

**THE AMERICAN BOARD OF GENETIC COUNSELING, INC.
BY LAWS**

ARTICLE I. NAME AND PURPOSE

Section 1. Name. The name of the Corporation is THE AMERICAN BOARD OF GENETIC COUNSELING, INC. (hereafter known as the American Board of Genetic Counseling).

Section 2. Purpose. The American Board of Genetic Counseling shall exist to serve the public and the field of genetic counseling through the establishment and maintenance of criteria and procedures for certification and recertification. More specifically, the purposes for which the American Board of Genetic Counseling is formed are:

- a. To promote the public welfare by contributing to the quality of care in the area of genetic counseling;
- b. To publish papers, documents, and reports in the furtherance of the purposes of the American Board of Genetic Counseling;
- c. To certify those individuals who have met established standards for professional practice through documentation of specialized training and who have received a passing score on the comprehensive certification examination administered by the American Board of Genetic Counseling as Diplomates of the American Board of Genetic Counseling;
- d. To receive and administer gifts and grants of money and property of every kind and nature in accordance with and in furtherance of the purposes of the American Board of Genetic Counseling;
- e. To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein wherever situated;
- f. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof as permitted by the New York Not-For-Profit Law; and
- g. Notwithstanding anything to the contrary in the Certificate of Incorporation or these bylaws, the American Board of Genetic Counseling is organized to ensure that genetic counselors meet and maintain a minimum standard of competence. It is not organized for profit and shall not engage in activities normally carried on for profit. Furthermore, no part of the net earnings of the American Board of Genetic Counseling shall inure to the benefit of any member, trustee, director, officer, or any other private individual except as for reasonable compensation for services rendered.

ARTICLE II. MEMBERS AND CERTIFICANTS

Section 1. Membership. The American Board of Genetic Counseling shall have two classes of members:

- a. Class A - The Class A members shall be the diplomates of the American Board of Genetic Counseling who are certified or recertified by the American Board of Genetic Counseling and individuals certified in genetic counseling by the American Board of Medical Genetics and who have become certificants of the American Board of Genetic Counseling (hereafter known as the "diplomates").

- b. Class B - The Class B members shall be the individuals who are elected as Directors of the American Board of Genetic Counseling.

Section 2. Diplomates.

- a. A Diplomate may use the designation "Certified Genetic Counselor" or the acronym CGC® after the Diplomate's name.
- b. Diplomates, upon payment of any and all fees due and owing, shall be eligible to serve as officers or directors of the American Board of Genetic Counseling, to serve on committees, and to receive information, notices and other mailings from the American Board of Genetic Counseling.
- c. Certification or recertification by the American Board of Genetic Counseling shall be available according to the requirements established by the American Board of Genetic Counseling and set forth in its rules and regulations on certification and recertification.
- d. Upon certification or recertification by the American Board of Genetic Counseling, and payment of any and all fees due and owing, the American Board of Genetic Counseling shall issue documentation of certification or recertification, which may be in the form of a certificate, a card, a letter, or other document which identifies the individual as a Diplomate. This document is and shall at all times remain the property of the American Board of Genetic Counseling.

Section 3. Adverse Actions Affecting Certification or Recertification. After due and thorough deliberation by the Disciplinary Review Committee, the American Board of Genetic Counseling may, at its discretion, revoke or suspend an individual's examination eligibility, certification or recertification, or place the individual's certification or recertification on probation for reasons outlined in the Policy and Procedures for Disciplinary Review and Appeal.

ARTICLE III. MEETING OF THE MEMBERSHIP

Section 1. Annual Meeting. There shall be an annual meeting of the membership to be held at a time and place determined by the Board of Directors for the transaction of such business as may properly come before the meeting.

Section 2. Special Meeting. Special meetings may be called by the President or a majority of the Board of Directors. Only such business as was stated in the Notice of Special Meeting may be conducted at any special meeting.

Section 3. Notice of Meeting. At least thirty (30) days' notice for each regular meeting and ten (10) days' notice for each special meeting shall be given to every member of the American Board of Genetic Counseling, either personally, by mail or electronic means. In case of a special meeting, the purpose of the meeting shall be stated in the notice.

