



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 ~~at the Stanley House on the south shore of the Gaspé Peninsula in~~ at New Richmond, Quebec. In its policies, practices, and operations, APT International shall ~~appropriately~~ justly reflect this joint heritage. Furthermore, every effort shall be made to recognize and include international participation. a

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

~~NAME, PURPOSE, ORGANIZATION~~GENERAL

Section 1. NAME. The name of the organization shall be The Association for Preservation Technology International, Inc., hereinafter referred to as The Association. ~~or APT International. The organization shall be comprised of the membership as hereinafter described.~~

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.

~~*The Association is aware 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.”]~~

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. ~~The organization shall be comprised of the membership as hereinafter described. The Association was~~

~~incorporated in the District of Columbia in 1987 as a 501(c)(3) organization. Although the Association is an international organization, APT's primary incorporation, non-profit status, and base of operations is in the United States. It also enjoys non-profit status in Canada as APT Canada.~~

Section 5. POLICIES AND PROCEDURES. These Bylaws shall be utilized in coordination with The Association's policies and procedures, ~~each of which are approved by the Board~~, which shall be updated and made available to all Directors and paid staff. Relevant policies shall be made available to membership.

~~Section 5. USE OF APT International LOGO AND NAME.~~

~~a. With written authorization and instruction from The Association, Standing Committees, Ad Hoc Committees, Technical Committees and any other group (such as conference sponsors and co-sponsors) having a direct affiliation with The Association, shall use the name 'The Association for Preservation Technology International' and the APT International logo on all official communications. Where appropriate, the language shall be English, French and Spanish and in that order of preference.~~

~~b. With written authorization and instruction from The Association, Chapters of The Association shall use the name 'The Association for Preservation Technology International' and the APT International logo on all official communications.~~

~~c. In either case "official communications" include, but are not limited to, member directories, advertisements, technical publications, program announcements, letterheads, newsletters, and websites.~~

~~d. In all cases the APT International logo shall appear in the form specified within the APT International Style Guide, with equal prominence to that of any other symbol or logo. Where it is used in a combined design the APT International logo must retain the integrity of the font design and its proportions.~~

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. CATEGORIES OF MEMBERSHIP. The membership of The Association shall be divided into classes as determined by the Board of Directors.~~

~~Section 3. TERMS OF MEMBERSHIP. The term of membership shall be twelve (12) months based on an annual twelve-month period from July 1 through June 30, except for those who become Life Members of The Association. Membership shall begin at the time of payment of dues and will continue to the following June 30. Memberships and the rights thereof are not transferable.~~

~~Section 4. MEMBERSHIP DUES. Dues for membership shall be as established by the Board of Directors and shall be subject to annual review. Membership dues shall be based on an annual twelve-month period from July 1 through June 30. Dues for new members shall be prorated on a quarterly basis and membership shall begin at the time of payment of dues and will continue to June 30.~~

~~Section 5. RIGHTS OF MEMBERSHIP. Each individual or representative from a group or organization holding a current membership in The Association shall be entitled to receive all rights of membership as defined by these Bylaws and/or as determined by the Board of Directors.~~

~~a. Members in good standing have the right to vote in the election of officers and members of the Board~~

~~of Directors. Each member entitled to vote may authorize another member to act for them by proxy.¶
b.¶~~

Section 26. **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 ~~Board of Directors or the~~ Executive Director. No refund or return of dues paid, nor a portion thereof, shall be made to a member who resigns.

a. Section 37. **MEMBER REMOVAL.** The Board ~~of Directors~~ may remove a member of The Association for cause ~~pursuant to a procedure adopted by the Board of Directors~~ **as determined in the sole discretion of the Board.** No refund or return of dues paid, nor a portion thereof, shall be made to a member who is removed. Membership shall cease immediately upon the affirmative vote of two-thirds (2/3) of the full Board ~~of Directors. No refund or return of dues paid, nor a portion thereof, shall be made to a member that is removed.~~ Members not renewing their annual memberships by payment of dues with a deadline established by The Association ~~within sixty (60) thirty (30) days following the due date~~ shall be removed from membership in The Association without further notice.

Section 348. **CODE OF ETHICS.** ~~Membership in The Association requires adherence to The Association's Code of Ethics. APT has adopted a Code of Ethics to guide members in the conduct of their professional practice. 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.~~

Section 9. ~~VOTING. Voting by members may can be conducted via a legal means of communication, including electronically. ¶~~

ARTICLE III

~~THE BOARD OF DIRECTORS~~

Section 1. **GENERAL DUTIES.** The property and affairs of The Association shall be managed by the Board ~~of Directors. The Board of Directors may exercise all such powers of The Association as are not required to be exercised by the general membership by these Bylaws or Articles of Incorporation. The Board of Directors shall be comprised of the Officers, elected Directors, and Directors at Large.~~

~~The entire Board of Directors will vote on all matters coming before the Board with the exception of the following which will be voted on or prescribed only by the elected members of the Board of Directors. ¶~~

