THE PSYCHOLOGICAL CLINICAL SCIENCE ACCREDITATION SYSTEM INC.

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1. Name.

The name of this organization shall be The Psychological Clinical Science Accreditation System Inc. (hereinafter referred to as the "Corporation").

Section 2. Purpose.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or a corresponding section of any future federal tax law) (the "Code"). Specifically, the purpose of the Corporation is to foster superior science training in clinical psychology and enhance the scientific knowledge base for clinical practice through rigorous accreditation of graduate training programs in psychological clinical science. Doctoral programs in *scientific clinical psychology* or *psychological clinical science* (the two terms are used interchangeably) train students (1) to conduct research relevant to the assessment, prevention, treatment and understanding of health and mental health disorders; and (2) to use science methods and evidence to design, develop, select, evaluate, implement, supervise and disseminate assessments, interventions and prevention strategies. To be accredited, a program must demonstrate that it offers high quality training in the domains of research *and* application. A strong emphasis on training in research and application should be explicit on a program's web site and in all other modes of public disclosure and should be apparent in the accomplishments of the program faculty and graduates. The Corporation will accredit only training programs housed in research-intensive universities that grant doctoral research degrees (i.e., the Ph.D. degree) such that accredited programs provide all students with the skills and knowledge that would allow them to become productive and competent clinical scientists. The Corporation is *not* intended for programs whose sole or chief mission is to train psychologists who will specialize in applied clinical work.

In furtherance of the foregoing purpose and objectives, the Corporation shall have full power and authority to engage in any lawful act or activity for which a non-profit corporation may be organized under the laws of the State of Delaware; *provided, however*, that notwithstanding the foregoing provisions or any other provision of the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), the Corporation shall not engage in any act or activity not permitted to be engaged in by a Corporation exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170 of the Code; and provided further that, except to the extent permitted under Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

Subject to the foregoing, the Corporation shall be empowered to engage in any lawful activity for which corporations may be organized under Delaware law, and its mission, purpose and goals shall be as set forth in Exhibit A hereto (*The Psychological Clinical Science Accreditation System (PCSAS): Accrediting Scientific Clinical Psychology, Updated August 7, 2007*).

ARTICLE II - MEMBERS

Section 1. Regular Meetings.

Meetings of the membership shall be held at least once per year at such a place, on such a date, and at such time as the Board of Directors (the "Board") shall fix.

Section 2. Special Meetings.

Special meetings of the membership, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board to be held at such place, on such date, and at such time as fixed by the Board.

Section 3. Notice of Meetings.

Written notice of the place, date, and time of all meetings of the membership shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to the Sole Member (as such term is defined in the Certificate of Incorporation), or in the case of a meeting at which an amendment to these Bylaws shall be considered, to all Members (as such term is defined in the Certificate of Incorporation) entitled to vote thereon pursuant to Article FIFTH of the Certificate of Incorporation, except as otherwise provided herein or required by the Certificate of Incorporation or by law. Electronic mail will suffice for this purpose.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; *provided, however*, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date for determining the membership is fixed for the adjourned meeting, written notice of place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting without regard to the presence of a quorum at such adjournment.

Section 4. Quorum.

A quorum is required to conduct the business of the Corporation, including voting and election of directors. If a quorum fails to attend any meeting, the chairperson of the meeting may adjourn the meeting to another place, date, or time.

At any meeting of the members, the presence of the Sole Member shall constitute a quorum for all purposes; *provided, however*, that in the case of a meeting at which an amendment to these Bylaws shall be considered, seven (7) Members entitled to vote thereon pursuant to Article FIFTH of the Certificate of Incorporation shall be required to constitute a quorum.

Section 5. Organization.

The President of the Board or, in his or her absence, such person as may be designated by the Board or chosen by the Sole Member (or, in the case of a meeting at which an amendment to these Bylaws shall be considered, by a majority of the Members entitled to vote thereon pursuant to Article FIFTH of the Certificate of Incorporation), in person or by proxy, shall call to order any meeting of the members and act as chairperson of the meeting. The secretary of the meeting shall be such person as the chairperson appoints.