Section 4. Quorum.

- a. Class A - At all meetings of the Class A members, there shall be present in person or by proxy that number of Class A members entitled to cast one hundred (100) votes or one-tenth (1/10) of the total number of votes entitled to be cast by the Class A members, whichever is lesser in order to constitute a quorum. Any number less than a quorum may adjourn a meeting at which a quorum is not present.
- b. Class B - At all meetings of the Class B members, there shall be present in person or by proxy that number of Class B members entitled to cast a majority of the total number of votes entitled to be cast by the Class B members in order to constitute a quorum. Any number less than a quorum may adjourn a meeting at which a quorum is not present.

Section 5. Voting. Each member shall be entitled to one vote on each matter submitted to a vote. Voting may be conducted by mail or electronic means in such manner as the Board of Directors determine and in which the member authorizes any officer of the American Board of Genetic Counseling to act on behalf of the member by proxy. Except as required by law, the Certificate of Incorporation or these Bylaws, action will be authorized by a majority of the members at a meeting of the members provided a quorum is present.

Section 6. Votes of the Members.

- a. Class A: The Class A members' voting rights shall be limited to the election of the Directors of the American Board of Genetic Counseling.
- b. Class B: The Class B members' shall have authority for voting on all matters to be decided by the members of a not-for-profit corporation, except for the election of the Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition of the Board

- a. The management of the affairs and assets of the American Board of Genetic Counseling shall be vested in a Board of Directors.
- b. The number of Directors shall be seven (7), including a Public Member. The Board of Directors may increase or decrease this number, except this number shall never be less than three. No decrease in number shall shorten the term of any incumbent Director.
- c. The Public Member shall serve a two-year term. The Public Member shall not be employed in a profession encompassed by the certification programs of the American Board of Genetic Counseling or the American Board of Medical Genetics. The Public Member's purpose is to provide guidance from an external perspective relative to all activities of the Corporation and represent the interests of potential consumers of genetic counseling services. The Public Member shall serve as a voting member of the Board of Directors. The Public Member is elected by a majority vote of the Board of Directors.
- d. Each Director, except the Public Member, must be a Diplomate of the American Board of Genetic Counseling in good standing.
- e. At no time may more than one (1) Director be employed in a leadership position, including but not limited to a Director, Co-Director, Associate Director, or Assistant Director, of a genetic counseling graduate program whose graduates are eligible to sit for the American Board of Genetic Counseling certification examination.

Section 2. Election of Directors. The Nominating Committee shall set forth a slate of candidates for election of Directors as is more specifically set forth below in Article VI and in the Nominating Committee Policies and Procedures. Such election may be conducted by mail or electronic means in such manner as the Board of Directors determine.

- a. Directors shall be elected by the Class A members and shall serve a four-year term, except for the Public Member who shall be elected by the Board of Directors and shall serve a two-year term.
- b. Upon election, each Director shall enter upon the performance of his or her duties as such on the first day of January following election and shall continue in office until his or her successor is duly elected and qualified.
- c. Vacancies in the Board of Directors occurring during the year shall be filled for the unexpired term by a majority vote of the remaining Directors at a regular meeting or any special meeting called for that purpose. The Director so elected shall hold office and

serve the remainder of the term for that office, or until his/her successor has been duly elected.

Section 3. Meetings of the Board.

- a. **Notice of Meetings:** An annual regular meeting of the Board of Directors shall be held for the election of officers and for the transaction of such other business as may properly come before it. Other regular meetings will take place as determined necessary by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President. Notice of regular meetings shall be given by mail or electronic notice at least thirty (30) days prior to any such meeting.
- b. **Notice of Special Meetings** shall be given by mail or electronic notice at least fifteen (15) days prior to any such meeting.
- c. **Quorum:** At all meetings of the Directors, there shall be present a majority of the Directors in order to constitute a quorum. The act of a majority of Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by the Bylaws.
- d. **Use of communications equipment:** Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of such Board of Directors or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time by such means shall constitute presence in person at the meeting.
- e. **Action in writing in lieu of a meeting:** Any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent in writing or via electronic communication to the adoption of a resolution authorizing the action. The resolution and the written consents thereto of the Board of Directors or Committee shall be filed with the minutes of the proceedings of the Board of Directors or Committee.

