



# The Association for Preservation Technology International Bylaws

## PREAMBLE

The Association for Preservation Technology (APT) International was founded in July 1968 at a meeting of preservation and conservation professionals from Canada and the United States of America held in New Richmond, Quebec. In its policies, practices, and operations, APT International shall appropriately reflect this joint heritage. Furthermore, every effort shall be made to recognize and include international participation.

APT International recognizes that in some locations the term “conservation” is used instead of “preservation” in describing the overall decision-making process regarding cultural resources. Therefore, when used herein, the term “preservation” is also meant to include and to be read as “conservation” and vice versa.

## ARTICLE I

### GENERAL

- Section 1. **NAME.** The name of the organization shall be The Association for Preservation Technology International, Inc., hereinafter referred to as The Association.
- Section 2. **PURPOSE.** The Association was established as a non-profit, educational corporation to encourage, promote, and advance research, training, and the dissemination of information relating to preservation technology and the conservation of historic structures, sites, objects, and their settings.
- Section 3. **AIMS AND OBJECTIVES.** The aims and objectives as outlined in the Articles of Incorporation of The Association are:
- a. To provide a useful forum for the promotion of the continued development of preservation technology.
  - b. To contribute to the research, collection, and publication of information on all aspects of preservation technology.
  - c. To encourage and participate in the education and training in the knowledge, techniques, and skills of preservation technology.
  - d. To stimulate the establishment of national and local collections of reference data and artifacts for the study of preservation technology.
  - e. To maintain an information data bank, that includes a list of members related to preservation technology.
- At reasonable intervals, The Association shall continue its long-range planning process in order to give contemporary expression to these aims and objectives.
- Section 4. **ORGANIZATION.** Although incorporated in the District of Columbia as a 501(c)(3) organization, as an international organization, The Association serves a membership spanning many countries and works with authorized affiliates and partner organizations in the United States, Canada, and across the globe.
- Section 5. **POLICIES AND PROCEDURES.** These Bylaws shall be utilized in coordination with The Association’s policies and procedures, which shall be updated and made available to all Directors and paid staff. Relevant policies shall be made available to membership.

## **ARTICLE II**

### **MEMBERSHIP**

- Section 1. **MEMBERS.** Members in good standing shall be individuals, groups, or organizations whose dues are current. Such individuals, groups, or organizations shall become members of The Association upon application and payment of dues to The Association. Membership terms, dues, and rights shall be determined by the Board, subject to the terms of the Articles of Incorporation and Bylaws of The Association.
- Section 2. **MEMBER RESIGNATION.** A member may resign from membership in The Association by notification of such intent in writing, and resignation shall be effective upon receipt of the written resignation, or a copy thereof, by the Executive Director. No refund or return of dues paid, nor a portion thereof, shall be made to a member who resigns.
- Section 3. **MEMBER REMOVAL.** The Board may remove a member of The Association for cause as determined in the sole discretion of the Board. Membership shall cease immediately upon the affirmative vote of two-thirds (2/3) of the full Board. No refund or return of dues paid, nor a portion thereof, shall be made to a member who is removed. Members not renewing their annual memberships by payment of dues with a deadline established by The Association shall be removed from membership in The Association without further notice.
- Section 4. **CODE OF ETHICS.** Membership in The Association requires adherence to The Association's Code of Ethics. Evidence of violations of the Code of Ethics that are brought to the attention of The Association will be addressed according to The Association's policies.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

- Section 1. **GENERAL DUTIES.** The property and affairs of The Association shall be managed by the Board. The Board may exercise all such powers of The Association as are not required to be exercised by the general membership by these Bylaws or the Articles of Incorporation.
- Section 2. **NUMBER OF DIRECTORS ON THE BOARD.** The Board shall consist of not more than sixteen (16) and not less than ten (10) members. No more than two (2) persons employed with or acting as a Director for any given Government-funded organization, Government department, incorporated organization, or unincorporated organization shall serve on the Board at the same time.
- a. At least one Board position shall be made available specifically for an Emerging Professional member of The Association.
- Section 3. **DIRECTOR QUALIFICATIONS.** All Directors shall be members in good standing of The Association at the time of nomination, maintain active membership during the entire period of service, and indicate, in writing, that they have read and understood the Bylaws prior to their time on the Board. Any nominee for Officer shall have served at least one (1) year on the Board as a Director within the previous five (5) years. All nominations shall be reviewed and assembled into a ballot by the Nominating Committee for Board approval.

