member shall be entitled to cast one vote on any question coming before the members. All votes shall be cast either at the meeting or on electronic ballots submitted at least 24 hours prior to the meeting. A Voting Member shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the members. Unless otherwise provided in these By-Laws, the affirmative vote of a majority of the ballots cast (regardless of whether such votes are cast at the meeting or electronically), shall be sufficient to transact any business.

**Section 2.9. Resignation.** Any member may resign by filing a written resignation with the Executive Director/Managing Director/Interim Director. Resignation, however, does not relieve a member from liability for any membership dues or other amounts owed and unpaid as of the date of resignation.

**Section 2.10. Withdrawal.** Any member may have his or her membership withdrawn for adequate reason by AATE. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for withdrawal and does not require advance notice to the member. Any member proposed for withdrawal for other reasons shall be given advance written notice including the reason for the proposed withdrawal, opportunity to contest the proposed withdrawal in writing or in person before the Executive Director, and final written notice of the Executive Director/Managing Director/Interim Director’s decision.

**Section 2.11. Written Action.** Any action that may be authorized or taken at a meeting of the members may be authorized or taken without a meeting when authorized in a written action signed by a majority of the Voting Members. Any electronic transmission that contains an affirmative vote or approval of a Voting Member is a signed writing for the purposes of this section.

**Section 2.12. Attendance through Electronic Communications Equipment Prohibited.** Meetings of the members through any electronic communications equipment are prohibited. Participation through electronic communications equipment shall not constitute presence at such meeting.



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**Article III: Organization and Governance**

**Section 3.1. Organization.** AATE shall be organized to include a Board of Directors, officers, and committees.

**Article IV: Board of Directors**

**Section 4.1. Powers and Duties.** The entire direction and management of the affairs of AATE shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of AATE, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of AATE. A director shall perform his or her duties as a director of AATE, including his or her duties as a member of any committee of AATE, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of AATE and with the care that an ordinary prudent person in a like position would use under similar circumstances.

**Section 4.2. Qualifications.** Any Voting Member of AATE is eligible to serve on the Board of Directors. In selecting Appointed Directors, the needs of AATE shall be considered by the Board of Directors in determining the persons whose qualifications best serve AATE.

**Section 4.3. Number of Directors.** The Board of Directors shall consist of the following: a) the Chair; b) the Vice Chair; c) at least seven and no more than fourteen Elected Board Directors; and e) optional three Appointed Board Members selected by the Board of Directors. The number of directors may be increased or decreased by an affirmative majority vote of the Voting Members. No decrease in the number of directors shall have the effect of removing any directors prior to the expiration of such director's term of office.

**Section 4.4. Term of Office.**

**Section 4.4.1. Elected Directors.** An Elected Director shall hold office for a term of three years commencing on the August 1 after the day of the annual meeting of the members at which the Elected Director is elected and ending on the July 31 of the third year thereafter, or until his or her successor is elected and qualified. An Elected Director may serve no more than two full consecutive terms; provided, however, that the filling of an unexpected term of less than three years created by a vacancy shall not constitute a full term.

**Section 4.4.2. Appointed Board Members.** Effective for the term starting August 1, 2018, the Board of Directors may appoint three Appointed Board Members for a term of two years commencing on the August 1 on or after the day of the annual meeting of the Members at which the Appointed Board Members is selected and ending on the July 31 of the second year. An Appointed Board member may serve no more than two full two-year terms; provided that, however, the filling of an unexpected term of less than two years created by a vacancy shall not constitute a full term.



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**Section 4.5. Election of Directors.** The Elected Directors shall be elected during the annual spring election season or at a special meeting of the members called for such purpose. The election of Elected Directors shall be by a plurality of votes.

**Section 4.6. Appointment of Directors.** The Appointed Directors can be appointed during any of the meetings of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. The appointment of Appointed Directors shall be by a majority vote of the Directors consulting a quorum and entitled to vote at such meeting.

**Section 4.7. Removal.** The Board of Directors may remove any director by a majority vote of the Board of Directors, at a meeting duly called and held for such purpose.

