BYLAWS OF NATIONAL BOARD OF TRIAL ADVOCACY, INC.
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PREAMBLE

NAME: The name of the organization shall be the National Board of Trial Advocacy, Inc. (sometimes called "NBTA" or herein called the "Corporation").

ARTICLE I
MEMBERSHIP

Section 1.1 Membership/Member. The membership of the Corporation shall consist of all lawyers currently certified by the Corporation through such divisions as the Corporation may create from time to time.

Section 1.2 Dues and Assessments. The Board of Directors shall set the dues payable by Members and shall have the power to levy assessments on the Members. Failure to pay dues or assessments by the required time is grounds for revocation or suspension of membership.

Section 1.3 Resignations. A Member may resign by delivering a written resignation to the Corporation at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 1.4 Removal. Any Member may be removed as a Member in accordance with the procedures for revocation of certification, as adopted from time to time by the Standards Committee and approved by the Board of Directors.

Section 1.5 Obligations. The Members shall have such obligations as are set forth herein or imposed from time to time by the Board of Directors.

ARTICLE II
DIRECTORS, COMMITTEES, AND OFFICERS: ELECTION, POWERS, AND DUTIES

Section 2.1 Directors and Officers.

(A) The Board of Directors of the Corporation shall consist of at least fifteen voting Directors. The exact number of Directors shall be fixed by the Board of Directors in accordance with the criteria set forth below.

(B) The Board of Directors may include one or more of the following persons as members of the Board of Directors, selected in an election by the Board of Directors in the manner set forth herein: representatives of board-certified members of the Corporation from every specialization program; active or retired judges; active or retired legal educators; active or retired representatives from state-run attorney board certification programs; and other persons that the Board of Directors believes will advance the mission of the Corporation.

(C) Divisions may be established by the Board of Directors from time to time. If and when additional divisions are established, each division shall be entitled to representation on the Board of Directors as specified in subsection (B) above. The affairs of each division shall be subject to such rules and regulations as are adopted by the Corporation's Board of Directors, which shall have the authority to amend them from time to time as it deems necessary and appropriate.

(D) The Officers of the Corporation shall be a President, the Immediate Past President, a President-Elect, a Vice President, the Treasurer, and any such other Officers as the Board of Directors may elect. All Officers shall be elected from among the members of the Board of Directors.

Section 2.2 Terms of Office and Vacancies. Directors shall serve three-year terms and hold office until their successors are duly chosen and qualified. The President, President-Elect, and Vice President shall each serve a two-year term. The Treasurer shall serve a three-year term. Vacancies in unexpired terms of Officers or Directors shall be filled by the Board of Directors. Officers and Directors shall assume office at the meeting at which they are elected.

Section 2.3 Removal. Any Officer or Director may be removed from office, with or without cause, by the vote of a majority of the Board of Directors. If any voting Director is absent from two or more consecutive meetings, the Board of Directors may consider and vote on whether to remove that Director from office. That person, or that person's designee, shall be given the opportunity to explain to the Board, either in person or in writing, why the Board should excuse the absences.

Section 2.4 Board of Directors. The positions of Directors for expiring terms shall be filled by the Board of Directors at each Annual Meeting of the Board of Directors (held in October or November of each year) or at any special meeting. Approximately one-third of the Board of Directors shall be elected at each Annual Meeting of the Board of Directors. From time to time, as necessary, one or more Directors may be elected for one-, two-, or three-year terms to achieve the intent of having a Board of Directors with staggered three-year terms. The Board of Directors shall have general management and control of the property and affairs of the Corporation and shall exercise all powers of the Corporation and its divisions, including approval of the annual budget and staff compensation.

Section 2.5 Honorary Board of Directors. The Board of Directors may select Honorary Directors in such number and possessing such qualifications as shall be determined by the Board of Directors. Honorary Directors shall serve in an honorary and advisory capacity only and shall not be entitled to a vote.

Section 2.6 President, President-Elect, and Vice President.

(A) The President shall assume office for a two-year term upon completion of the President-elect's term. The President-Elect shall be elected by and from the Board of Directors for a two-year term and shall assume the office of the President two years later. No individual shall serve as President for two successive terms. Notwithstanding anything herein to the contrary, the terms of Officers may be extended for up to an additional two years by a two-thirds majority vote of the Directors present at a properly convened Board meeting. The President, subject to the supervision of the Board of Directors, shall control the affairs of the Corporation as its Chief Executive Officer, preside at all meetings, and have such powers and duties as the Board of Directors may prescribe.