- Section 4. ELECTIONS AND TERM. The Directors and Officers shall be elected by the members of The Association electronically in a period in advance of the Annual General Meeting and shall serve terms of two (2) years, except as otherwise stated herein. The terms shall commence at the conclusion of the Annual General Meeting at which their election is formally announced.
- a. NOMINATIONS AND ELECTIONS. Elections shall be overseen by the Nominating Committee, members of which shall be appointed by the President, with the approval of the Board.
  - b. TERMS. Unless serving as an Officer, a Director may serve only two (2) successive two- (2) year terms as Director. A Director is ineligible for election as a Director for two (2) years following their second contiguous term. An Officer may serve a maximum of two (2) successive two- (2) year terms in any one office, and no more than four (4) successive two- (2) year terms as an Officer. An Officer's underlying term as a Director shall be extended to coincide with their term as Officer. An Officer shall be ineligible for re-election as a Director or Officer for two (2) years following completion of their second contiguous term. The terms of the President and Vice-Presidents shall be concurrent and staggered with the term of the Treasurer.
  - c. IMMEDIATE PAST PRESIDENT. The President shall become the Immediate Past President upon election of a successor to the Office of President, and shall remain a full voting member of the Board until such time as a new Immediate Past President is installed.
- Section 5. DIRECTOR RESIGNATION. A Director may resign from the Board by notification of such intent in writing to the President. Such resignation shall be presented to the Board and become effective immediately upon receipt by the President.
- Section 6. DIRECTOR REMOVAL. The Board, at its discretion, may remove any Director. Removal shall be immediate upon an affirmative vote of two-thirds (2/3) of the full Board. Any Director who fails to attend the minimum required number of Board meetings in any year may be removed from the Board, and if so removed, shall be ineligible for re-election to the Board for one (1) year. The Board may, because of extenuating circumstances, waive this attendance requirement by an affirmative vote of two-thirds (2/3) of the full Board.
- Section 7. DIRECTOR VACANCY. Any Director or Officer vacancy, for whatever reason, occurring among the Board may be filled by a member of The Association recommended to the Board by the Nominating Committee for Board approval. The member shall be approved by a majority vote of the Board at any regular meeting, special meeting called for the purpose, or by Board action without a meeting as authorized under these Bylaws. A Director so approved shall serve the unexpired term of the person vacating the position without impact on future elected terms, and shall be eligible for election to successive terms.
- Section 8. DIRECTOR REMUNERATION. The Directors shall receive no compensation, either directly or indirectly, for acting in their role as a Director and shall not receive, either directly or indirectly, any profit from their office. Any Director shall be eligible for payment for services outside the scope of their duties as a Director if approved by unanimous vote of the Executive Committee. In addition, the Board has the discretion to allow for reimbursement of reasonable travel expenses to Directors incurred as approved by unanimous vote of the Executive Committee. Payment shall be made for the reimbursement of reasonable expenses upon receipt and approval by the Executive Director of an itemized list of such expenses with supporting documentation.

Section 9. ACTION BY THE BOARD; BOARD ACTION WITHOUT A BOARD MEETING.

- a. ACTION BY THE BOARD. Except as otherwise provided by these Bylaws or as may be required by applicable law, the action of a majority of the Directors present (whether in person or by remote communication) at any meeting at which a quorum is present shall be the act of the Board. Any reference in these Bylaws to a majority or two-thirds vote of the "full" Board shall mean a majority or two-thirds vote of the total number of Directors then in office.
- b. BOARD ACTION WITHOUT A BOARD MEETING. Any action by the Board (whether at Board or Executive Committee level) may be taken without a meeting if each Director consents in writing (including electronically) to the action in question. Such actions shall have the effect of an action taken at a meeting of the Board and may be described as such in any document. However, a Director's consent may be withdrawn by a revocation in writing signed by the Director and delivered to the President, if received prior to the President's receipt of unrevoked consents signed by all the Directors.

**ARTICLE IV**

**OFFICERS**

Section 1. OFFICERS. The Officers of The Association shall be a President, an Immediate Past President (as applicable), two (2) Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be a Director.

