

ARTICLE I NAME AND MISSION

Section 1. Name. The name of this corporation shall be the Consortium on Workplace-Based Education and Learning (hereinafter referred to as the “COWBEL”), a Tennessee not-for-profit corporation registered as an Internal Revenue Service 501 (c)(3) organization.

Section 2. Mission. Consistent with the object of the COWBEL as set forth in the COWBEL’s Charter as a nonprofit corporation, the mission of the COWBEL is to provide value to members and share best practices within veterinary medical education for the purposes of educating and training veterinary learners in pre-clinical preparation and through an experiential, distributive/community-based learning model.

Section 3. Offices. The COWBEL shall have and continuously maintain in the State of Tennessee a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Tennessee, as the Executive Board may determine.

ARTICLE II MEMBERSHIP

Section 1. Membership Qualifications. Membership may be granted to any individual who (i) meets the criteria set forth for a category of membership in the COWBEL; (ii) shares interest in and supports the purposes of the COWBEL; (iii) abides by these Bylaws, and such other policies, rules, and regulations as the COWBEL may adopt; and (iv) meets such additional criteria for each category of membership in the COWBEL as the Executive Board may establish.

Section 2. Application. The Executive Board, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the COWBEL. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the executive director of the COWBEL. The Executive Board, or its designee(s), shall review the application of all applicants and determine, on the basis of criteria set forth in these Bylaws and such other guidelines as the Executive Board may prescribe, whether individual applicants meet the qualifications necessary for membership in the COWBEL. All such qualified applicants shall become members upon notice from the COWBEL.

Section 3. Membership Categories. The COWBEL shall have three (3) categories of membership as follows:

a. Voting – Core members.

1. Voting membership may be granted to veterinary programs that are part of an accredited higher educational institution in which 50% or more of their clinical program is community-based or distributive. This includes programs that are in the planning stage. Each member institution has one vote. The dean/head of the member veterinary program or their appointed representative is a voting member. Core Members are approved by the Executive Board. Faculty and staff of core members may become core participating members of COWBEL. Clinical Affiliates/preceptors as identified by CORE members may have access to COWBEL teaching and learning resources.

b. Affiliate members.

Affiliate membership may be granted to any program that is part of an accredited higher educational institution and (i) does not otherwise qualify for membership as a voting member; and (ii) does the following:

1. Teaches veterinary medicine or the sciences allied to veterinary medicine.

Faculty and staff of Affiliate members may become affiliate participating members of COWBEL. Affiliate members are non-voting members. Affiliate partners are approved by the Executive Board.

c. Sponsoring partner.

Organizations interested in the success of COWBEL and providing input to COWBEL projects may become sponsoring partners. Sponsoring partners may become participating members of COWBEL and provide input for COWBEL projects and future directions. Sponsoring partners are approved by the Executive Board.

Section 4. Rights and Duties. All members shall be entitled to attend the member meetings and social functions of the COWBEL, but only core members may vote for the election of the COWBEL Executive Board and hold office in the COWBEL. Each core member shall have one (1) vote in such elections. No member of the COWBEL shall have the right to vote, without limitation, on the amendment of the COWBEL's Articles of Incorporation, the merger or dissolution of the COWBEL, or the amendment of its Bylaws. Nothing contained in this Article II, Section 4 shall affect the rights of members to vote in their capacity as members of the Executive Board or any of the COWBEL's entities, such as committees and taskforces.

Section 5. Disciplinary Action/Termination of Membership.

a. Grounds for Discipline. The COWBEL may discipline a member for any of the following reasons:

1. Failure to comply with these Bylaws, or any other rules or regulations of the COWBEL;
2. Other conduct considered prejudicial to the best interests of, or inconsistent with, the purposes and mission of the COWBEL as defined in the COWBEL Mission, Article 1, Section 2 of these Bylaws.

b. Procedures. Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent to the last recorded physical or email address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the COWBEL. Notwithstanding the foregoing, in the event a member has been convicted of a felony and the fact of such conviction is not contested, such

member may be expelled from the COWBEL without a hearing. Such disciplinary actions shall be conducted in accordance with the rules approved by the Executive Board.

c. Non-Payment of Dues. The membership of any member who is in default of payment of dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Executive Board or their designee(s) shall establish, unless such termination is delayed by the Executive Board.

