

BYLAWS
OF
COLLEGIATE & PROFESSIONAL SPORTS DIETITIANS ASSOCIATION

ARTICLE ONE
NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name. The name of this corporation is Collegiate & Professional Sports Dietitians Association (the "Corporation").

Section 1.2. Purposes. The purposes for which the Corporation is organized are to advocate for the nutritional welfare of athletes and protect the interests of high school, collegiate, Olympic, professional and military sports dietitians; to establish standards of practice, and promote the integrity and character of our Sports Dietitian Members; to cultivate professional cooperation and interaction among high school, collegiate, Olympic, professional and military sports dietitians; and to cooperate with other organizations for the advancement of the profession of sports dietitians.

The Corporation is additionally organized to promote, encourage and foster any other similar activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate its assets, and all income therefrom, for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code (the "BOC"); provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from Federal income tax as an organization described in Section 501(c)(6) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places within or outside the State of Texas as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO
MEMBERSHIP

Section 2.1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, and other conditions of each class of member. There shall be the following class of members:

(i) Sports Dietitian Members: Membership shall be comprised of individuals who are employed as dietitians in an athletic or tactical (military) setting. Sports Dietitian Members shall be subject to all policies and procedures established by the Board of Directors from time to time. Sports Dietitian Members shall be the only voting members of the Corporation.

(ii) Allied Healthcare Members: Membership shall be comprised of individuals who are registered dietitians and other allied healthcare providers in related fields, including athletic trainers and physical therapists as well as strength and conditioning specialists. Allied Healthcare Membership shall also be available to companies who make products or offer services used by sports dietitians. Allied Healthcare Members shall be subject to all policies and procedures established by the Board of Directors from time to time. Allied Healthcare Members shall have no voting privileges under the BOC, the Certificate of Formation, or these Bylaws.

(iii) Student Members: Student Membership shall be comprised of individuals who are students having an interest in becoming a registered dietitian and desiring to learn from the Professional and Associate Members. Student Membership is for individuals currently enrolled in college undergraduate or graduate programs. Student Members shall be subject to all policies and procedures established by the Board of Directors from time to time. Student Members shall have no voting privileges under the BOC, the Certificate of Formation, or these Bylaws.

(iv) Applications for membership shall be in such form and manner as prescribed by the board of Directors and shall be accompanied by the full amount of the current dues.

Section 2.2. Voting Rights. Only Sports Dietitian Members shall have the right to vote at any annual or special meeting of the members of the Corporation. Other classes of members may attend the meetings but may not vote.

Section 2.3. Annual Meetings. An annual meeting of the membership shall be held each year, at such time and place as shall be determined by the Board of Directors of the Corporation and communicated to the Corporation's members. At such annual meeting, the voting members shall receive updates on the Corporation's activities and transact such business as shall be included in the notice and agenda for the meeting. Written notice of the place, date and time of each annual meeting of membership shall be delivered not less than seven (7) nor more than sixty (60) days before the date of such meeting, either personally, by hand delivery, by mail, by facsimile transmission or by email to the Corporation's members, at such members' address as it appears on the books of the Corporation at the time such notice is given.

Section 2.4. Special Meetings. Special meetings of the membership may be called by the President of the Corporation, by the Board of Directors, or upon request of twenty percent (20%) of the voting members. Written notice of the place, date, time and purpose of each special meeting of the membership shall be given to the Corporation's members not less than seven (7)

nor more than sixty (60) days prior to the date thereof. No business shall be transacted at a special meeting of the membership except as stated in the notice of such meeting.

Section 2.5. Place of Meetings. Meetings of the membership shall be held at such places as may from time to time be determined by the Board of Directors or as may be specified in the respective notices or waivers of notice thereof.

Section 2.6. Record Date. Only those persons who are members of the Corporation at least ten (10) days immediately prior to the day upon which the Corporation transmits notice of any meeting to its members shall be entitled to receive notice of such meeting.

Section 2.7. Quorum and Manner of Acting. The presence of at least twenty percent (20%) of the voting members shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 2.8. Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors and amendment of the Bylaws) may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- (i) The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- (ii) The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting (i.e., the Corporation must have received a valid ballot from twenty percent (20%) or more of its voting members.)
- (iii) Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- (iv) All solicitations for votes by written ballots shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.
- (v) To the fullest extent allowed by law, the election process may be completed by written ballots delivered to members and received from members by electronic mail or by an internet or other electronic-communications-based protocol as determined by the Board of Directors.