- ~~a. Removal of a member (Article II Membership, Section 7(a)) ¶~~
- ~~b. Removal of an Officer, Director or Director at Large (Article III The Board of Directors, Section 5(a); Section 6(a)(3); Section 9; Section 10 and Section 12) ¶~~
- ~~c. Delegation of Powers and Removal of a Committee member (Article IV Committees, Section 1(c), Section 5) ¶~~
- ~~d. Approval of Standards and Procedures of the College of Fellows (Article V College of Fellows, Section 2) ¶~~
- ~~e. Establish an Office of the Executive Director (Article VI Office of the Executive Director, Section 1, Section 2, Section 3 and Section 4) ¶~~
- ~~f. Fiscal management of and investments on behalf of The Association (Article VII Business and Operations of The Association, Section 1, Section 3, Section 4(a), Section 4(b), and Section 4(c)) ¶~~
- ~~g. Appointment of Directors at Large and removal of members of the Board (Article IX Nominations, Section 1 and Section 2(i)) ¶~~
- ~~h. Appointment of Bylaws, Policy and Ethics Committee members (Article X Bylaws, Policy and Ethics~~

~~Committee, Section 1)~~¶

~~i. Amendments to the Bylaws (Article XIII Amendment to the Bylaws, Section 2(a) and Section 2(c))~~

Section 2. ~~NUMBER OF DIRECTORS ON THE BOARD OF DIRECTORS MEMBERS.~~ The Board of Directors shall consist of not more than ~~sixteen (16) twenty-two (22) members; sixteen (16) elected (including the Immediate Past President) and six (6) Directors at Large,~~ and not less than ~~ten (10) thirteen (13) members; ten (10) elected (including the Immediate Past President) and three (3) Directors at Large.~~ No more than ~~two three (23)~~ 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 of Directors 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 BOARD MEMBER QUALIFICATIONS.~~ All Directors ~~Board Members~~ shall be members in good standing of The Association at the time of ~~appointment or nomination,~~ and shall maintain active membership during the entire period of service, and shall 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 elected Board Member~~ within the previous five (5) years. All nominations shall be reviewed and assembled into a ballot ~~approved by the Nominating Committee for Board approval.~~

a. ~~A Director at Large shall be a current member of The Association at the time of appointment and shall maintain active membership during the entire period of service. A Director at Large shall state in writing to the President that they have read and understand the APT Bylaws prior to his/her appointment.~~¶

b. ~~A Director shall be a current member of The Association at the time of nomination or appointment and shall maintain active membership during the entire period of service. A Director shall state in writing to the Nominations Committee that he/she has read and understands the APT Bylaws prior to managing the property and affairs of the association.~~¶

c. ~~In addition to meeting the requirements of a Director or Director at Large, a nominee for Officer shall have served at least one (1) year on the Board as an elected Boardmember within the previous five (5) years.~~¶

~~Section 4. NON-ELECTED BOARD MEMBERS.~~¶

~~Section 5. a. DIRECTORS AT LARGE.~~¶

- ~~1. The President, with the consent approval of the Nominating Committee and followed by the approval by the Board of Directors, may appoint Directors at Large for terms of one (1) year.~~¶
- ~~2. Directors at Large shall have the same benefits, rights, and obligations as elected Directors, except as prescribed otherwise in these Bylaws.~~

~~b. EMERGING PROFESSIONAL BOARD MEMBER.~~¶

- ~~1. Qualified persons shall be nominated for approval by the Nominating Committee and confirmed by the Executive Committee for a term of two (2) years.~~¶
- ~~2. Emerging Professional Board Member shall have the same benefits, rights, and obligations as a Director at Large.~~¶

~~1.~~¶

~~APPOINTED. The President, with the approval of the Board of Directors, may appoint Directors at Large.~~¶

- ~~1. Terms of appointment shall be one (1) year.~~¶

- ~~2. The President shall identify any candidate for appointment as Director at Large, with the consent of the nominating committee for approval by the Board of Directors. ¶~~
- ~~b. EX OFFICIO. The Board of Directors may identify offices or positions within organizations of interest to APT International, the holder(s) of which shall serve as an ex-officio member(s) of the Board of Directors. Terms of ex-officio members shall be concurrent with the term in the office or position held. With the exception of one (1) member of the College of Fellows (College of Fellows Liaison) appointed to represent the College of Fellows, ex-officio member(s) of the Board of Directors shall not have the right to vote. ¶~~
- ~~c. Directors at Large shall have the same benefits, rights and obligations as elected Directors except as prescribed otherwise in these bylaws.~~

Section 47. ELECTIONS AND TERM. The Directors and Officers, ~~with the exception of the Directors at Large and Ex-Officio Board Members,~~ shall be elected by the members of The Association electronically in a period in advance of ~~at~~ 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.~~ they were elected.