ARTICLE III DUES AND ASSESSMENTS

The initial and annual dues for all members of the COWBEL shall be determined by the Executive Board. The time for paying such dues and other assessments, if any, shall be determined by the Executive Board. Under special circumstances, the Executive Board, or its designee(s), may waive the annual dues and/or assessments for any member.

ARTICLE IV EXECUTIVE BOARD

Section 1. Authority and Responsibility.

The affairs of the COWBEL shall be managed by the Executive Board (which shall be referred to in these Bylaws as the "Executive Board"), which shall have supervision, control, and direction of the COWBEL, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Executive Board approves the Budget and Expenditures of COWBEL. The Executive Board shall act for and on behalf of the core members. The Executive Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition.

The Executive Board shall be composed of eight (8) members as follows: President, President-Elect, Immediate Past President, Executive Director (non-voting member) and four (4) chairpersons of the four (4) standing committees.

Section 3. Invited Participants.

All COWBEL core members may be invited to Executive Board meetings. Other individuals may be invited to attend and participate, without vote, in meetings of the Executive Board.

Section 4. Qualifications.

Dean or Head of COWBEL voting member may seek election as an executive board member as President, President-Elect or Immediate Past President. When the Dean or Head of COWBEL voting member is not able to attend a meeting, the absent person may identify someone from their organization to participate in their absence.

Section 5. Terms.

The President, President-Elect, and Immediate Past President shall remain on the Executive Board for the duration of their one-year term. The Executive Director serves at the pleasure of

the Executive Board. The Committee chairpersons will be approved and appointed by the President, President-Elect and Immediate Past President.

Section 6. Regular Meetings.

The Executive Board may take action to set the time, date, and place for holding a regular annual meeting of the Executive Board and additional regular meetings of the Executive Board without other notice than such action.

Section 7. Special Meetings.

Special meetings of the Executive Board may be called by, or at the request of, the President or upon a request of two (2) or more members of the Executive Board. Notice of any special meeting of the Executive Board shall state the time, date, and place of the meeting and shall be delivered at least three (3) days prior to the date of such meeting. Attendance of an Executive Board member at any meeting shall constitute a waiver of notice of such meeting except where an Executive Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 8. Quorum.

Four (4) or more voting members of the Executive Board shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Board, provided that when less than a quorum is present at said meeting, a majority of the Executive Board members present may adjourn the meeting to another time without further notice.

Section 9. Manner of Acting.

The act of a majority of Executive Board members present at a duly called meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 10. Resignation and Removal.

Any member of the Executive Board may resign at any time by giving written notice to the Executive Director. In addition, any member of the Executive Board may be removed by a two-thirds (2/3) majority vote of the persons entitled to elect such Executive Board member, whenever, in their judgment, the best interests of the COWBEL would be served by such removal.

Section 11. Vacancies.

Vacancies in any Executive Board position shall be filled by vote of voting members.

Section 12. Action by Written Consent.

Any action requiring a vote of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all of the members of the Executive Board entitled to vote with respect to the subject matter thereof.

ARTICLE V OFFICERS

Section 1. Officers.

The officers of the COWBEL shall be a President, President-Elect, Immediate Past President, and Executive Director. Voting for President-Elect will occur annually. Voting officers must be deans/heads of school or designees from voting COWBEL members.

Upon initiation of the COWBEL organization, a voting member will be voted to the Executive Board to serve as President and a second member as Immediate Past President.

Section 2. President.