Section 2.9. Dues. Annual membership dues shall be in an amount set by the Board of Directors. Notification of upcoming annual dues shall be sent in November each

year and dues must be paid no later than March 1 of the following year. Failure to pay dues by March 1 shall be cause for removal from membership pursuant to Section 2.10. Annual membership dues shall not be prorated.

Section 2.10. Removal. Any member may be removed from membership by a two-thirds (2/3) vote of the Board of Directors only for cause, which is defined as:

- (a) Failure to pay annual membership dues by March 1 of each year. (b) Willful action or conduct detrimental to the interests of the Corporation, or to its programs, policies, objectives or the harmonious relationship of its members, as determined by the Board of Directors.

ARTICLE THREE

BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, by the Certificate of Formation or by these Bylaws. In fulfillment of these responsibilities, the Board of Directors is to communicate and make periodic reports to the members concerning the activities of the Corporation.

Section 3.2. Number and Terms of Directors. The initial directors of the Corporation shall be those persons named in the Certificate of Formation as the initial directors, and they shall hold office for an initial two-year term and until their successors are chosen and qualified, or until their respective earlier deaths, resignations, retirements, disqualification or removals from office. Beginning with elections held in the spring of 2011, the Board of Directors shall be increased to seven (7) directors. Beginning with elections held in the spring of 2012, the Board of Directors shall be increased to nine (9) directors. Thereafter, the Board of Directors shall consist of nine (9) directors. The number of directors may be decreased but no decrease shall have the effect of shortening the term of any incumbent director. In order to accomplish the expansion of the Board of Directors from five (5) members to nine (9) members as set forth above, two of the initial directors shall be selected to serve an initial three-year term. Other than these two directors serving three-year terms, directors shall be elected for terms of two (2) years by voting members of the Corporation. Directors may be elected to succeeding terms.

Section 3.3. Qualifications and Elections of Directors. To be eligible to be able to serve as a director an individual must be a Sports Dietitian Member of the Corporation for at least the past 3 years and an Experienced or Veteran member. The Nominating Committee shall take nominations for the director positions to be filled for the year in question. The Nominating Committee shall confirm with each such nominated member that he or she is willing to serve as a director. The Nominating Committee will then compile a list of those individuals who have been nominated, screened, evaluated, and indicated a willingness to serve and such list will be presented for vote by the voting members through an electronic election process as directed by the Board

of Directors. The nominated members receiving the highest vote totals in relation to the number of open director positions shall be elected to the Board of Directors and announced as same at the next annual meeting of the members.

Section 3.4. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. Any director elected or appointed to fill a vacancy shall hold office for the unexpired term for his or her predecessor in office, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.5. Removal. Any director may be removed, either for or without cause, by a two-thirds (2/3) vote of the voting members of the Corporation, at any regular or special meeting of the members called expressly for that purpose. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if not time is specified therein, at that time of its receipt by the President of the Corporation. No acceptance of a resignation shall be necessary to make it effective.

Section 3.6. Place of Meeting. Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.7. Annual Meetings. An annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held each year immediately following the annual meeting of the membership, and at the same place. At such annual meeting, the directors shall transact any and all business as may properly come before the meeting. Newly elected directors shall be installed at the conclusion of the Corporation's annual meeting and shall begin performance of their duties at the immediately following annual meeting of the Board of Directors.

Section 3.8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by written notice to all directors. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the directors then in office, upon not upon not less than three (3) nor more than sixty (60) days notice to each director, either personally, by hand delivery, or by mail or by facsimile transmission. The time, day, place and purpose for which the special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 3.10. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the

Certificate of Formation or by these Bylaws. The act of a majority of the directors present in person or by proxy 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, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. Any director not present at a meeting shall be permitted to vote by proxy by providing written notice of such desire with the Secretary prior to the meeting and designating who shall hold the proxy. Any such proxy shall only be valid for the meeting in question (i.e. the next meeting). If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.11. Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 3.12. Electronic Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 3.12 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE FOUR

COMMITTEES

Section 4.1. Designation. The Board of Directors by resolution adopted by a majority of the directors in office may establish or discontinue (other than the Nominating Committee) any advisory board or committee. The Board of Directors may establish the number of persons on such boards or committees. The designation of such advisory boards or committees shall not

operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 4.2. Membership. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation nor members of the Corporation. The Board of Directors shall appoint one or more members to such advisory boards or committees. Additional members may be added by the advisory boards or committees with the approval of the Board of Directors. Any member of any advisory board or committee may be removed by the Board of Directors whenever in the Board of Director's judgment the best interests of the Corporation shall be served by such removal. Any person who is a member of any advisory board or committee and not a member of the Corporation shall be entitled to vote on advisory board or committee action only.

