



BYLAWS Adopted July 9, 2024

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ARTICLE I — NAME

This corporation, an association of clinicians active in emergency care organized under the laws of the State of Texas, shall be known as the AMERICAN ACADEMY OF EMERGENCY NURSE PRACTITIONERS (hereinafter sometimes referred to as “AAENP” or the "Academy"). The word "clinician" refers to Registered Nurses (RN), Advanced Practice Nurses (APN), Physician’s Assistants (PA), and Physicians (allopathic or osteopathic).

ARTICLE II — MISSION, PURPOSES, AND OBJECTIVES

Section 1 — Mission

The American Academy of Emergency Nurse Practitioners promotes high quality, evidence-based practice for nurse practitioners providing emergency care for patients of all ages and acuities in collaboration with an interdisciplinary team.

Section 2 — Purposes and Objectives

The purposes and objectives of the Academy are:

1. To establish evidence-based guidelines for high-quality safe and effective emergency care.
2. To encourage graduate academic preparation of emergency nurse practitioners and facilitate continuing education opportunities relative to emergency care.
3. To increase public awareness and value of the emergency nurse practitioner role.
4. To promote the development and coordination of quality emergency medical services and systems.
5. To encourage emergency nurse practitioner leadership engagement within healthcare agencies, professional organizations, and academic institutions.
6. To promote socially and economically feasible emergency care access for all people.
7. To promote policy and advocacy supportive of the emergency nurse practitioner role.
8. To encourage and support scholarship and clinical research in emergency care.

ARTICLE III — ANNUAL ACADEMY MEETINGS

An annual meeting for the transaction of the affairs of the Association shall be held in conjunction with an educational meeting at a time and place specified by the Board of Directors. The Executive Director of the Association or their designee shall send notice of the annual meeting to Members of the Association well in advance of the meeting.

ARTICLE IV — MEMBERSHIP

Section 1 — Eligibility

Membership in the Academy is contingent upon the applicant or member showing a significant interest in emergency nurse advanced practice and being of good moral and professional character. Each member has the responsibility to support the vision, mission, purpose, and objectives of AAENP. No person shall be denied membership because of sex, race, age, political or religious beliefs, sexual orientation, or real or perceived gender identity.

Section 2 — Types of Membership

All members shall be assigned to one of the following types of membership: (1) active; (2) student; (3)

honorary; (4) international; (5) military; or (6) retired. The qualifications required of the respective classes, their rights and obligations, and the methods of their election shall be set forth in these Bylaws.

Section 2.1 — Active Members

The active members of the Academy shall be members who devote a significant portion of their professional endeavors to the practice of emergency care. All active members must meet one of the following criteria: 1) Satisfactory completion of an advanced practice nursing degree, physician's assistant program or medical degree (allopathic or osteopathic); 2) other healthcare professionals engaged in care of the emergent patient such as registered nurse, paramedic or respiratory therapist. Such active members must be licensed in the state, province, territory or foreign country in which they practice, or be serving in a governmental medical assignment.

Section 2.2 — Honorary Members

Persons of distinction who have rendered outstanding service to the Academy or to the specialty of emergency care may be elected to honorary membership by the Board of Directors. Honorary members are considered lifelong members of the Academy and shall not be required to pay any dues. Candidates for honorary membership cannot be currently eligible for other categories of Academy membership.

Section 2.3 — Student Members

Any nurse practitioner, physician assistant or medical student, shall be eligible for student membership. Students will be offered membership at a reduced rate.

Section 2.4 — International Members

Any clinician interested in emergency care who is not a resident of the United States or a possession thereof, and who is licensed to practice by the government within whose jurisdiction such nurse practitioner, physician assistant or physician resides and practices, shall be eligible for international membership. Other qualifications for international membership shall be determined from time to time by the Board of Directors.

Section 2.5 — Military Members

Military membership may be granted to a professional actively serving in the United States Armed Forces including Army, Navy, Marine Corps, Air Force, Coast Guard, Space Force, and Reserve Components.

Section 2.6 — Retired Members

Retired membership may be granted to those individuals holding a retired professional license (or the equivalent thereto).