The President shall be the principal elected officer of the COWBEL and shall, in general, supervise all of the business affairs of the COWBEL, subject to the direction and control of the Executive Board, by communicating with the Executive Director as necessary regarding the business of the COWBEL. The President shall be invited to participate as a voting member of the Executive Board. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Executive Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

The President will also serve in the Executive Director position should the Executive Director position be unfilled.

After serving in various positions, the President will be scheduled to serve COWBEL for two years, one year as President and one year as Immediate Past President.

Section 3. President-Elect.

The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be invited to participate, and a member, with vote, of the Executive Board. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Executive Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office. In the event of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of that term and then for the term for which elected.

After serving in the various positions, the President-Elect will be scheduled to serve COWBEL for three years, one year as President-Elect, one year as President and one year as Immediate Past President.

Section 4. Immediate Past President.

The Immediate Past President shall have such duties as may be assigned by the President or the Executive Board. The Immediate Past President shall be a voting member of the Executive Board. In the event the President cannot take the office of Immediate Past President, the currently serving Immediate Past President shall serve a successive term.

Section 5. Executive Director.

The Executive Director shall be the principal accounting and financial officer of the COWBEL and shall have charge of and be responsible for the maintenance of adequate books of account for the COWBEL; shall have charge and custody of all funds and securities of the COWBEL, and be responsible therefore, and for the establishment of financial accounts, receipt and disbursement thereof; shall deposit all funds and securities of the COWBEL in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Executive Director will maintain and distribute meeting minutes, membership lists and schedule various meetings. The Executive Director shall be a member, without the right to vote, of the Executive Board. The duties of the Executive Director may be assigned by the Executive Board in whole or in part.

Section 6. Committee Chairpersons

Committee Chairpersons will be appointed and approved by the President, President-elect and Immediate Past President of COWBEL. These positions are chairperson of the following standing committees:

1. Academic Committee
2. Accreditation Committee
3. Partnership Committee
4. Scholarship-Research Committee

Section 7. Qualifications for Office.

Only voting members of COWBEL shall be eligible to hold the office of President, President-Elect, or Immediate Past President. Chairperson of Committees will be faculty of COWBEL voting members.

Section 8. Term.

Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The Executive Director shall serve a six (6)-year term, as appointed by the Executive Board. The Executive Director serves at the pleasure of the board and may be appointed to additional terms. Chairpersons will serve for two years, with the ability to be appointed for multiple terms.

Section 9. Election.

- a. The President-Elect shall be elected by the voting members at a meeting of the voting members at which the election of officers is in the regular order of business.
- b. First election. Elections will be held for President, President-Elect and Immediate Past President and will take office following the vote.
- c. For subsequent elections, the President, President-Elect, and Immediate Past President shall take office on the date of the first regular scheduled meeting of the Executive Board that occurs in the new year. Elections will be held annually in November or December, or as soon as possible in the new year.

- d. The Executive Director shall be appointed by the Executive Board. The Executive Director shall serve at the pleasure of the Executive Board and be a non-voting member of the Executive Board.

Section 10. Resignation and Removal of Officers.

Any officer or committee chairperson or committee member may resign at any time by giving written notice to the Executive Director. In addition, any officer, chairperson, or committee member may be removed by a majority vote of the persons entitled to elect such person, whenever, in their judgment, the best interests of the COWBEL would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 11. Officer Vacancies.

Vacancies in any office shall be filled by the voting members responsible for electing or appointing such officer, without undue delay, at its next scheduled meeting, or at a special meeting called for that purpose. An officer elected or appointed pursuant to this Section shall hold office until the next meeting of the Executive Board as applicable, at which the election of officers is in the regular order of business, or until such other date as the Executive Board, as applicable, may designate. Elections may be performed electronically.

Section 12. Authority and Responsibility.

Core Members will have the following duties as set forth in these Bylaws. The Core members shall:

- a. Provide direction to the Executive Board;
- b. Elect the President-Elect, and, when necessary, President and Immediate Past President;
- c. Approve committee chairpersons; and
- d. Participate in the COWBEL's strategic planning.