Section 6. Conduct of Business.

The chairperson of any meeting of the membership shall determine the order of the business and the procedure at the meeting, including such regulation of the conduct of discussion as is determined to be proper by him or her.

Section 7. Proxies and Voting.

At any meeting of the membership, the Sole Member (or, in the case of a meeting at which an amendment to these Bylaws shall be considered, the Members entitled to vote thereon pursuant to Article FIFTH of the Certificate of Incorporation) may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication, electronic mail or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

The election of directors, when and as required by the Certificate of Incorporation, as well as all other matters subject to a vote, shall be determined by the affirmative vote of the Sole Member.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Election and Qualification of Directors.

The directors of the Corporation shall be elected by the Executive Committee of the Sole Member, the Academy of Psychological Clinical Science (the "Academy"), at the regularly scheduled Annual Meeting (as such term is defined in the Certificate of Incorporation) or by written consent, subject to such qualifications as are stated in the Certificate of Incorporation. In accordance with the Certificate of Incorporation, the directors shall be divided into three classes and shall serve staggered, three-year terms. Five Board seats are to be filled by prominent psychological clinical scientists affiliated with Academy doctoral programs. The remaining seats are to be filled by representatives from four other stakeholder groups: (a) a current or recent clinical science doctoral student from an Academy program; (b) a non-clinical psychological scientist from a department with an Academy program; (c) a current or former chair of a Psychology Department with an Academy program; and (d) a public member with credentials in a field other than psychology. No more than one Board member affiliated with a given university or institution may serve on the Board at any one time. No current member of the Academy executive committee is eligible to serve on the PCSAS Board at the same time.

Section 2. Regular Meetings.

Regular meetings of the Board shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board and publicized among all members thereof. Notice of each regular meeting shall not be required. The Board shall meet at least once a year for an annual meeting either in person, by phone or by other electronic means.

Section 3. Special Meetings.

Special meetings of the Board may be called by one-third (1/3) of the members thereof then in office or by the President and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting, and the business to be transacted at such special meeting, shall be given to each member of the Board (by whom it is not waived) by mailing written notice of not less than seven (7) days before the meeting or by facsimile transmission or electronic mail of the same not less than five (5) days before the meeting.

Section 4. Quorum.

At any meeting of the Board, six (6) directors shall be required to constitute a quorum for all purposes. If a quorum fails to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 5. Participation in Meetings by Conference Telephone.

Subject to Section 2 of this Article III, members of the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 6. Conduct of Business.

At any meeting of the Board, business shall be transacted in such order and manner as the President of the Board may from time to time determine, and all matters shall be determined by the affirmative vote of at least five (5) directors in attendance, except as otherwise provided herein or required by the Certificate of Incorporation (including to amend the Bylaws) or by law. Action may be taken by the Board without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Section 7. Powers and Responsibilities.

The business and affairs of the Corporation shall be managed under the direction of the Board. The Board may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The Board shall, if necessary, revise the general aims, principles, procedures, guidelines, and policies of the Corporation, and inform accredited programs, the Council for Higher Education Accreditation ("CHEA"), interested organizations, and the public of such actions and their purposes.

ARTICLE IV - OFFICERS AND COMMITTEES

Section 1. The Executive Director.

(A) Function

a. The business and affairs of the Corporation shall be managed by the Executive Director (the "ED") under the direction of the Board.

b. The ED shall serve as executive secretary for review meetings of the RC (as defined below), and therefore shall be responsible for organizing all RC activities and handling all correspondence with applicant programs and other interested parties.

c. The ED, along with the President of the Board, shall be the public voice for the Corporation, and represent (subject to the direction of the Board) the Corporation in all its internal and external relationships—with state, federal, professional, and public entities.