Section 4.3. Term of Office. Each member of an advisory board or committee shall continue as such until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 4.4. Chairman. Unless otherwise designated by these Bylaws, one or more members of each advisory board or committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint the members thereof.

Section 4.5. Vacancies. Vacancies in the membership of any advisory board or committee may be filled by the remaining members of such advisory board or committee with the approval of the Board of Directors.

Section 4.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating an advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 4.9. Rules. Each advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Any such adopted rules shall be subject to alteration by the Board of Directors whenever in the Board of Director's judgment the best interests of the Corporation shall be served by such alteration. Each advisory board or committee shall keep minutes of proceedings and provide same to the Corporation's Secretary.

Section 4.10. Funds. Any funds generated by or otherwise restricted for use by or for any committee or advisory board for activities or programs of such committee or advisory board shall belong to the Corporation and be subject to the oversight and control of the Corporation's Treasurer. The expenditure of any such funds shall require approval of the Treasurer of the Corporation.

Section 4.11. Nominating Committee. The Corporation shall have as a standing committee, a Nominating Committee, whose responsibility shall be interacting with membership

and identifying potential candidates who possess the characteristics and skill sets needed to help advance CPSDA's strategic plan, communicating with CPSDA's Board of Directors to identify a qualified, diverse and representative group of nominees, maintaining active, ongoing relationships within CPSDA, encouraging nominations and voting, taking nominations for director positions, verifying the willingness of such nominees to serve as directors, and evaluating, screening, and selecting candidates for the ballot for use at the annual meeting as referenced in Section 3.3. The Corporation's Secretary shall serve as the Chairman of the Nominating Committee. The Nominating Committee shall have at least three (3) members who shall be appointed by the Board of Directors.

ARTICLE FIVE

NOTICES

Section 5.1. Manner of Giving Notice. Whenever, under the provisions of any law, the Certificate of Formation or these Bylaws, notice is required to be given to any member, director, or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail transmission, or by mail, postage prepaid, addressed to such member, director, or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission shall be deemed to be delivered upon successful transmission or electronic mail transmission of such facsimile or electronic mail.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any member, director, or committee member of the Corporation under the provisions of any law, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SIX

OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 6.1. Elected Officers. The elected officers of the Corporation shall include a President, a Vice-President, a Secretary, and a Treasurer.

Section 6.2. Election. Following installation of the new directors at the Corporation's annual meeting, the directors shall, at their annual director's meeting, elect from their ranks a President, a Vice-President, a Treasurer, and a Secretary to fill any vacancies occurring in such positions as a result of an expired term.

Section 6.3. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 6.4. Compensation. The compensation, if any, of all officers of the Corporation shall be fixed from time to time by the Board of Directors. In the event the Corporation has employees, the Board of Directors may fix compensation for such employees or may from time to time delegate to an Executive Director/Director of Operations (if any) the authority to fix the compensation of any or all of the other employees and agents of the Corporation. Any officer, employee or agent of the Corporation (including an officer, employee or agent who is a “disqualified person” with respect to the Corporation within the meaning of Section 4946 of the Internal Revenue Code and the regulations promulgated thereunder) shall be entitled to compensation and reimbursement of reasonable expenses (including reasonable advances for expenses anticipated in the immediate future) for the performance of “personal services” as defined in the Treasury Regulation Section 51.4942(d)-3(c) which are reasonable and necessary to carry out the exempt purposes of the Corporation, provided that such compensation and reimbursement of reasonable expenses shall not be excessive.

Section 6.5. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office from the time of his or her appointment as officer by the Board of Directors for a term of two (2) years or until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. In the event a director who has only one (1) year remaining on his or her term as director is elected to an office, such person’s second year in office shall be contingent upon his or her re-election to the Board of Directors, and, in the event such person is not re-elected to the Board of Directors, the Board of Directors shall treat the vacancy as if occurring as a result of an expired term and shall fill such position for a new two (2) year term in accordance with Section 6.2.