**Section 4.8. Vacancies.** The Board of Directors may fill any vacancy that may occur in the Board of Directors, including Elected Directors, and Appointed Board Members, by election of a successor director to hold office during the unexpired term of the vacant director position. Election shall be by a majority vote of the directors constituting a quorum and entitled to vote at such meeting. The unexpired term shall not count as a term of office as defined by these By-Laws and may be served in addition to the term limits established by these By-Laws. An individual may be elected only once to complete an unexpired term.

**Section 4.9. Meetings.**

**Section 4.9.1. Annual Meeting.** The annual meeting of the Board of Directors for the appointment of Appointed Directors and the transaction of other business shall be held at the time and place, within or without the State of Maryland, the Board of Directors designates.

**Section 4.9.2. Regular Meetings.** The Board of Directors may establish regular meetings of the Board of Directors. Such meetings shall be held at the time and place, within or without the State of Maryland, the Board of Directors designates.

**Section 4.9.3. Special Meetings.** Special meetings of the Board of Directors may be called at any time (a) by the Chair, (b) by the Board of Directors, or (c) upon the written request of two or more directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Chair to call the meeting, and the Chair shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

**Section 4.10. Notice of Meetings.**

**Section 4.10.1. Annual and Regular Meetings.** Written notice of each annual and regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be



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delivered personally, sent by email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each director at his or her address according to the current records of AATE or the address furnished for electronic transmissions, unless notice is waived.

**Section 4.10.2. Special Meetings.** Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each director at his or her address according to the current records of AATE or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

**Section 4.10.3. Waiver.** Any director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

**Section 4.11. Quorum and Voting.**

**Section 4.11.1. Quorum.** The presence of a majority of the directors of the Board of Directors at a duly-called meeting shall constitute a quorum at any meeting, but the directors present at any meeting, although less than a quorum, may adjourn the meeting.

**Section 4.11.2. Voting.** At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the Board of Directors, except the Chair who shall cast a vote only in the case of a tie. Unless otherwise provided in these By-Laws, a majority vote of the voting directors in attendance at any meeting, if there is a quorum, shall be sufficient to transact any business.

**Section 4.11.3. Proxy Voting Prohibited.** A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

**Section 4.12. Adjourned Meetings.** When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**Section 4.13. Written Action.** Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written



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action signed by all the directors. Any electronic transmission that contains an affirmative vote or approval of a director is a signed writing for the purposes of this section.

**Section 4.14. Attendance Through Electronic Communications Equipment.** Meetings of the Board of Directors may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting. Notwithstanding the foregoing, at least two meetings per year of the Board of Directors must be held in person.

**Section 4.15. Advisory Board.** The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to establish terms of office for members of an Advisory Board and to fill vacancies in or change the membership of an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

**ARTICLE V: Officers**

**Section 5.1. Officers.** The officers of AATE shall be a Chair, Vice Chair, Immediate Past Chair, Treasurer, and Secretary. No person may hold more than one office at a given time.

**Section 5.1.1 Signature of Authority.** The officers of AATE, in their capacity as an officer for and on behalf of AATE, are authorized to sign, execute, deliver, amend, replace and substitute all documents, instruments, contracts and agreements to carry on the business, managing and activities of AATE.

**Section 5.2. Qualifications.** The Chair and Vice Chair must be Voting Members of AATE who have demonstrated leadership and service to AATE before assuming the office of Chair or Vice Chair. To serve as Treasurer, an individual shall be either an Elected Director or an Appointed Director of AATE. In selecting a Treasurer, the financial expertise of the candidates shall be considered by the Board of Directors in determining the person whose qualifications best serve AATE.

**Section 5.3. Election and Term of Office of the Chair, Vice Chair, and Immediate Past Chair.** Each of the Chair and the Vice Chair shall be elected by majority of votes by the Board of Directors. The Vice Chair shall serve not more than a two-year term, but not less than one year as Vice Chair, automatically succeeding to the office of Chair for a two-year term. The Chair shall serve not more than a two-year term. The immediate past-Chair shall be called upon to fulfill some duties as requested by the Board of Directors; their official duty is to chair the Nominating Committee for two years.