- 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. ~~The Committee shall be composed of a minimum of three, but not more than five (5) three (3) members: at least two (2) members from the general membership and two (2) one (1) elected Directors, where a Director who 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.~~
- b. TERMS. ~~Unless serving as an Officer, A~~ Director may serve only two (2) successive two- (2) year terms as Director. ~~After this, a~~ Director is ineligible for election as a Director ~~or appointment as a Director at Large~~ 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. After this, an~~ Officer shall be ineligible for re-election as a Director ~~or, Officer or appointment as a Director at Large~~ for two (2) years following completion of their second contiguous term ~~except for the office of Immediate Past President.~~ The term of the President and Vice-President 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 8. (moved from Article III, Section 1) VOTING. The entire Board of Directors will vote on all matters coming before the Board with the exception of the following which will be voted on or prescribed only by the elected members of the Board of Directors. ¶~~

- ~~a. Removal of a member (Article II – Membership, Section 7(a)) ¶~~
- ~~b. Removal of a Board Member Officer, Director, or Director at Large (Article III – The Board of Directors, Section 5(a); Section 6(a)(3); Section 9; Section 10 and Section 12 Section 9) ¶~~
- ~~Delegation of Powers and Removal of a Committee member (Article IV Committees, Section 1(c), Section 5) ¶~~
- ~~c. Approval of Standards and Procedures of the College of Fellows (Article V – College of Fellows, Section 2) ¶~~
- ~~d. Establish an Office Removal of the Executive Director (Article VII Office of the Executive Director,~~

~~Section 1, Section 2, Section 3 and Section 4)~~¶

- ~~e. Fiscal management of and investments on behalf of The Association (Article VII – Business and Operations of The Association, Section 1, Section 3, Section 4(a), Section 4(b), and Section 4(e))~~¶
- ~~f. Appointment of Directors at Large and removal of members of the Board (Article IX – Nominations, Section 1 and Section 2(i))~~¶
- ~~g. Appointment of Bylaws, Policy and Ethics Committee members (Article X – Bylaws, Policy and Ethics Committee, Section 1)~~¶
- ~~h. Establishment and dissociation of regional Chapters of The Association (Article XI, Section 1)~~¶
- ~~i. Amendments to the Bylaws (Article XIII – Amendment to the Bylaws, Section 2(a) and Section 2(e))~~¶

Section 58. ~~DIRECTOR BOARD MEMBER RESIGNATION.~~ A ~~Director, Officer or Director at Large~~ **Director Board Member** may resign from the Board of Directors 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 69. ~~DIRECTOR BOARD MEMBER REMOVAL.~~ The Board, ~~of Directors~~ at its discretion, may remove any ~~elected Officer or Director, or appointed Director at Large~~ **Director Board Member**, pursuant to a procedure adopted by the Board of Directors. Removal shall be immediate upon an affirmative vote of two-thirds (2/3) of the full Board of Directors, pursuant to Article III, Section 1 of these bylaws. *(Moved from Article III, Section 12)* Any ~~Director, Officer or Director at Large~~ who fails to attend the minimum number at least half (50%) of the Board of Directors meetings in any year may ~~shall be removed~~ **dropped** from the Board, ~~of Directors~~ and if so removed, shall be ineligible for re-election to the Board for one (1) year. The Board of ~~Directors~~ may, because of extenuating circumstances, waive this attendance requirement by an affirmative vote of two-thirds (2/3) of the full Board of ~~Directors~~.

Section 7440. ~~DIRECTOR BOARD MEMBER VACANCIES.~~ Any ~~Director or Officer~~ vacancy, for whatever reason, occurring among the ~~Board Directors or Officers~~ shall ~~may~~ be filled by a member of The Association recommended to the Board of ~~Directors~~ by the Nominating Committee for Board Approval, ~~and in accordance with these Bylaws.~~ The member shall be ~~approved~~ **dropped** by a majority vote of the Board of ~~Directors.~~ This vote may be taken at any regular meeting, special meeting called for the purpose or by Board meeting as authorized under these Bylaws. ~~telephone, electronically, email, mail, facsimile, or other Board action without a legal communication system.~~ A ~~Director Board member~~ so ~~approved~~ **dropped** 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 ~~in accordance with these Bylaws.~~

Section 11. ~~(Moved to Article VI, Section 5) MEETINGS.~~¶

- ~~a. There shall be at least three (3) meetings of the Board of Directors in addition to that at the Annual General Meeting. Meetings shall be held at such times as the Board of Directors 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. The President shall call all special meetings. The President must call a special meeting upon petition in writing of three (3) Directors and/or Officers. Notices of special meetings shall be given not less than seven (7) days prior to the date selected for the special meeting.~~¶
- ~~c. Other than the Annual General Meeting, meetings may take place by telephone or other legal communication systems that provides for people to come together to discuss one or more topics.~~

Section 12. ~~(Moved to Section Article III, Section 9) ATTENDANCE.~~ Any ~~Director, Officer or Director at Large~~ who fails to attend at least half (50%) of the Board of Directors meetings in any year shall be ~~dropped from the Board of Directors~~ and shall be ineligible for re-election for one (1) year. The Board of ~~Directors~~ may,