Section 3 — Agreement

Acceptance of membership in the Academy shall constitute an agreement by the member to comply with the AAENP Bylaws. The Board of Directors shall serve as the sole judge of such member's right to be or to remain a member, subject to due process as described in AAENP Policies and Procedures.

All right, title, and interest, both legal and equitable, of a member in and to the property of this organization shall cease in the event of any of the following: a) the expulsion of such member; b) the striking of the member's name from the roll of members; c) the member's death, resignation, or failure to pay renewal membership dues.

Section 4 — Voting & Holding Office

Only current members of the Academy in good standing who are licensed (or the equivalent thereto) professional nurse practitioners shall be entitled to vote and hold office, except as otherwise provided for herein. Honorary, student, international, and retired members shall not be entitled to vote or hold office except as otherwise

provided for herein. Student members, when appointed to national committees, shall be entitled to vote only on respective committee business.

Section 5 — Disciplinary Action

Members of the Academy may be subject to disciplinary action, or their membership may be suspended or terminated by the Board of Directors for good cause. Procedures for such disciplinary action shall be stated in the policies and procedures.

Section 6 — Dues, Fees, and Assessments

Application fees and annual dues shall be determined annually by the Board of Directors. Assessments of members may not be levied except upon recommendation of the Board of Directors. The Board of Directors shall establish uniform policies regarding dues, fees, and assessments.

Any member whose membership has been canceled for failure to pay dues or assessments shall lose all privileges of membership. The Board of Directors may establish procedures and policies with regard to the nonpayment of dues and assessments.

Section 7 — Official Publications

Each member shall receive official publications of the Academy as a benefit of membership. This will include newsletters and online access to the official Academy journal, the *Advanced Emergency Nursing Journal*.

ARTICLE V -- ELECTIONS

Section 1 – Nominations

The Nominations and Elections Committee shall solicit nominations for each position open for election from the full membership of the Academy. Any current member of the Academy in good standing may be nominated for any position for which they meet the eligibility requirements. Nominations must be received by the date set by the Nominations and Elections Committee.

Section 2 – Eligibility

Candidates for election must be voting members in good standing of the Academy at the time of their nomination and must remain so throughout their term of office. Specific positions may have additional eligibility requirements as defined per policies and procedures.

Section 3 – Election Process

Elections shall be held annually. A slate of candidates for election will be published no less than 21-days prior to the election period and sent to Academy members eligible to vote. The voting period will be 15 days. Elections will be conducted electronically and by secret ballot. Voting will take place online using a secure, third-party voting platform approved by the Nominations and Elections Committee. Each Academy member in good standing shall have one vote per position being elected.

Section 4 – Vote Tallying

Candidates receiving the majority of votes cast for each position shall be declared elected. In the event of a tie vote, a runoff election between the tied candidates will be held by a second balloting of the Academy membership.

Section 5 – Terms of Office

Newly elected members for each position shall begin their term of office starting January 1st. All individuals must be members in good standing throughout their term. The specific duration of terms of office for each position

is defined in policies and procedures.

The election process is intended to provide a clear, fair, and transparent process for the election of the Academy's leadership. Amendments to the election process can be made according to the process outlined in ARTICLE IX.

ARTICLE VI — BOARD OF DIRECTORS

Section 1 — Authority

The management and control of the Academy shall be vested in the Board of Directors, subject to the restrictions imposed by these Bylaws.

Section 2 — Composition and Election

The Board shall be comprised of 10 members which consist of 5 elected directors and 5 that serve on the executive committee. The executive committee includes the president, president-elect, immediate past president, secretary-treasurer, and board chair.

Board policy will guide Board composition. The term of office of directors shall be two years. No director may serve more than two consecutive two-year terms or total of 6 consecutive years unless specified elsewhere in these Bylaws.

Section 3 — Meetings

The Board of Directors shall meet in person at least annually. Other meetings shall take place at such other times and places as the Board may determine. Meetings may take place within or outside of the State of Texas. A majority of the Board shall constitute a quorum.

Subject to the provisions of these Bylaws with respect to notice of meetings of the Board of Directors, members of the Board of Directors may participate in and hold additional meetings of such Board by means of conference telephone or electronic communications through which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a director participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

The Board may adopt a policy to allow action to be approved by electronic communication as long as meeting announcements and notice of action are provided to all members of the Board. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote of the members of the Board of Directors at a meeting of the Board of Directors.