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**Section 5.4. Election and Term of Offices of the Treasurer and the Secretary.** The Treasurer and the Secretary shall each be elected by a majority vote of the Board of Directors present at the first meeting of the Board of Directors after August 1. The Treasurer and the Secretary shall each serve a one full year term. The Treasurer and the Secretary may each be re-elected and serve more than one term.

**Section 5.5. Powers and Duties.** Officers of AATE shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as the Board of Directors confers.

**Section 5.5.1. Duties of the Chair.** The Chair shall have the following duties:

Act as the presiding officer of AATE;

1. Preside at all meetings of the Board of Directors or other general assemblies of AATE;
2. Sign the records of AATE and in general perform all duties usually incident to such office or which may be required by the Board of Directors, including the enforcement of these By-Laws and all rules promulgated by the Board of Directors;
3. Determine the number and kinds of committees in consultation with the Board of Directors;
4. Be an official spokesperson for AATE and the Board of Directors; and
5. Serve as ex-officio member of all committees.

**Section 5.5.2. Duties of the Vice Chair.** The Vice Chair shall have the following duties:

1. Perform the duties of the Chair in the event of the absence, incapacity, or resignation of the Chair;
2. Be an official spokesperson for AATE and the Board of Directors upon the consent of the Chair; and
3. Serve as ex-officio member of all committees.

**Section 5.5.3. Duties of the Treasurer.** The Treasurer shall have the following duties:

1. Serve as the chair of the Finance Committee provided for by these By-Laws;
2. Provide counsel to the AATE staff in the keeping of monies, assets, and liabilities of AATE;
3. Provide counsel to the AATE staff in keeping accurate accounts of all finances of AATE, holds the books open for examination, and presents to the Board of Directors financial reports at least monthly; and
4. Recommend to the Board of Directors annually the budget, financial report for the most recently completed fiscal year and audit.

**Section 5.5.4. Duties of the Secretary.** The Secretary shall have the following duties:

1. Supervise the taking and keeping of accurate written minutes of all meetings of the Board of Directors;
2. Provide counsel to the AATE staff in keeping of the records and documents of AATE; and





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3. Provide counsel to the AATE staff in keeping of accurate records of membership and proceedings of AATE.

**Section 5.6. Signature of Authority.** All deeds, mortgages, leases, bonds, and notes shall be signed by an authorized officer with the written consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

**Section 5.7. Removal.** Any officer may be removed by a two-thirds vote of the Board of Directors, at a meeting duly called and held for such purpose.

**Section 5.8. Vacancies.** The Board of Directors, by a majority vote, may fill any vacancy that may occur in the office of Chair or Vice Chair by electing a current or former director, but not a former Chair or Vice Chair, to hold office during the unexpired term of the vacant office. Such unexpired term shall not count as a term of office as defined by these By-Laws and may be served in addition to the term limits established by these By-Laws.

**Section 5.9. Ex Officio.** Ex officio members of committees are persons who are members by virtue of some other office or position that they hold. Ex officio members of committees have the same rights and privileges, as do all other committee members, including the right to vote. These ex officio members would neither be counted in determining the number required for a quorum nor in determining whether a quorum is present.

## **ARTICLE VI Committees**

**Section 6.1. Standing Committees.** The Nominating Committee and the Finance Committee shall be standing committees.

**Section 6.2. Other Committees.** The Board of Directors may create other committees, which shall have such powers and perform such duties the Board of Directors prescribes.

**Section 6.3. Authority of Committees.** The Chair with the approval of the Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees always shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

**Section 6.4. Nominating Committee.** The Nominating Committee shall function according to Article VII.



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**Section 6.5. Finance Committee.** The Finance Committee shall advise the Board of Directors on the budget, investments, finances and fiscal Managing of AATE. The Finance Committee shall provide for the annual review of the books and accounts of AATE and recommend the independent auditor to be retained by the Board of Directors. The Finance Committee shall function according to a committee charter.