~~because of extenuating circumstances, waive this attendance requirement by an affirmative vote of two-thirds (2/3) of the Board of Directors.~~

~~Section 13. (Moved to Article VI, Section 1) PRESIDING OFFICER. The President of The Association shall preside over the meetings of the Board of Directors, the Executive Committee And the members. In the event the President is unable to preside at a meeting, the Executive Committee shall appoint the Presiding Officer.~~

~~Section 14. (Moved to Article VI, Section 5) QUORUM. One half (1/2) of the current elected members of the Board shall constitute a quorum.~~

Section 8105. ~~DIRECTOR~~**BOARD MEMBER** REMUNERATION. The ~~Directors, Officers and Directors at Large~~**Directors**~~Board Members~~ shall receive no compensation, either directly or indirectly, for acting ~~in their role as a Director~~**Board Members**~~as such~~ and shall not receive, either directly or indirectly, any profit from their office.

- ~~a. At the discretion of the President, a Director~~**Board Members** ~~may be paid for their out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the Members. Payment shall be made of legitimate expenses upon receipt~~**reception by the Executive Director upon receipt of** ~~of an itemized list of such expenses with supporting documentation submitted to the Treasurer.~~**¶**
- ~~b. Any Director~~**Board Member** shall be eligible for payment for services outside their spoke of duties as a Director ~~above and beyond their activities as a member outside of their position on the Board as 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.~~**an affirmative vote of two-thirds (2/3) of the elected Directors.**

~~Section 13. (Moved from Article VI, Section 7) ANNUAL REPORT. The Board of Directors shall cause an Annual Report (including a year-end Summary of the financial status of The Association) to be prepared with respect to the activities of The Association for submission to the general membership within 3 months of completion of the fiscal year. Additionally a summary of the previous year's activities and finances shall be provided at the Annual General Meeting. A year-end Summary of the financial status of The Association shall be included in the Annual Report.~~

~~Section 134. (Moved from Article VI, Section 8) SPECIAL REPORT. The Board of Directors may cause a Special Report to be prepared with respect to the activities of The Association by an individual(s) of its choice at any time it deems necessary or appropriate for submission to the Board of Directors or the general membership. A review Review of the current financial status of The Association may be included in the Special Report.~~

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Section 9. ACTION BY THE BOARD; BOARD ACTION WITHOUT A 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 of Directors (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 of Directors 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 (moved from Article III, Section 6)

Section 16. 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 be the Chief Executive Officer and~~ shall have general supervision over all the affairs of The Association. ~~The Election of President shall clearly state that the Immediate Past President role is an automatic part of the role of President.~~ The President shall:
 1. Call and preside at all meetings of the Board ~~of Directors~~, 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 ~~of Directors~~.
 4. Appoint all Committee Chairs ~~or Co-chairs~~, with the approval of the Board ~~of Directors~~.
 5. ~~Appoint all Committee members, following consultation with the Committee Chairs.~~
 6. Serve as Ex-Officio voting member of all Committees except the Nominating Committee and the Bylaws, Policy, and Ethics Committee.
 7. ~~Present the Annual Report of the Corporation at the Annual Meeting of the general membership of The Association.~~
 8. Provide recognition by the Association of honors and awards ~~with the Seal of the Association.~~ Award Presidential Citations as deemed appropriate by the President. ¶
 9. ~~Collaborate with the Nominating Committee to identify and recommend candidates for the Board of Directors candidates for appointment as Directors at Large.~~
 10. Oversee, supervise, and work collaboratively with the Executive Director.
 11. Appoint members of College of Fellow Jury., ~~per College of Fellows Organizational Handbook with Standards and Procedure.~~
- b.
- c. 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.
- d. VICE PRESIDENTS. There shall be two (2) Vice Presidents, ~~who of the Board of Directors shall~~, in the absence or disability of the President, perform the duties and exercise the powers of that office, and perform ~~In addition they shall perform~~ such other duties and have such powers as the Board ~~of Directors~~ 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.
- e.
- f. TREASURER. ~~The In general 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 ~~of Directors~~, the Treasurer may delegate any of these responsibilities to the ~~Executive Director or~~ paid staff of The Association. ~~The Treasurer and the Executive Director shall be bonded.~~

- g. 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 VI *(Moved from previous location)*