Special meetings of the Board of Directors may be called by the president with reasonable notice to each director, either personally or by other appropriate means of communication. Special meetings also may be called by one-third of the current members of the Board in like manner and on like notice. Such notice of a special meeting of the Board of Directors shall specify the business to be transacted at, and the purpose of, such special meeting.

Section 4 — Removal

Any member of the Board of Directors may be removed from office at any time. A removal must be initiated by a petition signed by any member of the Board of Directors. The number of signatures on the removal petition shall be a majority of the entire Board of Directors currently serving on the Board.

Section 5 — Vacancy

Section 5.1 – Vacancy by Removal

Board policy shall guide filling of vacancy on the Board. A vacancy created by removal shall be filled by a majority vote of the board members present and voting at the next meeting after which the removal occurs. Nominations for such a vacancy shall be accepted from the remaining members of the Board.

Section 5.2 – Vacancy not by Removal

Vacancies created other than by removal may be filled by a majority vote of the remaining Board if more than 90 days remain before annual elections. If fewer than 90 days remain before the annual election, the vacancy will be filled immediately after election by the candidate receiving the majority number of votes for that position. Succession or election to fill any vacated office shall not count toward the term limit for that office unless specified elsewhere in these Bylaws.

ARTICLE VII — OFFICERS/EXECUTIVE DIRECTOR

Section 1 – Officers

The officers of the Board of Directors shall be president, president-elect, Board chair, immediate past president, and secretary-treasurer. The Board of Directors may appoint other officers as described in these Bylaws.

Section 2 — Election of Officers

The president-elect, and secretary-treasurer shall be elected by a majority vote as outlined in these Bylaws. The term for each officer shall be two years. Elections for president-elect will occur on odd-numbered years. Elections for secretary-treasurer will occur on even-numbered years.

Section 3 — Removal

Removal of an individual from the position of president, chair, president-elect, or secretary-treasurer without removal as a member of the Board of Directors shall be carried out by the Board of Directors. Removal as chair shall also remove that individual from the Board of Directors if the chair is serving only by virtue of that office. Removal shall require a three-quarters vote of the full Board excluding the officer under consideration. Replacement shall be by the same process as for regular elections of these Board officers.

Section 4 — Vacancy

Vacancies in the offices of the Board of Directors occurring for reasons other than removal shall be filled in accordance with sections 4.1 through 4.3 of this Article. Vacancies occurring by removal shall be filled in accordance with sections 4.4 of this Article. Succession or election to fill any vacated office shall not count toward the term limit for that office.

Section 4.1 — President

In the event of a vacancy in the office of the president, the president-elect shall immediately succeed to the office of the president for the remainder of the unexpired term, after which their regular term as president shall be served.

Section 4.2 — President-Elect

In the event of a vacancy in the office of the president-elect, the Board of Directors may fill the vacancy by majority vote if more than 90 days remain before annual elections. If fewer than 90 days remain before the annual election, the vacancy will be filled immediately after election by the candidate receiving the majority number of votes for that position for the remainder of the unexpired term.

Section 4.3 — Chair, and Secretary-Treasurer

In the event of a vacancy in the office of chair or secretary-treasurer, the Board of Directors may fill the vacancy by majority vote if more than 90 days remain before annual elections. If fewer than 90 days remain before the annual election, the vacancy will be filled immediately after election by the candidate receiving the majority number of votes for that position for the remainder of the unexpired term.

Section 4.4 — Vacancy by Removal of a Board Officer

In the event of removal of an officer of the Board of Directors, excluding the president, replacement shall be conducted by the same process as for regular elections of those officers. If the president is removed, the vacancy shall be filled by the president-elect for the remainder of the unexpired term, after which their regular term as president shall be served.

Section 5 — President

The president shall be a member of the Board of Directors and shall additionally hold ex-officio membership in all committees. The president's term of office shall begin January 1 of the following calendar year after the annual election process unless specified elsewhere in these Bylaws.