The **Executive Board** shall be the principal body within the COWBEL responsible for establishing policy and providing direction for matters relating to veterinary medicine and shall be the representative body of the voting members of COWBEL. In addition to such other duties set forth in these Bylaws, the Executive Board shall:

- a. Approve all changes to the COWBEL's Articles of Incorporation;
- b. Amend, alter, or repeal the Bylaws in accordance with Article XII of these Bylaws;
- c. Vote on all matters properly brought before the Executive Board;
- d. Solicit, process, and communicate membership needs to various committees;
- e. Participate in the COWBEL's strategic planning;
- f. Elect members to serve on the COWBEL's committees;
- g. Appoint members to the committees and taskforces established by COWBEL;
- h. Approve new core members;
- i. Approve affiliate members;
- j. Approve Sponsoring Partners; and
- k. Review and approve various business reports as provided by the Executive Director and Committee Chairpersons.

ARTICLE VI COMMITTEES/COUNCILS/TASK FORCES

Section 1. Standing Committees

At all meetings of any standing committee, a majority, or half of the members of the standing committee in attendance shall constitute a quorum for the transaction of business unless otherwise set forth herein.

Committee chairs will be approved by the officers of COWBEL and shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.

a. Operational Committee – Executive Board.

- i. Composition. The Operational Committee shall consist of the President, President-Elect, Immediate Past President, and chairpersons of the four (4) standing committees and all shall be voting members of the Operational Committee. The Executive Director shall be invited to attend and participate in all meetings, without vote, of this committee. The President shall serve as Chair of this committee.
- ii. Authority. The Operational Committee shall have the authority to perform the business and functions of the COWBEL, except as otherwise set forth in these Bylaws or Tennessee state statute, as may be amended, reporting to the Core members any action taken; but the delegation of authority to the Operational Committee shall not operate to relieve any individual officer or member of the Executive Board of any responsibility imposed by law.
- iii. Purpose. The Operational committee oversees the following:
 - a. Promulgates and oversees the COWBEL bylaws and articles of incorporation;
 - b. Provides direction of the COWBEL;
 - c. Works with other committees as needed; and
 - d. Other tasks as assigned by the Core Members.
- iv. Meetings and Voting. The Operational Committee shall meet in person or by conference call upon the request of the President or a majority of the Operational Committee. Each member shall have one (1) vote. A majority (four (4) members) of the Executive Board shall constitute a quorum for the transaction of business at any duly called meeting of the committee; provided that when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Board. A member of the Operational Committee may have a representative attend a meeting in the absence of an Operational Committee member and have voting privileges.
- v. Action by Written Consent. Any action requiring a vote of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all the members of the Executive Board entitled to vote with respect to the subject matter thereof.

b. Academic Committee

- ii. Composition. Consists of chairperson and three to six members as appointed and approved by the COWBEL officers and core members. The Executive Director shall be invited to attend and participate in all meetings, without vote, of this committee.
 - iii. Purpose. The Academic committee oversees the following:
 - a. looks to ways to share best practices regarding distributive education, such as overseeing educational modules and materials to share between COWBEL members;
 - b. looks to ways to facilitate exchange of faculty and students between member institutions and core clinical practices;
 - c. looks to ways to ensure quality control and safety of participating practices;
 - d. looks to ways to share best practices regarding outcome assessments of students;
 - e. Works with other committees as needed;
 - f. Other topics and projects deemed important by the Committee; and
 - g. topics as assigned by COWBEL officers.
3. Meetings and Voting. The Committee shall meet in person or by electronic means upon the request of the Chair or COWBEL officers. Each committee member shall have one (1) vote. A majority of committee members shall constitute a quorum. The Executive director will be responsible to be sure minutes are taken and action items are recorded.
4. Action by Written Consent. Any action requiring a vote of the committee may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all the members of the committee entitled to vote with respect to the subject matter thereof.
5. Vacancies. In the event of a vacancy on the committee, the Executive Board shall fill the vacancy of the committee upon recommendation from the committee.