d. Subject to any other provision of the Certificate of Incorporation or these Bylaws, the ED shall organize and attend all Board and RC functions, except that the Board may excuse the ED from meetings dealing with personnel issues relating to the ED. The ED shall have full access to all relevant information of the Corporation. The ED shall be a non-voting member of the Board and the ED's presence at a Board meeting shall not be counted toward the fulfillment of the quorum requirement set forth in Article III hereof; however, the ED may contribute to Board discussions when invited or as appropriate on matters related to the Corporation's operations, budget, public relations, accreditation activities, or general policies and procedures.

e. The ED shall be responsible for maintaining the Corporation's financial records and dealing with government officials as necessary to maintain the Corporation's non-profit status. The ED shall be custodian of all monies of the Corporation. The signature of the ED shall be required for disbursement of funds; however, the disbursement of all funds in excess of $1,000.00 shall require approval of the Board.

(B) Selection

a. The ED shall be selected and appointed by the Board. The ED shall be an at-will employee, serving at the pleasure of the Board, whose appointment is governed by the terms of an employment contract with the Corporation. Compensation and other terms of employment for the position are to be negotiated by the Board, and shall be based on the position's challenges, workload, responsibilities, and evaluations of the ED's performance. In selecting an ED, the Board shall attempt to select an individual with a Ph.D. in psychological clinical science (e.g., in clinical psychology), experience in training doctoral students in clinical psychology for research careers, a record of scientific contributions, and a commitment to advancing the cause of psychological clinical science.

(C) Reports To The Board

a. The ED shall regularly update the Board by providing fiscal and operational reports on the activities of the Corporation and the RC, with special attention to difficulties or unsettled issues, as well as achievements.

Section 2. Review Committee.

(A) Purpose

a. The Board shall establish a Review Committee (the "RC") as a standing committee consisting of at least nine regular members, all selected and appointed by the Board for three-year, renewable terms.

b. The RC shall have the responsibility for all accreditation decisions and actions by the Corporation regarding applicant programs.

(B) Composition

a. The RC shall be divided into three groups, with the term of the first group to expire immediately prior to the first Board meeting following the first Annual Meeting; the term of the second group to expire immediately prior to the first Board meeting following the second Annual Meeting; and the term of the third group to expire at the first Board meeting following the third Annual Meeting. Members of the RC selected to succeed those members whose terms expire shall be selected for a term to expire immediately prior to the first Board meeting following the third succeeding Annual Meeting after their selection. Board members shall be eligible to serve as members of the RC. In the event that any individual member is unable, for any reason, either to participate in the essential business activities of the RC, or to complete a full term of appointment, the Board will appoint a replacement, either to transact RC business on an interim basis or to fill the remainder of the missing individual's term.

b. The Board's selection and appointment of RC members shall be based primarily on candidates' scientific, educational, professional, and administrative expertise. The goal in selecting individual RC members shall be to create a committee of individuals at the cutting edge of psychological clinical science, who jointly possess the necessary breadth of expertise to evaluate the quality of the doctoral training provided by the various programs being reviewed. When individuals are being considered for appointment to the RC, the Board shall seek to enhance the breadth and depth of expertise represented by existing RC members.

c. Pursuant to Article SEVENTH of the Certificate of Incorporation, a member of the RC may be terminated prematurely and replaced by actions of the Board, but only for due cause (e.g., illegal activity, professional misconduct, unethical conduct such as disclosing confidential information, or violating conflict-of-interest guidelines) and after due process, and only after at least five of the remaining RC members have voted in favor of a recommendation to the Board that the member in question be removed.

d. To the extent that the standing RC's ability to judge programs is limited, due either to the review workload or to the specific nature of one or more candidate programs, the RC is empowered, with Board approval, to enlist *ad hoc* reviewers to assist them in fulfilling their responsibilities. *Ad hoc* reviewers shall serve as members of the RC during the meeting for which they were assigned. Thus, they are voting participants and their presence at an RC meeting shall count toward the fulfillment of the quorum requirement set forth in Section 2(C)(a) of this Article IV.