(B) The President-Elect shall have such powers and duties as are assigned by the President or the Board of Directors and shall act as President during the absence or incapacity of the President.

(C) The Vice President shall be elected by and from the Board of Directors and shall have such powers and be charged with such duties as the Board of Directors may prescribe, or the President may designate, including acting as President during the absence or inability to act of the President and the President-Elect.

Section 2.7. Treasurer. The Treasurer shall be an elected officer of the Organization and a member of the Board of Directors with full voting rights. The Treasurer shall oversee the financial affairs of the Organization and shall work closely with an Assistant Treasurer (an NBTA budget professional) and the other NBTA staff to ensure the accurate maintenance of the Organization's financial records and compliance with all applicable financial policies and procedures. The Treasurer will also serve as the Chairperson of the Board Finance Committee. With the assistance of the Executive Director and the Assistant Treasurer, the Treasurer shall prepare the Organization's annual budget and regularly report to the Board of Directors on the Organization's financial condition. Subject to the oversight of the Board of Directors, the Treasurer shall oversee the receipt, disbursement, and safeguarding of the Organization's funds and shall ensure that the Organization's financial practices conform to Generally Accepted Accounting Principles (GAAP) established by the Financial Accounting Standards Board (FASB). The Treasurer shall perform such other duties as may be assigned by the Board of Directors or the President.

The Assistant Treasurer shall be an NBTA budget professional appointed by the Executive Committee and shall serve as the senior staff member responsible for the financial management of the Corporation (such as the Chief Financial Officer, Controller, Finance Director, or other designated financial professional). The Assistant Treasurer shall assist the Treasurer in carrying out the duties of the office and shall oversee the Corporation's day-to-day financial operations. The Assistant Treasurer shall not be a Member or Director and shall have no voting rights.

Section 2.8. Secretary. The Secretary shall be the Executive Director of NBTA or the Executive Director's designee. The Secretary shall have custody of the corporate seal; attend and keep, or ensure the keeping of, the minutes of all meetings of the Board of Directors and the Executive Committee; provide or ensure the provision of all required notices

of meetings; oversee the maintenance and preservation of the Corporation's official records; and perform such other duties as are customarily incident to the office or as may be assigned by the Board of Directors or the President. The Secretary is a non-elected position and therefore will not be a Member or Director and shall have no voting rights.

Section 2.9 Executive Committee. The Executive Committee shall be composed of no more than seven voting members of the Board of Directors. The President, President-Elect, Vice President, Immediate Past President and the Treasurer shall be members of the Executive Committee. The Secretary shall be a non-voting member of the Executive Committee. The remaining positions shall be filled by voting-at-large members of the Board of Directors, elected for a one-year term at each Annual Meeting.

During intervals between meetings of the Board of Directors, the Executive Committee shall have full power to perform all acts that the Board may perform, except the power to elect or remove Officers or to fill vacancies on the Board of Directors. The members of the Executive Committee shall hold office subject to the pleasure of the Board of Directors, and the Board of Directors may at any time replace one or more members of the Committee. The Board of Directors may also designate one or more voting Directors as alternate members who may replace any absent member of the Executive Committee. Except as the Board of Directors may otherwise determine, the manner of conducting the business of the Executive Committee shall be determined by its members, and it shall act by the vote of a majority of its membership, a quorum being present. Meetings may be called in such manner as the Committee may determine.

Section 2.10 Standing Committees. The President shall appoint persons to such standing committees as the Board of Directors may create. Such committees may include:

(A) Examination Committee. The President shall appoint, from among the voting members of the Board of Directors, an Examination Committee consisting of a Chair and Vice Chair, and at least four additional voting members of the Board of Directors, all appointed by the President and approved by the Board of Directors. This Committee, working with the Specialty Program Commissions and with Board approval, shall determine the scope, format, topics, grading process, and passing score of the examination. The Specialty Program Commissions (SPCs), with oversight by the Examination Committee, shall identify attorneys of appropriate knowledge and expertise to write and grade examination questions. The Examination Committee shall review examinations given for state certification purposes, or by any other organization approved by the NBTA, to determine whether they are substantially equivalent to the appropriate NBTA examination, in order to permit an applicant who has successfully completed the state or other approved organization exam to obtain a waiver of the appropriate written examination requirement.