c. Accreditation Committee

- i. Composition. Consists of chairperson and three to six members as appointed and approved by the COWBEL officers. The Executive Director shall be invited to attend and participate in all meetings, without vote, of this committee.
 - ii. Purpose. The Accreditation committee oversees the following:
 - a. codifies best practices regarding the distributive model;
 - b. looks to share best practices with accrediting bodies with the goal of having input on accreditation standard development;
 - c. shares accreditation concerns and issues with other COWBEL members;
 - d. develops strategy as how to best affect common accreditation issues of members;
 - e. Works with other committees as needed;
 - f. Other topics and projects deemed important by the Committee; and
 - g. topics as assigned by COWBEL officers.
3. Meetings and Voting. The Committee shall meet in person or by electronic means upon the request of the Chair or COWBEL officers. Each member shall have one (1) vote. A majority of

committee members shall constitute a quorum. The Executive director will be responsible to be sure minutes are taken and action items are recorded.

4. Action by Written Consent. Any action requiring a vote of the committee may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all the members of the committee entitled to vote with respect to the subject matter thereof.
5. Vacancies. In the event of a vacancy on the committee, the Executive Board shall fill the vacancy of the committee upon recommendation from the committee.

d. Partnership Committee

- i. Composition. Consists of chairperson and three to six members as appointed and approved by the COWBEL officers. The Executive Director shall be invited to attend and participate in all meetings, without vote, of this committee.
- ii. Purpose. The Partnership committee oversees the following:
 - a. Seeks input from veterinary industry and other experts for informative speaking engagements;
 - b. Explores novel partnerships and learning opportunities with others outside of core COWBEL members;
 - c. Pursues and organizes keynotes, subject matter experts and industry relationships for continuing education seminars;
 - d. Provides leads and contacts for future core memberships;
 - e. Provides leads and contacts for future affiliate memberships;
 - f. Provides leads and contacts for future sponsoring partner membership;
 - g. Works with other committees as needed;
 - h. Other topics and projects deemed important by the Committee; and
 - h. Topics as assigned by COWBEL officers.

3. Meetings and Voting. The Committee shall meet in person or by electronic means upon the request of the Chair or COWBEL officers. Each member shall have one (1) vote. A majority of committee members shall constitute a quorum. The Executive director will be responsible to be sure minutes are taken and action items are recorded.

4. Action by Written Consent. Any action requiring a vote of the committee may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all the members of the committee entitled to vote with respect to the subject matter thereof.

5. Vacancies. In the event of a vacancy on the committee, the Executive Board shall fill the vacancy of the committee upon recommendation from the committee.

e. Scholarship-Research Committee

- i. Composition. Consists of chairperson and three to six members as appointed and approved by the COWBEL officers. The Executive Director shall be invited to attend and participate in all meetings, without vote, of this committee.

- ii. Purpose. The Scholarship-Research committee oversees the following:
 - a. Joint research projects regarding the distributive model (includes pedagogy, clinical trials, education , emerging new technologies and efficiencies (e.g. telemedicine);
 - b. Identifies potential joint research opportunities and collaborative trials;
 - c. Works with other committees as needed;
 - d. Reviews potential scholarship-research projects for funding by COWBEL and makes recommendation to the Executive committee regarding funding;
 - e. Works with other committees as needed;
 - i. Other topics and projects deemed important by the Committee; and
 - f. Topics as assigned by COWBEL officers.
3. Meetings and Voting. The Committee shall meet in person or by electronic means upon the request of the Chair or COWBEL officers. Each member shall have one (1) vote. A majority of committee members shall constitute a quorum. The Executive director will be responsible to be sure minutes are taken and action items are recorded.
4. Action by Written Consent. Any action requiring a vote of the committee may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all the members of the committee entitled to vote with respect to the subject matter thereof.
5. Vacancies. In the event of a vacancy on the committee, the Executive Board shall fill the vacancy of the committee upon recommendation from the committee.