(C) Quorum and Action

a. All official decisions and actions by the RC require that a quorum of two-thirds of the members of the RC be present.

b. All matters shall be determined by the affirmative vote of a majority of the members of the RC in attendance and, if applicable, entitled to vote pursuant to Section 2(D)(c)(ii) of this Article IV.

(D) Proceedings

a. The RC shall meet at least twice per year to deal with procedural issues as well as to review pending applications. Meeting locations shall be determined by the Board, the members of the RC, and the ED, constrained by budgetary considerations.

b. RC meetings shall not be open to the public. The proceedings shall not be recorded, and the reviewers shall be required to keep the proceedings confidential. Only the ED may communicate with others about the results of the review process, and such communication shall be done in a manner that protects the essential confidentiality of the process.

c. The RC shall elect its own chairperson (the "RC Chair") from among its members. The RC Chair shall be responsible, in collaboration with the ED, for organizing, planning the agenda for, and conducting the meetings of the RC.

i. The ED and RC Chair shall be responsible for overseeing the preliminary review and processing of program materials for the purpose of determining whether applications are appropriate and complete. When an application is inappropriate or incomplete, the ED and/or the RC Chair shall communicate with the program in an effort to remedy the problem. The RC Chair, in consultation with the ED, shall assign each completed application to at least three appropriate reviewers (who shall be members of the RC), with an effort to distribute the RC's workload equitably.

ii. During any meeting of the RC, the RC Chair shall ensure that the RC conducts its business in an orderly, fair, accurate, and efficient manner. Only members of the RC who are present throughout the entire RC review of a given program's application shall be eligible to vote on the accreditation decision. Accreditation votes, whether in the form of ratings or categorical decisions, shall be by confidential ballot. At the end of the RC meeting, the RC Chair shall ensure that the ED receives all relevant program review materials to use in drafting a decision letter to the program. The RC Chair also shall be responsible for reviewing and approving the ED's decision letter to each program, ensuring that these letters accurately reflect the reviewers' evaluations and the RC's discussion and conclusions.

(E) Review Process

a. Goals

i. The goal of the Corporation's accreditation process shall be to promote high quality doctoral training in psychological clinical science. Therefore, it is important that all applicant programs be assisted during the application process, and that they also receive full, constructive feedback following their review. Along with a categorical decision, the summary report prepared in connection with the review process shall comprise key points in the reviewers' comments and the RC discussion, along with clear statements regarding the application's strengths and weaknesses.

ii. Only the ED may communicate with programs regarding the review processes or outcomes.

b. Site visits

i. The RC shall seek to gather all pertinent information prior to reviewing applicant programs. This shall include a detailed self-study submitted by the applicant program, and a detailed report of information gathered on site by a site visit team. The site visit team shall consist of two qualified individuals, selected and operating according to procedures developed by the RC, with Board approval. At least one member of any site visit team must come from a training program approved by the Corporation. The RC is expected to use efficient cost-effective, informative, and valid methods to gather relevant information for use in its deliberations and decisions.

c. Structure

i. The Board shall determine the range of possible review processes and mechanisms that the RC may use in the evaluation of applicant programs and the various outcome options of program review are to be determined by the Board. However, beyond the constraints imposed by Board dictates, the RC shall determine which review mechanisms should be used to review each applicant program.

ii. To the extent possible, the RC's procedures shall be patterned after those of the National Institutes of Health or National Science Foundation grant review panels.

iii. Each application shall be evaluated independently by at least three reviewers. The RC Chair, in consultation with the ED, shall assign program reviewers so as to match reviewer expertise with program characteristics, achieve an equitable workload across committee members, and avoid potential conflicts of interest.

iv. Reviewers shall provide a detailed written review, which they shall summarize verbally for the full RC.

v. RC members shall discuss and integrate the information provided by the reviewers, offer additional observations of their own, and conclude by making individual evaluative decisions regarding each applicant program.

vi. The ED and the RC Chair shall collate the information generated by this process, including the RC members' final judgments or ratings, and the ED shall present the information in a formal summary report.

vii. After the RC Chair reviews and approves the letter prepared by the ED, this report shall be sent to the applicant program director and to the program's higher administration.

viii. Applicant programs may question RC decisions by communicating with the ED. Programs may ask for clarification of statements in the summary report and may ask about perceived errors in the report.

ix. RC decisions shall not be subject to review; *provided*, *however*, that in rare instances where the ED determines that a serious error has been made by the RC, the RC may decide to reevaluate the same application (without revision or supplementation) at a subsequent RC meeting.