Section 4. Powers of the Board.

- a. **Corporate assets:** All of the property of the American Board of Genetic Counseling, real, personal and mixed, given to it or held by it for the purpose of its incorporation, shall be controlled and managed by the Board of Directors.
- b. **Contracts:** The Board of Directors may enter into contracts, including, but not limited to, the power to employ a staff, to employ office personnel, to employ consultants, to borrow money, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the American Board of Genetic Counseling for monies borrowed, or in payment for property acquired and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other indenture of trust or by other lien upon, assignment of or agreement in regard to all or any part of its property, rights and privileges, provided such action is consistent with the purposes and goals of the American Board of Genetic Counseling. The President shall be the contracting officer for the Board of Directors.
- c. **Funds:** The Board of Directors shall have charge of the funds of the American Board of Genetic Counseling and shall authorize investments and expenditures. The Board of Directors shall also formulate program policies, fill such vacancies among the officers and directors as may occur until the next election for that position, and conduct such other business as may be desirable. The Board of Directors may act for the American Board of Genetic Counseling between annual meetings on all matters.

Section 5. Establishment of policies and procedures.

- a. The Board of Directors shall have full authority to establish policies, rules, regulations, requirements, and procedures to further the objectives and assure the efficient operation of the American Board of Genetic Counseling.
- b. Proposed policies, rules, regulations, requirements and procedures and/or any changes thereto will be distributed to the Board of Directors at least seven (7) days prior to the meeting at which the Board will vote on them.
- c. The rules and regulations regarding certification and recertification shall be established by the Board of Directors. These rules and regulations shall include, but shall not be limited to, the requirements for eligibility for certification, for the examination process, for the re-examination of candidates, for the issuance of certificates, for the revocation of certificates, for the requirements for recertification and for the payment of assessment fees. The Board of Directors shall be responsible for determining the eligibility of individual applicants for certification and recertification. Upon approval of the Board of Directors, notice will be given to the diplomates at least thirty (30) days prior to implementation regarding any changes in eligibility policy for certification or recertification.

Section 6. Annual report. Pursuant to Section 519 of the Not-For-Profit Law, the Board of Directors shall present at the annual meeting of the American Board of Genetic Counseling a report verified by the President and Secretary/Treasurer, or by a majority of the Board of Directors, or by an independent public or certified public accountant or a firm of such accountants selected by the board of Directors, showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the American Board of Genetic Counseling as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting.
- b. The principle changes in assets and liabilities, including trust funds, during said fiscal period.
- c. The revenue or receipts of the American Board of Genetic Counseling both unrestricted and restricted to particular purposes, during said fiscal period.
- d. The expenses or disbursements of the American Board of Genetic Counseling, for both general and restricted purposes, during said fiscal period.
- e. The number of members of the American Board of Genetic Counseling as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found. Such report shall be filed with the records of the American Board of Genetic Counseling, and an abstract thereof entered in the minutes of the proceedings of the annual meeting of the American Board of Genetic Counseling.

Section 7. Compensation. No Director shall receive compensation from the American Board of Genetic Counseling for services performed in his or her official capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties. Directors performing services for the American Board of Genetic Counseling that are not within the scope of their official duties shall be entitled to reasonable compensation for services rendered. The American Board of Genetic Counseling shall not loan money to any Director of the American Board of Genetic Counseling.

Section 8. Fees. The Board of Directors shall establish and maintain fee structures for certification or recertification, and other such activities as may be relevant to the conduct of business. The Board of Directors shall establish policies regarding refund and waiver of fees.

Section 9. Resignation and Removal. Any Director may resign at any time by giving written notice of such resignation via mail or electronic means to any officer of the Board of Directors. One or more Directors may be removed, with or without cause.