~~OFFICE OF THE EXECUTIVE DIRECTOR~~

- Section 1. EXECUTIVE DIRECTOR. The Board ~~may~~ shall 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 fulfilment of its mission. ~~OFFICE OF THE EXECUTIVE DIRECTOR. The Board of Directors shall establish an Office of the Executive Director to execute the business and operations of The Association. The office of the Executive Director shall consist of an Executive Director appointed by the Board of Directors, and any other salaried staff, as deemed necessary by the Board. ¶~~
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Section 2. ~~RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR. The Executive Director serves under the general supervision of the President in accordance with policies established by the Board of Directors, pursuant to Article III, section 1 of these Bylaws. The Executive Director is responsible for participating in and/or performing the planning and executing of programs as determined by the Board of Directors from time to time and those duties as described in the Position Description on file in The Association office. The Executive Director is also responsible for the daily operations of The Association office and in so doing directs the implementation of the policies of The Association as determined by the Board of Directors. The Executive Director shall be bonded. ¶~~
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Section 3. ~~MANAGEMENT OF THE OFFICE. The Executive Director shall have full control over the operation of the Office and shall be responsible for the employment, supervision or termination of all salaried employees or any other persons engaged by contract or in any other way with The Association, who have been approved by the Board of Directors, pursuant to Article III, Section 1 of these Bylaws. ¶~~
- Section 24. 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 of Directors, which may remove the Executive Director by a two-thirds (2/3) vote of the full Board of Directors, pursuant to Article III, Section 1 of these Bylaws.

ARTICLE VIII *(Moved from previous location)*

~~BUSINESS AND OPERATIONS OF THE ASSOCIATION~~

- Section 1. EXECUTIVE OFFICE. The Association shall establish its Executive Office or branch offices in such location(s) as the Board of Directors may deem necessary or appropriate, pursuant to Article III, Section 1 of these Bylaws. 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. ~~CORPORATE SEAL. The Corporate Seal of The Association shall be in the form impressed hereon, and shall reside in the Executive Office of The Association, or with the Executive Director or the Executive Director's or their designee.~~
- Section 23. 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, or, as directed by the President, one of the members of the Executive Committee Vice Presidents, or Treasurer or (b) on the occasion of the unavailability of the President, or direction for alternate signatory, the Executive Director. This person may instruct the Executive Director affix the Corporate Seal thereto. The Board of Directors, pursuant to Article III, Section 1 of these Bylaws, 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. The person authorized by these Bylaws or the Board of Directors to sign any instrument on behalf of The Association may affix the Corporate Seal thereto.

Section 43. FINANCIAL.

- a. FISCAL YEAR. The fiscal year of The Association shall be ~~January 1 July 1~~ through ~~December 31 June 30~~ unless otherwise ~~determined~~ordered by the Board of Directors, pursuant to Article III, Section 1 of these Bylaws.
- 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 or~~ under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under such agreements, instruments and delegations of powers as the Board of Directors, pursuant to Article III, Section 1 of these Bylaws may from time to time prescribe or authorize.
- d. ACCOUNTS. The Board of Directors 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 of Directors, pursuant to Article III, Section 1 of these Bylaws, shall appoint ~~an~~the 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 mannersummary. ~~A summary of year-to-date finances shall be presented to the membership at the Annual General Meeting. The accountant's year-end summary shall be presented to the membership at the Annual General Meeting and appear in the Annual Report of The Association. The accountant shall also audit or review the accounts of The Association and prepare a mid-year summary as the Board deems, as the Board of Directors deem necessary or appropriate. An accountant's mid-year summary if deemed necessary or appropriate by the Board of Directors shall be distributedpresented to the Board. of Directors for distribution.~~
- f. INVESTMENTS. The Board of Directors shall authorize, ~~or any Committee of the Officers or Directors authorized to do so by the Board of Directors, may~~ the investment of the funds of The Association subject to such policies as the Board shall determine in such manner as the Board of Directors, pursuant to Article III, Section 1 of these Bylaws, or such Committee shall in its judgement 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.

~~Section 5. (Moved from Article I, Section 5) USE OF APT International LOGO AND NAME. ¶~~

¶

~~a. The use of logo and name of APT International shall be pursuant to the Logo and Name Policy. ¶
With written authorization and instruction from The Association, Standing Committees, Ad Hoc Committees, Technical Committees and any other group (such as conference sponsors and co-sponsors) having a direct affiliation with The Association, shall use the name 'The Association for Preservation Technology International' and the APT International logo on all official communications. Where appropriate, the language shall be English, French and Spanish and in that order of preference. ¶~~

¶

~~b. With written authorization and instruction from The Association, Chapters of The Association shall use the name 'The Association for Preservation Technology International' and the APT International logo on all official communications. ¶~~

¶

~~c. In either case "official communications" include, but are not limited to, member directories, advertisements, technical publications, program announcements, letterheads, newsletters, and websites. ¶~~

¶

~~d. In all cases the APT International logo shall appear in the form specified within the APT International Style Guide, with equal prominence to that of any other symbol or logo. Where it is used in a combined design the APT International logo must retain the integrity of the font design and its proportions. ¶~~

¶

~~e. Upon written request from entities legally separate from APT International, may be authorized by APT International to promote an event as sponsored or co-sponsored by APT International. Prior written authorization must be acquired prior to use of the name or logo of APT International as a sponsor or co-sponsor of events or other activities. ¶~~

ARTICLE VIII (Moved from previous location)