Section 6.6. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 6.7. Removal. Any officer may be removed from such office for cause, as defined hereinafter, by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Directors called expressly for that purpose. “For cause” shall mean failure to complete the duties and/or responsibilities of the individual’s office; willful actions or conduct detrimental to the interests of the Corporation, or to its programs, policies, objectives or the harmonious relationship of its members as determined by the Board of Directors, or removal from voting membership of the Corporation.

Section 6.8. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 6.9. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the day-to-day activities and affairs of the Corporation and shall have general and active control

thereof. The President shall have general authority to execute, in the name of the Corporation, checks, promissory notes, bonds, leases, deeds, notices, contracts and, unless the Board of Directors shall order otherwise by resolution, any other papers and instruments as the ordinary conduct of the Corporation's business may require and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of chief executive officer of a corporation, except as otherwise provided by law, the Certificate of Formation or these Bylaws. The President shall attend and participate in all meetings of the Board of Directors, advisory boards and committees without vote. The President shall have such other powers and duties as the Board of Directors may determine from time to time. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice President, unless otherwise determined by the Board of Directors. The President shall serve as Chairman of the Board of Directors.

Section 6.10. Vice President. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

Section 6.11. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. The Secretary shall serve as the Chairman of the Nominating Committee. In the absence or disability of the Secretary, the duties of such office shall be performed, and the powers may be exercised as determined by the Board of Directors.

Section 6.12. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and

contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed, and the powers may be exercised as determined by the Board of Directors.

Section 6.13. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by law, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

Section 6.14. Administration of Day to Day Matters. Pursuant to the provisions of this Section 6.14 and the then-applicable administrative agreement (if any) or such other agreement designating the accomplishment of administrative tasks, the day-to-day matters of the Corporation, other than those matters specifically assigned to an officer or committee by the Board of Directors, may be administered by an Administrative Agent. The Administrative Agent shall be entitled to reasonable compensation for services rendered and shall operate under the budget developed by the Board of Directors for each fiscal year. To the extent of any conflict between any such administrative agreement and these Bylaws, these Bylaws shall control.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Executive Director of the Corporation.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

ARTICLE EIGHT
MISCELLANEOUS

Section 8.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its members, directors, or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its officers as provided in Section 6.5 of Article Six hereof.

Section 8.2. Loans to Directors Prohibited. No loans shall be made by the Corporation to its directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.4. Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 8.5. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 8.6. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.7. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE NINE
AMENDMENTS

Section 9.1. Amendments. These Bylaws may be amended or repealed, or new bylaws may be adopted by a two-thirds (2/3) vote of the voting members of the Corporation, at any regular or special meeting of the members called expressly for that purpose. The notice of the meeting shall set forth a summary of the proposed amendments. These Bylaws may not be amended or repealed by, nor may new bylaws be adopted by, the Board of Directors.

ARTICLE TEN
INDEMNIFICATION

Section 10.1. Indemnification. To the maximum extent permitted or required by Chapter 8 of the Texas Business Organizations Code, as it now exists or as it may be amended in the future, the Corporation shall indemnify as well as advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Chapter 8, for amount such persons paid directly regarding liabilities incurred by such persons. The Corporation shall not indemnify or advance expenses to such persons or any amount paid by a third party pursuant to a plan or contact of insurance.

ARTICLE ELEVEN
OPERATION AND DISSOLUTION

Section 11.1. Nonprofit Operation. The Corporation is organized and operated primarily for the purposes set forth under Article One of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered or realization of any other form of private gain.

Section 11.2. Distribution of Assets. The Corporation pledges its assets for use in performing the Corporation's charitable functions. It directs that on discontinuance of the Corporation by dissolution or otherwise, the assets are to be transferred to a charitable, educational, scientific or similar organization(s) with like purposes that qualifies under Section 501(c)(3) of the Code and is not a private foundation.

Section 11.3. Decision Making Authority. The Corporation's voting members shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

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The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of Collegiate & Professional Sports Dietitians Association effective the 1 day of July 2020.


Amy Culp [Jul 30, 2020 19:50 CDT]

_____, CPSDA President