- a. "Cause" shall include, but shall not be limited to, circumstances where the Director has had unexcused absences from two consecutive meetings or three out of six meetings of the Board of Directors; or the Director has neglected or acted in derogation of his or her duty as a Director, has engaged in conduct prejudicial to the interests of the organization, or has violated the Disciplinary Review and Appeal Policy, the Certificate of Incorporation or these Bylaws.
- b. A Director may be removed by the affirmative vote of two-thirds of the currently seated Directors present at a properly convened meeting at which a quorum is present and for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice is delivered via mail or electronic means to all Directors at least thirty (30) calendar days prior to such meeting. Only the named Director(s) may be removed at such meeting.

Section 10. Directors not Liable for Corporate Debts. The Directors of the American Board of Genetic Counseling shall not be individually or personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE V. OFFICERS

Section 1. Officers. The President, President Elect, and Secretary/Treasurer are the officers of the American Board of Genetic Counseling.

Section 2. Compensation. No officer shall receive compensation from the American Board of Genetic Counseling for services performed in his or her official capacity, but officers shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties. Officers performing services for the American Board of Genetic Counseling that are not within the scope of their official duties shall be entitled to reasonable compensation for services rendered.

Section 3. President. The President shall preside at all meetings of the Diplomates of the American Board of Genetic Counseling and of the Board of Directors. The President shall appoint such committees as directed by the Board of Directors or prescribed by the Bylaws of the American Board of Genetic Counseling. Other committees and representatives may be appointed by the President with consent of the Board of Directors. The President shall be the contracting officer for the Board of Directors.

Section 4. President Elect. The President Elect shall succeed to the office of President upon the completion of the President's term of office or upon a vacancy. The President Elect shall assume all of the duties and responsibilities of the President in the President's absence or in the President's inability to fulfill the duties of office, such inability to be determined by the Board of Directors.

Section 5. Secretary/Treasurer.

The Secretary/Treasurer (or designee) is responsible for ensuring that ABGC complies with all corporate state and federal requirements. The Secretary/Treasurer (or designee) shall receive all fees and dues for the ABGC, make such investments and expenditures as authorized by the Board of Directors and report financial status quarterly to the Board of Directors. Specific details and tasks are outlined in the policies and procedures.

Section 6. Election of Officers.

- a. **Election of the President Elect and Secretary/ Treasurer.** At its annual meeting, the Board of Directors shall elect from among their number a President Elect and Secretary/Treasurer. Voting shall be done by secret ballot, which the executive director shall count. Nominees receiving the highest number of votes shall be declared elected. Elected officers shall take office on January 1 following their election and shall serve for one (1) calendar year. Each may be reelected provided such service does not extend tenure on the Board of Directors beyond the term to which that person was elected by the Diplomates.
- b. **Succession of Officers and Committee Chairs.** In the event the President cannot complete his or her term of office, the President Elect shall succeed to the Presidency as soon as such a situation is determined to exist by a majority of the Board of Directors, and the President Elect shall complete the term of the President. In such event, a new President Elect shall be elected by the Board of Directors to fill that office until the next regular election for President Elect.

In the event the President Elect or Secretary/Treasurer cannot complete his or her term of office, the Board of Directors shall designate one of their numbers to fill that office until a successor can be elected at the next annual meeting of the Board of Directors.

ARTICLE VI. STANDING COMMITTEES

Section 1. Standing Committees. The five standing committees of the Board of Directors shall be (1) the Nominating Committee, (2) the Certification Examination Committee, (3) the Finance Committee, (4) the Disciplinary Review Committee and (5) the Executive Committee. The members of the committees, except for the Executive Committee as defined below, shall be appointed by the President with the consent of the Board of Directors.

Section 2. Nominating Committee.

- a. The Nominating Committee shall submit to the Administrative Office a slate consisting of at least two (2) candidates for each Director position to be filled. Members of the Nominating Committee may not be candidates.
- b. The businesses of the Nominating Committee will be completed as outlined in the Nominating Committee Policy and Procedures. The terms, composition and duties are specified in the Nominating Committee charge.

Section 3. The Certification Examination Committee (CEC).