MEETINGS OF THE ASSOCIATION

~~Section 1. (Moved from Article III, Section 13) Section 6. PRESIDING OFFICER. The President of The Association shall preside over the meetings of the Board of Directors, the Executive Committee, and the members. In the event the President is unable to preside at a meeting, the Executive Committee shall appoint the Presiding Officer. ¶~~

~~Section 2. ATTENDANCE. Members (including one representative for each member) shall have the right to attend and/or participate in all business to be conducted at any Annual General Meeting or Special Meeting of the Association meeting. Unless serving as a Director, Members may attend meetings of the Board only upon invitation by the President.~~

~~Section 2. MINUTES. Responsibility for taking minutes of a meeting, whether it be the Annual General Meeting, Board of Directors 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 307. PARLIAMENTARY PROCEDURE. The rules as contained in the latest version of Robert's Rules of Order Revised shall guide the Association in conducting meetings of any kind, but shall not be binding, all cases to which they are applicable and to which they are not inconsistent with the Articles of Incorporation or these Bylaws.~~

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 of Directors. Notice of the time, place and agenda of the Annual General Meeting shall be approved by the Officers and be given by the Treasurer to all members. Such notice shall be given, at least thirty (30) days prior to the date assigned for the meeting. ¶¶

~~Section 2. PURPOSE OF THE ANNUAL GENERAL MEETING.~~

- b. PURPOSE. The Annual General Meeting shall be held for the purpose of presenting key items from receiving annual reports from the Officers, the Executive Director, Committees, and Chapter Representatives and such business appropriate to the meeting that are including but not limited to: the announcement of the election of Officers and Directors, financial health of The Association, and the transaction of such business appropriate to the meeting as proposed by the members of the Board of Directors and for such items programs 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 536. SPECIAL MEETINGS OF THE ASSOCIATION.

- a. SPECIAL MEETINGS. Special Meetings of The Association (i.e. Special Membership Meetings) may be called by Resolution of the Board of Directors 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 65. ~~(Moved from Article III, Section 11) BOARD OF DIRECTOR MEETINGS AND SPECIAL BOARD MEETINGS.~~

- a. BOARD MEETINGS. There shall be at least four (4) meetings of the Board of Directors per year, including one adjacent to the Annual General Meeting. Meetings shall be held at such times as the Board of Directors 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 of Directors meetings. The President must call a Special Meeting upon petition in writing of three (3) Directors and/or Officers. 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 telephone, electronically, or other legal communication systems by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means shall be considered to be present in person at the meeting. that provides for people to come together to discuss one or more topics.
- 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 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.

~~Section 4. REPRESENTATION OF MEMBERSHIP. Members (including one accredited representative for each group or organizational member) shall have the right to attend or to participate in all business to be conducted. ¶¶~~

~~¶¶ Section 5. PROXY VOTE. Each member entitled to vote at a meeting of the members may authorize another member to act for him/her by proxy~~

~~¶¶ Section 6. PRESIDING OFFICER. The President of The Association shall preside over the meetings of the Board of Directors, the Executive Committee and the members. In the event the President is unable to preside at a meeting, the Executive Committee shall appoint the Presiding Officer.~~

~~Section 7. (Moved to Article 3, Section 13) ANNUAL REPORT. The Board of Directors shall cause an Annual Report to be prepared with respect to the activities of The Association for submission to the general membership at the Annual General Meeting. A year-end Summary of the financial status of The Association shall be included in the Annual Report.~~

~~Section 8. SPECIAL REPORT. The Board of Directors may cause a Special Report to be prepared with respect to the activities of The Association by an individual(s) of its choice at any time it deems necessary or appropriate for submission to the Board of Directors or the general membership. A Review of the current financial status of The Association may be included in the Special Report.~~

ARTICLE IVIII (Moved from previous location)

COMMITTEES

~~Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall be empowered to act on behalf of the Board of Directors in all matters pertaining to the Association in intervals between meetings of the Board of Directors except on matters in which the action proposed is in violation of accepted policies, procedures, and goals of the Association as defined by the Bylaws or decisions of the Board of Directors and as defined in a policy. The Board of Directors may delegate any of its powers and authorities to the Executive Committee. The Executive Committee shall consist of no less than four (4) and no more than seven (7) members. The President shall appoint the Executive Committee, with approval by affirmative vote of the full Board, which shall consist of the Officers, past President, and no more than three (3) any other elected members of the Board of Directors the President may desire to appoint. No more than one (1) person employed with or acting as a Ddirector for any given Government, Government funded organization, Government department, incorporated organization or unincorporated organization shall serve on the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum.~~

- a. ~~At its first meeting following the Annual General Meeting of The Association, the President shall appoint the Executive Committee which shall consist of the Officers and any other elected members of the Board of Directors the President may desire to appoint. The Executive Committee shall consist of no less than four (4) and no more than seven (7) members. No more than one (1) person employed with or acting as a director for any given Government, Government funded organization, Government department, incorporated organization or unincorporated organization shall serve on the Executive Committee. ¶¶~~

~~b. A majority of the members of the Executive Committee shall constitute a quorum.~~

Section 12.