**ARTICLE VII: Nominating Committee**

**Section 7.1. Composition of the Nominating Committee.** The Nominating Committee shall consist of the following individuals: (1) the Immediate Past Chair of AATE, who shall serve as the Chair of the Nominating Committee and will only vote in case of a tie; (2) the Chair and Vice Chair of AATE who will be voting members; (3) the senior AATE staff member who will be a voting member of the Nominating Committee; (4) three members-at-large of AATE selected by the Board of Directors who will be voting members. The Committee once named will be posted on the AATE website. The Chair of the Nominating Committee shall establish the meeting dates and places of the Nominating Committee. If the Immediate Past Chair is unable to serve, the Board of Directors shall appoint another Past Chair or, if another Past Chair is unable to serve, such other person as determined by the Board of Directors to serve as Chair of the Nominating Committee.

**Section 7.2. Purpose and Duty.** The Nominating Committee shall proactively seek and verify the curriculum vitae submissions and present a list of nominees for the offices of Elected Directors, Chair and Vice Chair to the Executive Board and Executive Director/Managing Director/Interim Director of AATE for consideration for the spring election cycle.

**Section 7.3. Terms of Office.** Members of the Nominating Committee shall serve a two-year term coinciding with the term of the AATE Chair.

**Section 7.4 Nomination Process for AATE Directors and Chair and Vice Chair.** The Nominating Committee shall mail or e-mail and post on the AATE website at least one hundred and twenty days before the open election season of the members, priority will be given to finding a plurality of nominees for each vacancy that is about to expire.

**Section 7.6. One Office Position.** Members of AATE may serve in only one of the following capacities at any one time: Chair, Vice Chair, Elected Director, and Appointed Director. When elected to a new office, the member shall resign from his or her current office or appointed position effective the first day of the term of office upon election or appointment of his or her successor.

**Section 7.9. Commencement of Terms of Office.** Persons newly elected to AATE offices shall assume their duties on August 1 immediately following their election and shall continue to



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serve for the duration of the term and until their successor is elected and such successor's term begins, or until an individual's resignation is accepted, an individual is removed from office, or an individual is otherwise unable to serve.

**ARTICLE VIII: Miscellaneous**

**Section 8.1. Fiscal Year.** Unless otherwise fixed by the Board of Directors, the fiscal year of AATE shall be the calendar year ending on December 31.

**Section 8.2. Amendments.** The Voting Members may amend, repeal or restate AATE's Articles of Incorporation and these By-Laws at any meeting of the Members by an affirmative two-thirds vote (regardless of whether such votes are cast at the meeting or electronically) of the Voting Members; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting and posted on the AATE website at least thirty days before such meeting. The Board of Directors on its own initiative may propose amendments, or upon the petition of more than ten percent of the then current Voting Members of AATE addressed to the Board of Directors through the office of the Executive Director/Managing Director/Interim Director at least sixty days in advance of such meeting. The Board of Directors shall present all such amendments to the Voting Members, with or without recommendation.

**Section 8.3. Indemnification.** AATE shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Maryland each person who was, is or will be a director, officer, committee member, or employee of AATE (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a director, officer, committee member, or employee, or arising out of such person's status as such a director, officer, committee member, or employee (including serving at the request of AATE as a director, officer, partner, member, employee or agent of another organization). AATE may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

**Section 8.4. Authority to Borrow, Encumber Assets.** No director, officer, agent or employee of AATE shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited liability for any of the above purposes.

**Section 8.5. Deposit of Funds.** All funds of AATE shall be deposited to the credit of AATE in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.



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**Section 8.6. Conflicts of Interest.**

**Section 8.6.1. Gifts.** No director, officer or employee of AATE shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with AATE without first making a disclosure of such conflict of interest to the Board of Directors.

**Section 8.6.2. Conflict of Interest Procedure.** When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors, a copy of which is attached as Exhibit A, shall be followed.

**Section 8.8. Dissolution.** The members may dissolve AATE pursuant to the applicable provisions of the nonprofit corporation laws of the State of Maryland. Upon the dissolution of AATE, AATE shall, after paying or making provision for the payment of all the liabilities of AATE, dispose of all assets of AATE as provided in the Articles of Incorporation of AATE.

**Section 8.9. Supersession.** These By-Laws supersede the By-Laws of AATE adopted on August, 3, 2018