(B) Finance Committee. The President shall appoint, from the voting members of the Board of Directors, a Finance Committee consisting of a Chair and a Vice Chair, at least 4 additional members of the Board of Directors, and the Assistant Treasurer. The Treasurer shall be the Chair. The Finance Committee shall:

- Review the organization's quarterly financial statements, Internal Revenue Service Form 990 and accompanying schedules, the status of significant operating and revenue investment plans, and other relevant financial information concerning the organization.
- Review the organization's external audit and tax reports (in addition to Form 990) in accordance with performance and strategic objectives, including any relevant portions of the management letter and other communications from the auditor. The review should include a discussion with management of significant issues regarding accounting principles, practices, and judgments, including any matters that the independent public accountants are required to communicate to the Committee under applicable professional standards.
- Review the organization's financial policies and recommend appropriate revisions to the Board.
- Review, on an annual basis, the performance of invested funds, including funds in any employer-sponsored defined contribution plans or employee retirement plans.
- As necessary, ensure that Committee members receive an orientation to the organization's financial statements, the application of generally accepted accounting principles to those statements, and other financial governance issues.
- Accomplish additional tasks as charged by the Board.

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to respond to changing conditions and to ensure that the organization's accounting and financial reporting practices comply with all applicable requirements and are of the highest quality.

(C) Governance Committee. The President shall appoint, from the voting members of the Board of Directors, a Governance Committee consisting of a Chair and Vice Chair, and at least 4 additional voting members of the Board of Directors appointed by the President and approved by the Board of Directors. The Governance Committee shall:

- Conduct ongoing assessments of how the Board is functioning, how well it is fulfilling its responsibilities, and how well it is living up to the organization's objectives, including the capacity and commitment to drive the organization's diversity, equity, and inclusion (DE&I) efforts.
- Identify and update Board member job descriptions and work to recruit a Board with the skills and expertise needed to meet the organization's objectives.
- Identify potential Board members and maintain information about candidates.
- Establish and regularly update leadership succession plans for key Board positions (e.g., Board Chair, Vice Chair, Committee Chairs, etc.).
- Ensure that new Board members receive appropriate orientation and have adequate materials and a clear understanding of their roles and responsibilities.
- Evaluate Board members and determine their eligibility for reelection. Involve all Board members in continuing education activities throughout their terms.
- Ensure that appropriate communications are carried out to keep Board members fully apprised of activities.
- Evaluate the bylaws and propose revisions as needed.
- Provide oversight for standing subcommittees, as described herein.

(1) Nominating Subcommittee. The President shall appoint the Chair and Vice Chair of the Nominating Subcommittee from the Governance Committee, and they shall be voting members of the Board of Directors. The remaining members of the Subcommittee shall be the Chairs of the NBTA Committees. The Subcommittee shall nominate qualified candidates to fill positions on NBTA Committees and on the Board of Directors that will be open at the Annual Meeting of the Board of Directors. Such nominations shall be made by June 1, and the names of nominees shall be circulated to the Governance Committee and the Board of Directors in advance of the Annual Meeting. The Nominating Subcommittee shall also, from time to time, nominate qualified candidates to fill vacancies resulting from death, removal, or resignation and present them to the Board of Directors for appointment to NBTA Committees.

D) SPC Standing Committee. The President shall appoint, from the voting members of the Board of Directors, a Specialty Program Commissions Standing Committee consisting of a Chair and Vice Chair, and at least 3 to 5 additional voting members of the Board of Directors appointed by the President and approved by the Board of Directors. The Chair will represent the SCSPC at NBTA Board meetings. The Chair will lead the SCSPC, explain the expectations and duties of SCSPC and SPC members, and encourage active participation and respectful interaction among all SCSPC and SPC members. A Vice Chair will assume the Chair's duties and fulfill the same responsibilities when the Chair is absent.

The Standing Committee on Specialty Program Committee members shall have served on the NBTA Board of Directors for at least ten years.