~~STANDING COMMITTEES. The Board of Directors may establish such Standing Committees as necessary, legally required, or appropriate to accomplish the purpose, the aims, and objectives of The Association as stated herein. 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 of only Officers and other Directors and the Executive Director, Standing Committees shall be majority composed of Directors and, with approval by the Board, may include non-Director Association members in good standing. Unless designated otherwise, as an Executive Committee, Task Force, or Technical Committee, all committee(s) of the Association shall be Standing Committees and shall be comprised of members in good standing. Each Standing Committee shall have been given approved objective(s) approved by the Board of Directors 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 of Directors at any time. The Standing Committee may be continued or disbanded, with appropriate conditions and charges assigned for the coming year. Each Standing Committee shall make an Annual Report to the Board of Directors.~~

- a. ~~EXECUTIVE COMMITTEE. The Executive Committee shall be the only committee of The Association empowered to act on behalf of the Board of Directors in all matters pertaining to The Association in intervals between meetings of the Board of Directors except on matters in which the action proposed is in violation of accepted policies, procedures, and goals of the Association, by which action is reserved to the full Board by these Bylaws, the Articles, or by the District of Columbia Nonprofit Corporations Act, as defined by the Bylaws or decisions of the Board of Directors and as defined in a policy. The Board of Directors may delegate any of its powers and authorities to the Executive Committee, subject to the above limitation. The Executive Committee shall consist of no less than four (4) and no more than nine (9) seven (7) members. The President shall appoint the Executive Committee annually, with approval by affirmative vote of the full Board, which shall consist of the Officers, past President, and no more than three (3) any other elected members of the Board of Directors the President may desire to appoint, subject to the approval of the full Board. No more than one (1) person employed with or acting as a Director for any given Government, Government funded organization, Government department, incorporated organization or unincorporated organization shall serve on the Executive Committee. 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 at least three, but no more than 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. Unless designated as an Executive Committee, AD HOC or Technical Committee, all~~

~~committee(s) of the association shall be Standing Committees.¶~~

~~¶~~

~~e. Each Standing Committee shall be given an objective(s) by the Board of Directors to enable them to accomplish the purpose, the aims and the objective(s) of the Association as stated herein. Subject to the wishes of the Board of Directors, the Standing Committee objective(s) may be amended at any time.¶~~

~~¶~~

~~f. Each Standing Committee shall make an annual report to the Board of Directors. Subject to the wishes of the Board of Directors, the Standing Committee may be continued or disbanded at that time, with appropriate conditions and charges assigned for the coming year.¶~~

~~¶~~

~~g. Standing Committees shall be comprised of members in good standing.¶~~

~~¶~~

~~¶~~

~~Section 3. AD HOC COMMITTEES/TASK FORCES. The President or the Board of Directors may establish such Task Forces as necessary or appropriate to accomplish such purposes and with such powers as it shall see fit. Each Task Force/Ad Hoc Committee shall make an Annual Report to the Board of Directors and, subject to the wishes of the Board of Directors, may be continued or disbanded at that time, with appropriate conditions and charges assigned for the coming year. Ad Hoc Committees and Task Forces shall be comprised of members in good standing.¶~~

~~a. The President or the Board of Directors may establish such Ad Hoc Committees as necessary or appropriate to accomplish such purposes and with such powers as it shall see fit. Any such Ad Hoc Committee may formulate its own rules of procedure, subject to such regulations or directions from the President with the approval of the Board of Directors.¶~~

~~¶~~

~~b. Each Ad Hoc Committee shall make an annual report to the Board of Directors and, subject to the wishes of the Board of Directors, may be continued or disbanded at that time, with appropriate conditions and charges assigned for the coming year.¶~~

~~¶~~

~~c. The President with the approval of the Board of Directors may appoint Chairs and Co-Chairs of AD HOC committees. Terms of appointment shall be for one (1) year.¶~~

~~¶~~

~~d. AD HOC Committees shall be comprised of members in good standing.¶~~

~~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 Advisory 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. Section 34. TECHNICAL COMMITTEES. The Board of Directors may establish Technical Committees comprised of members in good standing, with a focus on specific preservation technology issues. The purpose and intent of these committees is to advise the Board of Directors on policies and practices related to the technical areas of preservation, develop technical information and educational programming for dissemination, and collaborate with assist other committees in advancing the dissemination of technical information.¶~~

~~a. Advise the Board of Directors on policies and practices related to the technical areas of preservation.¶~~

~~¶~~

~~b. Develop technical information for dissemination.¶~~

~~¶~~

~~e. Assist the other APT International 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 they 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 35. COMMITTEE MEMBER REMOVAL. The Board of Directors at its discretion may remove a Committee member with or without cause, ~~pursuant to a procedure adopted by the Board of Directors.~~ Removal will be immediate upon an affirmative vote by a two-thirds (2/3) vote of the full Board of Directors, ~~pursuant to Article III, Section 1 of these Bylaws.~~

Section 46. 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, unless approved by a unanimous vote of the Executive Committee an affirmative vote of two thirds (2/3) of the elected directors.~~

~~¶ Committee members may be paid out of pocket expenses properly incurred by them with the approval of the President and upon submission of an itemized and receipted expense list presented to the Treasurer.¶~~

ARTICLE XIX

COLLEGE OF FELLOWS

Section 1. PURPOSE. The College of Fellows ~~is was~~ established by the Board, ~~within The Association, of Directors of The Association~~ to advise the Board of Directors 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 of Directors, to serve on Committees, ~~advance forward~~ initiatives and programs, and in any other capacities as determined by the Board of Directors.