- a. The CEC shall have sole responsibility for the development and review of the examination content and scoring.
- b. The businesses of the CEC will be completed as outlined in the CEC Policy and Procedures. Terms, composition and duties are specified in the CEC charge and the Standard Operating Procedure manual.

Section 4. The Finance Committee.

- a. The Finance Committee shall review the investment and financial audit documents of ABGC and provide guidance to the Board of Directors with regard to fiscal policies.
- b. The businesses of the Finance Committee will be completed as outlined in the Finance Committee Policy and Procedures. Terms, composition and duties are specified in the Finance Committee charge and the Standard Operating Procedure manual.

Section 5. The Disciplinary Review Committee.

- a. The Disciplinary Review Committee will be responsible for review of matters stemming from improper behavior, fraudulent credentials, and/or legal, regulatory and credentialing actions as described in the Policy and Procedures for Disciplinary Review and Appeal.
- b. The businesses of the Disciplinary Review Committee will be completed as outlined in the Disciplinary Review Committee Policy and Procedures. The terms, composition and duties are specified in the Disciplinary Review Committee charge.

Section 6. The Executive Committee.

- a. The Executive Committee shall consist of the President, President Elect, and the Secretary/Treasurer.
- b. The Executive Committee shall make all necessary decisions, between Board meetings, to insure the continuous functioning of the organization subject to final approval of the Board of Directors.

ARTICLE VII. FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the American Board of Genetic Counseling shall be the calendar year.

ARTICLE VIII. AMENDMENTS TO THE BY-LAWS

Section 1. Amendments. These bylaws may be amended by the members of the Board of Directors at any regular meeting or at any special meeting called for that purpose, provided that a copy of the proposed amendment has been sent via mail or electronic means to each Director at least thirty (30) days prior to the date of such meeting.

ARTICLE IX. INDEMNIFICATION

The Board of Directors shall maintain a Directors and Officers Liability insurance policy with errors and omissions rider at all times.

Each Director or former Director shall be indemnified by ABGC against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with or arising out of any action, suit, proceeding or claim in which he/she is made a party by reason of his/her being or having been a Director. The corporation shall not indemnify a Director with respect to any matters which he/she shall be finally judged in any such action, suit or proceeding to have been liable for negligence or misconduct on the performance of his/her duties as a Director. However, the indemnification provided for herein shall also apply in respect of any amount paid in compromise of any such Director including expenses, counsel fees and reasonable costs incurred in connection therewith, provided the Board shall have first approved such a proposed compromise settlement and determined that the Director involved was not guilty of negligence or misconduct. In taking such action, any Director involved shall not be qualified to vote thereon.

In determining whether or not a Director was guilty of negligence or misconduct in relation to any such matters, the Board may rely conclusively upon an opinion of independent legal counsel selected by the Board. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to

indemnification provided herein shall not be exclusive of any other rights to which a Director may be lawfully entitled.

ARTICLE X. DISSOLUTION

The Corporation may be dissolved upon a four-fifths (4/5) vote of the members of the Board of Directors. Upon dissolution, distribution of the funds, income and property of the Corporation may be made to the National Society of Genetic Counselors, the Accreditation Council for Genetic Counseling, or to any charitable, educational, or scientific, organization, corporation, foundation, or community chest, or to other kindred institutions maintained and created for one or more of the foregoing purposes, provided that at the time of distribution, the payees or distributees are exempt from income taxation, and provided that gifts or transfers to the payees or distributees are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or any later or other sections of the Internal Revenue Code which amend or supersede the said sections

Revised and approved by the Board of Directors 11/02/00
Revised and approved by the Board of Directors 9/13/03
Revised and approved by the Board of Directors 11/3/03
Revised and approved by the Board of Directors 10/08/04
Revised and approved by the Board of Directors 3/15/05
Revised and approved by the Board of Directors 3/23/2010
Revised and accepted by the Board of Directors 2/16/12
Revised and accepted by the Board of Directors January 24, 2013
Revised and accepted by the Board of Directors June 20, 2013
Revised and accepted by the Board of Directors August 28, 2015