The SPC Standing Committee shall:

- Establish and maintain Specialty Program Commissions (SPCs) for each NBTA specialty program, working with the Standards and Examination Committees to ensure compliance with the accreditation standards of the American Bar Association and the states in the administration of NBTA specialization programs;
- Use their individual and collective experience, wisdom, and knowledge to take actions consistent with their responsibilities to oversee and support the work of the SPCs;
- Attend meetings, volunteer for and participate in work tasks and special assignments; complete tasks promptly, and nominate qualified applicants for SPC membership;
- Sign and date a Statement of Confidentiality at the beginning of his or her term and annually thereafter, in which the member swears or affirms that he or she will maintain in the strictest

confidence all communications, materials, and information relating to an application for certification or recertification as a specialist;

• Keep confidential all information relating to specialization examinations not released by the Board, and all information relating to the character and fitness of an applicant for certification or recertification;

• Not disclose information based on service on the SPC in continuing legal education programming designed to assist applicants preparing for an NBTA board certification examination.

(E) Specialization Committee. The President shall appoint, from among the voting members of the Board of Directors, a Specialization Committee consisting of a Chair and Vice Chair, and at least 3 and up to 5 additional voting members of the Board of Directors, appointed by the President and approved by the Board of Directors. The Specialization Committee shall:

• Develop, implement, and assess processes to determine new board-certification divisions, subject to approval by the Board of Directors. The Committee's assessment should include certification merit, membership eligibility and numbers, financial investment, return on investment, applicability to NBTA's mission, and all other necessary information.

• Review and evaluate NBTA's existing board-certifying divisions in accordance with performance and strategic objectives. The Committee shall present to the Board of Directors any need to modify or change an existing division and/or its certification or recertification policy and procedure.

• Ensure appropriate communications and liaise with the American Bar Association (ABA) in order to keep Board members fully apprised of activities.

• Ensure appropriate communications and liaise with state bar associations, professional associations, and other entities related to NBTA board certifications in order to keep Board members fully apprised of activities.

• Accomplish additional tasks as charged by the Board.

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to respond to changes in the practice of law and to ensure that the organization's specialized work is of the highest quality. The Committee shall provide oversight for standing subcommittees, as described herein.

(F) Standards Committee. The President shall appoint, from the voting members of the Board of Directors, a Standards Committee consisting of a Chair and Vice Chair, and at least 3 to 5 additional voting members of the Board of Directors appointed by the President and approved by the Board of Directors.
The Specialization Committee shall:

• Along with the SPC's. be responsible for drafting policies, procedures, and standards pertaining to the certification and recertification process for each area of certification. The Standards Subcommittee will also, in executive session, review any problem or unusual matter concerning a Member or an applicant.

• May work with the individual SPCs to request additional information and revoke, suspend, or deny certification and/or recertification of any Member or applicant, subject to the applicable appeals process, and shall report its findings and rulings to the Specialization Committee and the Board of Directors.

Section 2.11 Appeals Panel. The President shall appoint an Appeals Panel to consider appeals from actions of the Standards Subcommittee. Each Appeals Panel will consist of at least three and no more than five members of the Board of Directors. Each SPC is entitled to have one member serve on the appropriate Appeals Panel. One alternate may be selected and may be present at the appeal. Appeals will be heard before a meeting of the Board of Directors, and the Panel will report its findings and decisions to the Board. The decision of the Appeals Panel will be referred to the Board of Directors for final resolution at the next Board of Directors meeting, upon the request of one member of a three-member Appeals Panel or two members of a five-member Appeals Panel.

Section 2.12 Ad Hoc Committees. The President may appoint such ad hoc committees as deemed desirable. Members, who need not be members of the Board of Directors, shall serve at the President's pleasure. Each such committee shall keep regular minutes of its proceedings and report to the President.

Section 2.13 Miscellaneous Duties and Powers. The Officers and Directors of the Corporation shall also be charged with such other duties and shall have such other powers as may be delegated by the Board of Directors or by any Officer authorized to do so.

Section 2.14 Removal from Committees. A committee member may be removed by the President only for cause. Cause shall include, but not be limited to, a member's unjustified refusal or persistent failure to perform the duties of committee membership. Prior to removal, the member shall be given notice of the proposed action and an opportunity to respond.