- a. PRESIDENT. The President shall have general supervision over all the affairs of The Association. The President shall:
  1. Call and preside at all meetings of the Board, Executive Committee, general membership, and any other special meetings.
  2. Vote only to decide a tie vote.
  3. Appoint the Legal Counsel, with the approval of the Board.
  4. Appoint all Committee Chairs, with the approval of the Board.
  5. Serve as Ex-Officio voting member of all Committees except the Nominating Committee and the Bylaws, Policy, and Ethics Committee.
  6. Provide recognition by The Association of honors and awards.
  7. Collaborate with the Nominating Committee to identify and recommend candidates for the Board.
  8. Oversee, supervise, and work collaboratively with the Executive Director.
  9. Appoint members of College of Fellow Jury.
- b. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall advise the President and perform such other duties and have such powers as the Board shall prescribe, including but not limited to serving as the Chair of the Nominating Committee.
- c. VICE PRESIDENTS. There shall be two (2) Vice Presidents, who shall, in the absence or disability of the President, perform the duties and exercise the powers of that office, and perform such other duties and have such powers as the Board shall prescribe. Only one Vice President shall be designated to perform any given Presidential duty at each occurrence. The Vice Presidents shall assist the President in other tasks, as assigned by the President.

- d. **TREASURER.** The Treasurer shall perform the duties incident to the office of Treasurer, including the accuracy and probity of all financial statements and procedures and acting as chair of the Finance Committee. With the approval of the Board, the Treasurer may delegate any of these responsibilities to the paid staff of The Association.
- e. **SECRETARY.** The Secretary shall perform the duties and exercise the powers of that office, including managing the record of meetings, utilizing the Corporate Seal, and overseeing The Association's archive. With the approval of the Board, the Secretary may delegate any of these responsibilities to the paid staff of The Association and/or person(s) working with the Archive.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

- Section 1. **EXECUTIVE DIRECTOR.** The Board may select, employ, and establish the duties of the Executive Director of The Association, who shall serve at the pleasure of the Board. Subject to the direction of the Board, the Executive Director, under the President, manages the affairs of The Association and shall have such other duties as may be determined by the Board. The Executive Director is responsible for the detailed management of the affairs and resources of The Association, daily operations of The Association, and by so doing directs the implementation of the Policies and Procedures and Strategic Plan of The Association in fulfillment of its mission.
- Section 2. **REMOVAL OF THE EXECUTIVE DIRECTOR.** If, after due notice of unsatisfactory performance from the President to the Executive Director, there is no improvement, the President shall make probation or termination recommendations to the Board, which may remove the Executive Director by a two-thirds (2/3) vote of the full Board.

## **ARTICLE VI**

### **BUSINESS AND OPERATIONS**

- Section 1. **EXECUTIVE OFFICE.** The Association shall establish its Executive Office or branch offices in such location(s) as the Board may deem necessary or appropriate. However, these Bylaws require no physical office for the Executive Director or staff, although The Association shall establish and maintain a mailing address.
- Section 2. **EXECUTION OF INSTRUMENTS.** Deeds, transfers, assignments, contracts, obligations, awards, recognition, certificates, presented documents, and any other instrument in writing requiring the signature of The Association shall be signed by one of the following: (a) the President; (b) any member of the Executive Committee if so authorized by the President in writing; or (c) the Executive Director under a specific or general delegation by the Board. This person may instruct the Executive Director to affix the Corporate Seal thereto. The Board may also from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.
- Section 3. **FINANCIAL.**
  - a. **FISCAL YEAR.** The fiscal year of The Association shall be January 1 through December 31 unless otherwise determined by the Board.

- b. ANNUAL BUDGET. The Treasurer and Executive Director, in conjunction with the Finance Committee, shall prepare an annual budget for approval by the Board.
- c. BANKING ARRANGEMENTS. The banking business of The Association shall be transacted with such banks, trust companies, or other firms or corporations as may from time to time be designated by and under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instruments, and delegations of powers as the Board, may from time to time prescribe or authorize.
- d. ACCOUNTS. The Board shall cause to be kept proper books of account with respect to: all sums of money received and expended by The Association and the matters in respect of which receipts and expenditures take place; all sales and purchases by The Association; all assets and liabilities of The Association; and all other transactions affecting the financial position of The Association.
- e. ACCOUNTANT. The Board shall appoint an accountant, who shall be a Certified Public Accountant (CPA), for the financial year to audit the accounts of The Association and to prepare a year-end audit or review which shall be presented to the Board in a timely manner. An accountant's mid-year summary if deemed necessary or appropriate by the Board shall be distributed to the Board.
- f. INVESTMENTS. The Board shall authorize the investment of the funds of The Association subject to such policies as the Board shall determine.