Section 6 — Chair

The chair shall be a member of and shall lead the Board of Directors. Any director shall be eligible for election to the position of chair and shall be elected as outlined in Article V (Elections) of these Bylaws. The chair's term of office shall begin January 1. No director may serve more than two consecutive terms as chair.

Section 7 — President-Elect

Any member of the Board of Directors excluding the president, president-elect, and immediate past president shall be eligible for election to the position of president-elect. The president-elect shall be a member of the Board of Directors. The president-elect's term of office shall begin January 1 unless otherwise specified in these Bylaws.

Section 8 — Secretary-Treasurer

The secretary-treasurer shall be a member of the Board of Directors. The secretary-treasurer shall cause to be kept adequate and proper accounts of the properties, funds, and records of the Academy and shall perform such other duties as prescribed by the Board.

A director shall be eligible for election to the position of secretary-treasurer if he or she has at least one year remaining on the Board as an elected director and shall be elected as outlined in Article V (Elections) of these Bylaws. The secretary-treasurer's term of office shall begin January 1 unless otherwise specified in these Bylaws. No secretary-treasurer may serve more than two consecutive terms.

The secretary-treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Academy with such depositories as may be designated by the Board of Directors. The secretary-treasurer shall disburse the funds of the Academy as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all transactions as treasurer, and of the financial condition of the Academy; and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. Any of the duties of the secretary-treasurer may, by action of the Board of Directors, be assigned to the executive director.

Section 9 — Immediate Past President

The immediate past president shall remain a member of the Board of Directors for a period of two years following the term as president, or until such time as the regular term as a Board member shall expire, whichever is longer. The term of the immediate past president shall commence January 1.

Section 10 — Executive Director

An executive director shall be appointed for a term and at a stipend to be fixed by the Board of Directors. The executive director shall, under the direction of the Board of Directors, perform such duties as may be assigned by the Board of Directors. The executive director shall keep or cause to be kept an accurate record of the minutes and transactions of the Board of Directors and shall serve as secretary to these bodies. The executive director shall supervise all other employees and agents of the Academy and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The executive director shall not be entitled to vote.

ARTICLE VIII — COMMITTEES

Section 1 — General Committees

The president shall annually appoint committees and task forces to address issues pertinent to the Academy as deemed advisable. The members thereof need not consist of members of the Board, nor shall it be necessary that the chair of a committee be a member of the Board.

Section 2 — Executive Committee

The Board of Directors shall have an Executive Committee, consisting of the president, president-elect, secretary-treasurer, immediate past president, and chair. The Executive Committee shall have the authority to act on behalf of the Board, subject to ratification by the Board at its next meeting.

Meetings of the Executive Committee shall be held at the call of the chair or president. A report of its actions shall be given by the Executive Committee to the Board of Directors in writing within two weeks of the adjournment of the meeting.

Section 3 — Finance Committee

The Finance Committee shall be composed of the secretary-treasurer and at least four members at large. The Finance Committee is charged with an audit oversight function and a policy advisory function and may be assigned additional objectives by the president. As audit overseers, the committee performs detailed analysis of the Academy budget and other financial reports ensuring due diligence and proper accounting principles are followed. In addition, expenses incurred in attending official meetings of the Board, shall be reimbursed consistent with amounts fixed by the Finance Committee and with the policies approved by the Board.

Section 4 — Bylaws Committee

The Bylaws Committee shall be appointed by the president. The Bylaws Committee is charged with the ongoing review of the Academy Bylaws for areas that may need revision. The Bylaws Committee may be assigned additional objectives by the president or Board of Directors. The Bylaws Committee is allowed to correct non-substantive errors in bylaws spelling, grammar, or numbering without amendment, subject to approval of the Board of Directors.

Section 5 – Nominations and Elections Committee

A Nominations and Elections Committee for Academy elections shall be composed of between three (3) and five (5) members with the past-president serving as committee chair. Nominations for elected positions may also be proposed (presented, provided, or recommended) by members of the Academy. Candidates must be a voting member in good standing. Members of the Nominations and Elections Committee may not run for or serve in any AAENP board position during their tenure on the Nominations and Elections Committee and may not serve more than two consecutive elected terms on the Nominations and Elections Committee.