Section 2.15 Election Procedures. On an annual basis, on or before June 1, the Secretary will send the Board of Directors an announcement of Officer and Board of Directors positions that will be open at the Annual Meeting of the Board of Directors, and an announcement of the expiration of the current term of any Director. Any Board member wishing to pursue a particular office or seeking reelection to the Board of Directors must confirm their intent via letter or email to the Executive Director, to be received no later than September 1. Prior to the Annual Meeting in October or November, the Executive Director will circulate to the Board of Directors a summary of the candidates for the Board of Directors. All regular elections will take place at the Annual Meeting.

ARTICLE III
MEETINGS OF MEMBERS

Section 3.1 Member Meetings. A meeting of the Members may be called by the Board of Directors and shall be held at a time, place, and by a method designated by the Board of Directors. At such a meeting, the Members shall transact such business as may come before them.

Section 3.2 Special Meetings. Special meetings of the Members may be called at any time by the President, by a majority of the Board of Directors, or by the Secretary upon written application of at least ten percent of the Members. Special meetings shall have the force and effect of a meeting as defined in Section 3.1.

Section 3.3 Notice. A written notice of every Member Meeting or Special Meeting, stating the place, day, hour, method, and purposes thereof, shall be given to each Member at least seven days before the date of the meeting.

Section 3.4 Quorum. If at least ten Members are present at the meeting, such number shall constitute a quorum for the transaction of business. The quorum is not lost if one or more Members leave the meeting.

Section 3.5 Vote Required. The affirmative vote of a majority of the Members present shall be sufficient to transact any business unless the matter is one upon which, by express provision of law or of the Articles of Incorporation or bylaws of the Corporation, as amended, a different vote is required or permitted, in which case such express provision shall govern.

Section 3.6 Method of Voting. Each Member shall be entitled to one vote at any meeting of the Members or any adjournment thereof. Members may vote by proxy under such terms as the Board of Directors may determine from time to time.

ARTICLE IV
DIRECTORS' MEETINGS

Section 4.1 Meetings of Directors. An Annual Meeting of the Board of Directors shall be held each year. Any other regular meeting of the Board of Directors may be held at such time, place, and by such method as the Board of Directors may determine. Special meetings may be called by the President or by Directors numbering not less than one-half of the full Board of Directors.

Section 4.2 Notice. Notice of regular or special meetings of the Board of Directors shall be given by the Secretary or other Officer calling the meeting by mail, facsimile, or e-mail, stating the date, time, method, and generally the business proposed to be transacted. Notice so given or sent at least forty-eight hours before the time of the meeting shall be

sufficient. Notice of a meeting need not be given to any Director if a written waiver of notice is filed before or after the meeting, and need not be given to a Director who attends the meeting. Any business may be transacted at a meeting of the Board of Directors, whether or not specified in the notice or waiver of notice of the meeting.

Section 4.3 Quorum. A quorum, consisting of a majority of the voting members of the Board of Directors, shall be required to conduct business. Action by the Board of Directors shall be by a majority vote of the voting members present. Absentee and proxy voting are not permitted. Once established, a quorum is maintained unless otherwise challenged. The presence of a quorum for an electronic meeting shall be determined by the votes or abstentions received by the deadline.

Section 4.4 Action by Consent. Any action permitted at any meeting of the Board of Directors may be taken without a meeting upon the unanimous written consent of the Directors. Any action required or permitted may be taken without a meeting if all participants, individually or collectively, consent in writing (including a writing transmitted by email in compliance with the section on Electronic Transmission below) to such action. Such action, by written consent, shall have the same force and effect as a unanimous vote at a meeting. The written consents shall be filed with the minutes of the meeting.

4.4.1 Electronic Transmissions
Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as email, provided that:

4.4.1.2 For electronic transmissions from the NBTA, the NBTA has obtained an unrevoked written consent from the recipient for the use of such means of communication;

4.4.1.3 For electronic transmissions to the NBTA, the NBTA has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and

4.4.1.4 The transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 4.5. Meetings by Telephone, Video Conference, or Other Electronic Means. Participation in any meeting of the Board of Directors or of the Executive Committee, or any standing or ad hoc Committee thereof, may be by telephone, video conference, or electronic transmission, so long as all:

4.5.1 Each participant in the meeting can communicate with all of the others concurrently.

4.5.2 Each participant is provided with the means of participating in all matters in the meeting, including the capacity to propose or to interpose an objection to a specific action to be taken at the meeting.