Section 4. ARCHIVE. The Association shall have and maintain an Archive of Records related to the function, operation, and history of The Association. The Archive shall be maintained in accordance with policy, as approved by the Board and shall be overseen by the Secretary.

Section 5. INDEMNIFICATION. The Association shall indemnify each member of its Board, each of its Officers, each committee member who is not a Director, each employee or agent of The Association, and each person serving another entity at the request of The Association, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, whether or not brought by or in the right of The Association, in a manner and to the fullest extent now or hereafter permitted by the laws of the District of Columbia, upon such determination having been made as to such person's good faith and conduct as is required by law. This right of indemnification shall be in addition to any and all rights to which the person described herein otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights. The Association shall purchase and maintain insurance to indemnify The Association and all such persons in a manner and to the fullest extent now or hereafter permitted by law.

## **ARTICLE VII**

### **MEETINGS**

Section 1. PRESIDING OFFICER. The President of The Association shall preside over the meetings of the Board, the Executive Committee, and the members. In the event the President is unable to preside at a meeting, the Executive Committee shall appoint a Presiding Officer.

Section 2. MINUTES. Responsibility for taking minutes of a meeting, whether it be the Annual General Meeting, Board Meeting, Special Meeting, Executive Committee Meeting, or any other Association meetings, shall be designated by the Presiding Officer prior to the commencement of the meeting.

Section 3. PARLIAMENTARY PROCEDURE. The rules as contained in the latest version of *Robert's Rules of Order* shall guide The Association in conducting meetings of any kind, but shall not be binding.

Section 4. ANNUAL GENERAL MEETING OF THE ASSOCIATION.

- a. TIMING. The Annual General Meeting of The Association, which shall be the annual meeting of the membership, shall be held each year on a date fixed by the Board. Notice of the time, place and agenda of the Annual General Meeting shall be approved by the Officers and be given to all members at least thirty (30) days prior to the date assigned for the meeting.
- b. PURPOSE. The Annual General Meeting shall be held for the purpose of presenting key items from reports and such business appropriate to the meeting, including but not limited to: the announcement of the election of Officers and Directors, financial health of The Association, and for such items as may be authorized by the Executive Committee.
- c. ATTENDANCE. The Association's members, Directors, and paid staff shall have the right to attend and/or participate in all business to be conducted.
- d. QUORUM. Quorum for this meeting shall be at least 50 members.

Section 5. SPECIAL MEETINGS OF THE ASSOCIATION.

- a. SPECIAL MEETINGS. Special Meetings of The Association may be called by Resolution of the Board or by the President. The Meeting must be held within thirty (30) days from the day the President receives the Resolution or makes the request. Notice of the time, place, and purpose of the Special Meeting shall be given at least fourteen (14) days prior to the date assigned for the Meeting. Special Meetings of The Association may also be called upon written petition of not less than twenty five percent (25%) of the then-current membership.
- b. ATTENDANCE. The Association's members, Directors, and paid staff shall have the right to attend and/or participate in all business to be conducted.

Section 6. BOARD MEETINGS AND SPECIAL BOARD MEETINGS.

- a. BOARD MEETINGS. There shall be at least four (4) meetings of the Board per year, including one adjacent with the Annual General Meeting. Meetings shall be held at such times as the Board or President shall determine, with notice of the meetings given not less than fourteen (14) days prior to the date selected for the meeting.
- b. SPECIAL BOARD MEETINGS. The President shall call any Special Board meetings. The President must call a Special Meeting upon petition in writing of three (3) Directors. Notices of Special Meetings shall be given not less than seven (7) days prior to the date selected for the special meeting.
- c. MEANS. Other than the Board meeting adjacent to the Annual General Meeting, Board Meetings may take place by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.