Elections for the Nominations and Elections Committee shall be held annually. Members shall serve for a two-year term with terms beginning January 1 and ending on December 31, or until such time as their successors are duly elected and take office. In the event there are vacancies on the Nominations and Elections Committee, a special election may be held prior to the annual election cycle.

All Voting Members shall have the opportunity to elect Nominations and Elections Committee members

by ballot. Candidates receiving the highest number of votes shall be declared elected. In the event of a tie vote for a position on the committee, lots shall be drawn.

The Nominations and Elections Committee is charged with selection of director-at-large and executive committee candidates, verifying eligibility, managing the voting process, developing the slate of candidates, managing the voting process, promote voting among the Academy membership, and announcing the results of elections.

ARTICLE IX — AMENDMENTS

Section 1 — Submission

Any member of the Academy may submit proposed amendments to these Bylaws. Each amendment proposal must be signed by at least two members of the Academy. Submissions must be filed with the Bylaws Committee with the consent of the submitters.

Section 2 — Notice

The Bylaws Committee will forward the proposed amendments to the Board for approval prior to submission to the Academy for adoption. Upon Board approval of the proposed bylaw amendments, the President will notify the members of such proposed changes including a comparison with existing bylaws and a rationale for the proposed changes. Proposed amendments to the bylaws will be posted on the Academy website for a minimum of 30 days prior to voting.

Section 3 - Voting

Voting will commence after the 21-day posting. The voting period will be 15 days. Amendments to these bylaws shall be approved by a majority of votes cast by voice, written or electronic ballot by the voting membership. Votes will be counted by the Academy management staff with oversight from the Executive Committee. The results of the vote will be posted to the website and the bylaws updated if ratified.

ARTICLE X — MISCELLANEOUS

Section 1 — Inspection of Records

The minutes of the proceedings of the Board of Directors, the membership books, and books of account shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member. Such inspection may be made by the member, agent, or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the president or the secretary-treasurer of the Academy.

Section 2 — Annual Report

The Board of Directors shall make available to the members as soon as practical after the close of the fiscal year, audited financial statements, certified by an independent certified public accountant.

Section 3 — Parliamentary Authority

Parliamentary procedure for meetings of the Academy shall be that of "Robert's Rules of Order" most recent edition, except when in conflict with the Bylaws of the Academy.

ARTICLE XI — MANDATORY INDEMNIFICATION

Section 1 — Policy of Indemnification and Advancement of Expenses

To the full extent permitted by the Texas Business Organizations Code, as amended from time to time, the Academy shall indemnify all Directors, Officers, and all Employees of the Academy against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and

attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director, Officer, or Employee of the Academy and the Academy shall advance to such person(s) such reasonable expenses as are incurred by such person in connection therewith.

Section 2 — Definitions

For purposes of this Article XI:

1. "Director" means any person who is or was a director of the Academy and any person who, while a director of the Academy, is or was serving at the request of the Academy as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Academy or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.
2. "Officer" means any person who is or was an officer of the Academy and any person who, while an officer of the Academy, is or was serving at the request of the Academy as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Academy or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.
3. "Employee" means an individual:
 - a. Selected and engaged by AAENP;
 - b. To Whom wages are paid by AAENP;
 - c. Whom AAENP has the power to dismiss; and
 - d. Whose work conduct AAENP has the power or right to control.
4. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 3 — Non-Exclusive; Continuation

The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement or otherwise both as to any action in his or her official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Director, Officer, or Employee of the Academy engaged in any other enterprise at the request of the Academy and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4 — Insurance or Other Arrangement

The Academy shall have the power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, or Employee of the Academy, or who is or was not a Director, Officer, or Employee of the Academy but is or was serving at the request of the Academy as a Director, Officer, or Employee or any other capacity in another corporation, or a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article XI.

Section 5 — Exclusion of Certain Acts from Indemnification

Notwithstanding any other provision of this Article XI, no Director, Officer, or Employee of the Academy shall be indemnified for any dishonest or fraudulent acts, willful violation of applicable law, or actions taken by such person when acting outside of the scope of such person's office, position, or authority with or granted by the Academy or the Board of Directors.