Section 2. Other Standing Committees. Other committees may be established by the Operations Committee to support the purposes of the COWBEL. The action establishing standing committees shall set forth the committee's purpose and composition and required qualifications for membership on the committee. Standing Committees and Taskforce will be approved by the Executive Board.

1. Quorum and Manner of Acting. At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
2. Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.
3. Policies and Procedures. The Executive Board shall develop and approve policies and procedures for the operating of all standing committees.
4. All standing committees shall report to the Executive Board.

Section 3. Advisory/Ad Hoc Committees and Task Forces.

The Executive Board may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of the COWBEL. An ad hoc committee created by the Executive Board shall terminate after three (3) years from the date of its creation, or

sooner, unless renewed by the Executive Board. A task force created by the Executive Board shall terminate after one (1) year, or sooner, from the date of its creation, unless renewed by the Executive Board. Ad hoc committees and task forces may be established for longer periods with the approval of the Executive Board. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- a. Quorum and Manner of Acting. At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- b. Committee/Task Force Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.
- c. Policies and Procedures. The Executive Board shall develop and approve general policies and procedures for the operation of all committees and task forces. All committees and task forces shall report to the Executive Board.

ARTICLE VII [RESERVED]

ARTICLE VIII ELECTRONIC MEETINGS

Any action to be taken at an Executive Board, council, committee, or task force meeting may be taken through the use of a conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

ARTICLE IX USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE X FINANCE

Section 1. Contracts. The Executive Board may authorize any officer or officers, agent or agents of the COWBEL, 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 COWBEL, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the COWBEL shall be signed by such officer or officers, agent or agents of the COWBEL and in such manner as shall be

determined by action of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Executive Director.

Section 3. Deposits. All funds of the COWBEL shall be deposited to the credit of the COWBEL in such banks, trust companies, or other depositories as the Executive Board may approve.

Section 4. Bonding. The Executive Board may provide for the bonding of such officers and employees of the COWBEL as it may determine is necessary and/or appropriate.

Section 5. Gifts. The Executive Board may accept on behalf of the COWBEL any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the COWBEL.

Section 6. Books and Records. The COWBEL shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Executive Board, and any committees having the authority of the Executive Board.

Section 7. Annual Audit. The Executive Board may provide for an annual audit of the financial records of the COWBEL by a certified public accountant. A report of the financial condition of the COWBEL by the executive director shall be made to the membership of the COWBEL annually.

Section 8. Fiscal Year. The fiscal year of the COWBEL shall be determined by the Executive Board.

ARTICLE XI INDEMNIFICATION

The COWBEL shall indemnify all past and present officers; directors; employees; committee, council, and task force members; and all other volunteers of the COWBEL to the full extent permitted by Tennessee state law for not for profits, as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Executive Board.

ARTICLE XII WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII AMENDMENTS

Section 1. Proposed Amendments.

a. The Executive Board, and any other COWBEL committee or council may propose amendments, in whole or in part, to these Bylaws.

b. All proposed amendments of these Bylaws originating from an COWBEL committee or council must be submitted in writing to the Executive Board for its review and approval.

Section 2. Approval of Amendments.

Proposed amendments of these Bylaws shall be discussed at the next scheduled Executive Board meeting. Approval of such proposals shall require the act of a two-thirds (2/3) vote of the Executive Board.

Section 3. Notice. Notice of intent to amend these Bylaws will be announced to COWBEL membership via the COWBEL's website and other appropriate electronic media at least thirty (30) days prior the Executive Board meeting at which such amendments are to be considered. Such notice must include a specific description of the proposed amendments.

ARTICLE XIV DISSOLUTION

In the event of the dissolution of the COWBEL, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the COWBEL, dispose of all of the remaining assets of the COWBEL (except any assets held by the COWBEL upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of the COWBEL in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the COWBEL is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.