- d. ATTENDANCE. Directors shall have the right to attend and/or participate in all business to be conducted, unless subject to recusal due to an actual or potential conflict of interest in accordance with a Board-approved policy. The Board shall have the ability to invite persons, including paid staff, to represent, advise, and actively contribute in a non-voting capacity.
- e. QUORUM. One half (1/2) of the Directors then in office shall constitute a quorum. A Director who is required to recuse themselves from voting on a matter under either law or any conflict of interest policy adopted by The Association shall nevertheless be counted for purposes of determining the presence of a quorum.

## **ARTICLE VIII**

### **COMMITTEES**

- Section 1. STANDING COMMITTEES. The Board may establish such Standing Committees as necessary, legally required, or appropriate to accomplish the purpose, the aims, and objectives of The Association. The minimum Standing Committees that are required shall be: Executive; Bylaws, Policy, and Ethics; Finance; and Nominating Committees. Except for the Executive Committee, which shall be comprised only of Officers and other Directors, Standing Committees shall be majority composed of Directors and, with approval by the Board, may include non-Director Association members in good standing. Each Standing Committee shall have objective(s) approved by the Board to enable them to accomplish the purpose, the aims and the objective(s) of The Association as stated herein and these objective(s) may be amended by the Board at any time. Each Standing Committee shall make an Annual Report to the Board.
- a. EXECUTIVE COMMITTEE. The Executive Committee shall be the only committee of The Association empowered to act on behalf of the Board in all matters pertaining to The Association in intervals between meetings of the Board, except on matters in which the action proposed is in violation of accepted policies, procedures, and goals of The Association, or which action is reserved to the full Board of Directors by these Bylaws, the Articles, or by the District of Columbia Nonprofit Corporations Act. The Board may delegate any of its powers and authorities to the Executive Committee, subject to the above limitation. The Executive Committee shall consist of the Officers and no more than three (3) Directors the President may desire to appoint, subject to the approval of the full Board. A majority of the members of the Executive Committee shall constitute a quorum.
  - b. BYLAWS, POLICY, AND ETHICS COMMITTEE. The Bylaws, Policy, and Ethics Committee shall be composed of five (5) members: one (1) member from the College of Fellows who shall serve as the Chairperson, two (2) Directors, and up to two (2) members from the general membership. The duties of the Bylaws, Policy, and Ethics Committee shall be defined and approved by the Board, but shall include advising the Board on conduct and proposing amendments to the Bylaws.
  - c. FINANCE COMMITTEE. The Finance Committee shall be composed of a minimum of one (1) and up to three (3) Directors, a minimum of (1) and up to two (2) members from the general membership, and the Treasurer who shall serve as the Chairperson. The duties of the Finance Committee shall be defined and approved by the Board, but shall include advising the Board on budget, investments, and other aspects of the fiscal health and operation of The Association. In particular the Finance Committee, in cooperation with the Treasurer and paid staff, shall prepare a draft annual budget for review and approval by the Executive Committee and the Board.



- d. **NOMINATING COMMITTEE.** The Nominating Committee, members of which shall be appointed by the President, with the approval of the Board, shall be composed of a minimum of three (3) Directors, but no more than five (5) members, where a Director, having served at least one year on the Board, shall serve as the Chairperson. The duties of the Nominating Committee shall be defined and approved by the Board, but shall include providing Director candidate recommendations for Board approval.

Section 2. **ADVISORY COMMITTEES.** The Board may establish Advisory Committees, which it shall call Strategic Committees, Technical Committees, or Task Forces, whose purpose is to advise the Board and does not include delegated authority to act on behalf of The Association. These committees may be made up of Directors, paid staff, members, and non-members. All Chairs of Advisory Committees shall be members in good standing of The Association.

- a. **STRATEGIC COMMITTEES.** Strategic Committees shall focus on forwarding the strategic plan of The Association and advising the Board.
- b. **TECHNICAL COMMITTEES.** Technical Committees shall focus on specific preservation technology issues and advise the Board on policies and practices related to the technical areas of preservation, develop technical information and educational programming for dissemination, and collaborate with other committees in advancing the dissemination of technical information.
- c. **TASK FORCES.** Task Forces shall be established by the Board as necessary or appropriate to accomplish such purposes and with such powers as it shall see fit. Each Task Force shall make an Annual Report to the Board and, subject to the wishes of the Board, may be continued or disbanded at that time, with appropriate conditions and charges assigned for the coming year.