(F) Compensation of RC Members

a. Service on the RC shall be voluntary and RC members shall not be paid for their services to the RC; *provided, however*, should the Corporation's budget permit, a symbolic honorarium may be permitted, at the discretion of the Board.

b. Notwithstanding the foregoing, members of the RC shall be reimbursed fully for appropriate expenses incurred in direct connection with committee service.

Section 3. Other Officers.

The Board shall appoint one director as President, who shall serve as Chairman of the Board and perform such other duties as may be designated by the Board. In addition to the President and the ED, the Board may appoint such other officers, as it shall determine to be advisable from time to time, including, without limitation, a Secretary and Treasurer.

ARTICLE V – AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of at least seven (7) of the Members entitled to vote thereon pursuant to Article FIFTH of the Certificate of Incorporation, subject to the conditions and requirements set forth in the Certificate of Incorporation. In addition, the Board is expressly empowered to adopt, amend or repeal these Bylaws; *provided, however*, that any adoption, amendment or repeal of the Bylaws by the Board shall require the affirmative vote of at least six (6) directors. Notwithstanding any other provision in this Article V, the Corporation shall not exercise any of the powers granted to it in this Article V in a manner that would cause the Corporation to fail to qualify as a corporation exempt from federal income tax under Section 501(c)(3) of the Code and as a corporation contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

ARTICLE VI
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND MEMBERS OF THE RC

Section 1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation, is or was serving as an agent of the Corporation as a member of the RC, or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, agent or trustee, or in any other capacity while serving as a director, officer, agent or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; *provided, however*, that, except as provided in Section 3 of this Article VI with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board.

Section 2. Right to Advancement of Expenses.

In addition to the right to indemnification conferred in Section 1 of this Article VI, an indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); *provided, however*, that, if the Delaware General Corporation Law (the "DGCL") requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise.

Section 3. Right of Indemnitee to Bring Suit.

If a claim under Section 1 or 2 of this Article VI is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its members) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VI or otherwise shall be on the Corporation.

Section 4. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate of Incorporation, Bylaws, agreement, vote of members or disinterested directors or otherwise.

Section 5. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6. Indemnification of Employees and Agents of the Corporation Other Than Members of the RC.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation; *provided, however*, that for the avoidance of doubt, the rights to indemnification and advancement of expenses of persons who are agents of the Corporation as a member of the RC, shall be governed by Sections 1 and 2 of this Article VI.

Section 7. Nature of Rights.

The rights conferred upon indemnitees in this Article VI shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer or trustee and shall inure to the benefit of the indemnitee's heirs, executors, and administrators. Any amendment, alteration or repeal of this Article VI that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration, or repeal.

ARTICLE VII - MISCELLANEOUS

Section 1. Finances.

To the extent that it is feasible, the Corporation shall be self-supporting. Financial support for Corporation activities shall come from application fees, annual fees from accredited programs, and from professional and educational activities sponsored by the Corporation. Additional support may come voluntarily from individuals and organizations sympathetic to the Corporation's mission, although any such support shall give these outside contributors no added influence on the operation of the Corporation.

Section 2. Corporate Seal.

The Board may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the ED. If and when so directed by the Board, duplicates of the seal may be kept and used by the RC Chair.

Section 3. Reliance upon Books, Reports and Records.

Each director and each officer of the Corporation, as well as each member of the RC, shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or by any other person as to matters which such director, officer or member of the RC reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 4. Fiscal Year.

The fiscal year of the Corporation shall be as fixed by the Board.

Section 5. Time Periods.

In applying any provision of these Bylaws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

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