ARTICLE V
MISCELLANEOUS

Section 5.1 Confidentiality. Applications, examinations, references, and other records of applicants or certified specialists, and discussions thereof, are confidential. Board Members, consultants, and staff members may be removed for breach of confidentiality of such items.

Section 5.2 Conflict of Interest. Members of the Board of Directors shall annually sign conflict-of-interest forms pursuant to the approved Conflict of Interest Policy.

Section 5.3 Seal. The seal of the Corporation shall be in such form as the Board of Directors determines.

Section 5.4 Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall end on the thirty-first day of December in each year.

Section 5.5 Bonds. The Board of Directors may require any Officers or agents of the Corporation to give bond for the faithful performance of their duties. Any such bond shall be in such form, in such sum, and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Corporation.

Section 5.6 Execution of Writings. Unless the Board of Directors provides otherwise:

(a) Any bill, note, or check shall be made and signed in the name and on behalf of the Corporation by the President, the Treasurer, or such other Officers or the Executive Director as the Board of Directors authorizes in writing to do so; and

(b) Any other contract or written instrument shall be signed in the name and on behalf of the Corporation by the President, the Treasurer, or such other Officers or the Executive Director as are authorized in writing by the Board of Directors to do so, and any such Officer or Executive Director signing such instrument may also seal, acknowledge, and deliver it. Any instrument purporting to affect an interest in real estate shall be executed in the name of the Corporation by the President and the Treasurer.

Section 5.7 Respecting Certain Contracts. Directors, Officers, and Members of the Corporation shall not be prohibited from doing business with the Corporation or being connected with other corporations, or with trusts, partnerships, or joint ventures, with which this Corporation has business dealings, provided that the interest in such dealings has been made known to the Board of Directors in advance and is expressly approved by the Board of Directors.

Section 5.8 Dividend, Profit, and Compensation. Except for work done with the examination process, no Board Member, Officer, or Director shall receive compensation from the Corporation for service as a Board Member or Director. Reimbursement of reasonable expenses incurred on behalf of the Corporation may be made to Board Members in accordance with the policies of the Board of Directors as adopted from time to time.

Section 5.9 Corporate Employees. The Board of Directors may employ and fix reasonable compensation for an Executive Director and such other personnel as may be desirable to conduct its activities.

Section 5.10 Governance Standards for Institutional Advocacy
The National Board of Trial Advocacy occasionally may be asked to issue or endorse public statements concerning matters affecting the legal profession. These Standards are intended to provide the Board with a consistent and principled framework for determining whether such action is appropriate.

Before issuing or endorsing a public statement, the Board should consider the following Standards:

5.10.1 Mission Authority
The proposed statement should bear a direct and substantial relationship to NBTA's corporate purposes of fostering professional excellence, establishing and maintaining standards of excellence, operating national certification programs for legal specialists, informing and educating the public concerning legal representation, promoting the interests of the trial and litigation bar, or otherwise promoting the purposes for which NBTA was organized.

5.10.2 Institutional Principle
The proposed statement should address an enduring constitutional, legal, or professional principle rather than a temporary political controversy.

5.10.3 Political Neutrality
The proposed statement should not endorse or oppose a political party, candidate, administration, legislative agenda, or identifiable individual.

5.10.4 Universal Application
The principle expressed in the proposed statement should apply equally regardless of political affiliation or who occupies public office.

5.10.5 Institutional Risk Assessment
The Board should consider whether issuing the proposed statement could materially impair NBTA's accreditation, certification programs, public credibility, or ability to fulfill its corporate purposes.

5.10.6 Advancement of Corporate Purposes
The Board should conclude that issuing the proposed statement will materially advance NBTA's corporate purposes more effectively than remaining silent.

ARTICLE VI
AMENDMENT OF BYLAWS

These bylaws may be amended or repealed by a majority vote of the voting members of the Board of Directors present at a meeting at which a quorum is present, provided that the substance of any proposed amendment is set forth in the notice of the meeting.

APPROVED, ADOPTED, AND ORDERED by the required vote of the Board of Directors at a properly convened meeting on this date.

President **Kathie A. Perry**

Date **October 3, 2026**