Section 3. **COMMITTEE MEMBER REMOVAL.** The Board at its discretion may remove a Committee member with or without cause. Removal will be immediate upon an affirmative vote by a two-thirds (2/3) vote of the full Board.

Section 4. **COMMITTEE MEMBER REMUNERATION.** Committee members shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from this office. However, committee members may receive compensation for activities above and beyond their normal committee roles and activities with a unanimous vote of the Executive Committee.

## **ARTICLE IX**

### **COLLEGE OF FELLOWS**

Section 1. **PURPOSE.** The College of Fellows was established by the Board, within The Association, to advise the Board on issues regarding the advancement of philosophy and practice of preservation technology and to honor those members who have provided valuable services to The Association. Members of The College may be called upon to advise the Board, to serve on Committees, advance initiatives and programs, and in any other capacities as determined by the Board.

Section 2. **THE STANDARDS AND PROCEDURES.** The Standards and Procedures for the College of Fellows shall be established by the College and approved by the Board, provided they do not conflict with or contradict the Bylaws of The Association. They are described in the College of Fellows Organizational Handbook with Standards and Procedures.

- Section 3. UTILIZING THE TERM “FELLOW”. Membership in the College of Fellows allows members in good standing to use “Fellow, APT International” or “FAPT” after their names.
- Section 4. FELLOW REMOVAL. Fellows may be stripped of all rights if they have been removed from membership in The Association with cause as determined by the sole discretion of the Board, upon the recommendation by the College of Fellows to the Board.

## **ARTICLE X**

### **RECOGNIZED PROFESSIONAL**

- Section 1. PURPOSE. A program to recognize the expert skill and experience level of individuals in the various fields of preservation technology with a formal recognition of achievement.
- Section 2. AUTHORITY. This program shall be developed, implemented, and administered by The Association. Only The Association, not Affiliates or individual Association members, has the authority to issue such recognition under this program.
- Section 3. UTILIZING THE TERM “APT RECOGNIZED PROFESSIONAL.” Professional recognition allows members of The Association in good standing to use “APT Recognized Professional” or “APT RP” after their names.
- Section 4. SUSPENSION OR TERMINATION OF PRIVILEGES. The Board has the authority to withdraw privileges with or without cause upon affirmative vote of two-thirds (2/3) of the full board. Privileges shall cease immediately upon official notification by the Executive Director.

## **ARTICLE XI**

### **CHAPTERS**

- Section 1. CHAPTERS. The Association may have Affiliates, which it shall call Chapters. The Chapters shall be either separate legal entities from The Association or organized groups of The Association’s members within regional proximity that may not constitute a separate legal entity. These Chapters shall not be controlled or managed by The Association.
- a. ESTABLISHMENT. The Association shall establish binding terms and policies defining the relationship between The Association and its Chapters. In order to be established as a Chapter and receive rights to utilize The Association's logo (or derivatives thereof) and other benefits of affiliation with The Association, Chapters shall acknowledge and accept such binding terms and policies through a legal agreement with The Association. Said agreement shall establish rights, responsibilities, and requirements of the Chapter and The Association.
  - b. DISASSOCIATION. If a Chapter has, in the judgement of the Board, failed to meet the terms of the Chapter agreement or otherwise failed to carry out the purposes and objectives of The Association, the Board may disassociate from the Chapter after proper notice has been given to the person(s) that have signed the legal agreement on behalf of the Chapter. Following disassociation, the Chapter shall have no rights or benefits, may not use the name or logo of The Association without permission, and must cease any action suggesting that it has an affiliation with The Association. The Board may re-designate the territorial areas of any adjacent Chapters affected by the disassociation of the Chapter, and reassign members of the disassociated Chapter to other Chapter(s).

## **ARTICLE XII**

### **AMENDMENTS TO THE BYLAWS**

- Section 1. **AUTHORITY.** The Board is authorized and empowered to adopt, repeal, and amend the Bylaws of The Association.
- Section 2. **PROCEDURE.** To become effective, the proposed changes(s) must be: Accepted by the Board; circulated to the general membership for comment for thirty (30) days from the date of distribution; and approved by majority vote of the full Board at the close of the comment period as herein described.

Draft for Comment, January 30, 2025