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 of Directors, 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. GENERAL DUTIES. The College shall establish an Administrative Committee to represent the college in routine matters, appoint a Liaison to the Association's Board of Directors, establish standing committees and special committees as needed, request support from APT for its activities or conversely provide support to APT for its activities, maintain an archive of all official documents and correspondence pertaining to the activities of the College, amend its standards and procedures at its discretion, create Task Forces to address specific issues, and meet all the policies approved and followed in the current APT Policy Manual.¶~~

~~¶ Section 34. ELIGIBILITY, NOMINATIONS, EVALUATION, AND SELECTION.¶~~

~~a. Eligibility for the College of Fellows is as follows:¶~~

~~i. FELLOWS. A candidate, to be considered eligible for nomination, shall be a member in good standing of APT International and have been a member in good standing for at least five (5) years.¶~~

~~ii. HONORARY FELLOWS. Honorary Fellows: All membership requirements are waived. Deceased individuals may be nominated and elected to be Honorary Fellows.¶~~

¶

~~b. Nomination, Evaluation, and Selection of candidates shall be approved by the College of Fellow Selection Jury under the Standards and Procedures of the College.~~

~~Section 4. NOMINATION OF CANDIDATES. ¶~~

~~CALL FOR NOMINATIONS. The deadline for the call for nominations shall be set at least six (6) months prior to the date of the next Annual General Meeting. ¶~~

~~g. NOMINATION PROCEDURES. ¶~~

~~1. Nominations for Fellows may be made in one (1) of three (3) ways: ¶~~

~~a. Nomination by five (5) APT International members in good standing. ¶~~

~~b. Nomination by the Board of a Chapter in good standing. ¶~~

~~c. Nomination by the Board of Directors of APT International. ¶~~

~~2. A candidate may be nominated up to three (3) years in succession. Each nomination must be a new form. A waiting period of one (1) year shall be required prior to accepting the nomination for a candidate unsuccessful for three (3) consecutive years. ¶~~

~~3. Nominations for Honorary Fellows can be made by any of the methods described herein. ¶~~

~~Section 5. EVALUATION AND SELECTION. ¶~~

~~a. Fellows shall be elected by a Jury named for such purpose and which shall operate under The Standards and Procedures of the College. ¶~~

~~b. A four-fifths (4/5) majority of the Jury shall be required for designation as a Fellow. ¶~~

~~c. All candidates for Honorary Fellow shall be evaluated by the Jury following the same Standards and Procedures and defined therein. ¶~~

~~d. A four-fifths (4/5) majority of the Executive Committee and the Jury shall be required for designation as an Honorary Fellow. ¶~~

~~Section 6. JURY. ¶~~

~~a. The Jury shall be a Committee of the College of Fellows. ¶~~

~~b. The Jury shall consist of five (5) members: three (3) Fellows selected by the College, one (1) Member at Large, and one (1) member of the Board of Directors. The President with the approval of the Board of Directors shall appoint the member at large and the member of the Board of Directors to the Jury. ¶~~

~~c. TERMS. ¶~~

~~1. Each Fellow juror shall serve one (1) three (3) year term, the terms to be staggered so that one Fellow juror is replaced annually. ¶~~

~~2. The Member at Large shall serve concurrent one (1) year terms. ¶~~

~~3. The member from the Board of Directors shall serve concurrent one (1) year terms. ¶~~

~~4. A juror may not succeed him/herself and shall be eligible for reappointment after one (1) year. ¶~~

~~5. A juror appointed to fill an unexpired term may be reappointed if the unexpired term was less than half of a full term. ¶~~

~~d. The chairperson shall be the Fellow with the greatest seniority on the Jury. In the event of equal~~

~~seniority, the Board shall appoint the Chair.¶~~

~~¶~~

~~e. Members of the Jury shall not be eligible for nomination to the College of Fellows during their term on the Jury.~~

~~Section 7. ADMINISTRATIVE COMMITTEE. The College of Fellows shall establish leadership and other committees as needed per the Standards and Procedures of the College of Fellows. ¶~~

~~Section 38. RIGHTS OF FELLOWSHIP. Once elected to the College of Fellows, a Fellow is a member of The College of Fellows in perpetuity, with all the rights, privileges and responsibilities associated with membership in the College of Fellows, including the right to use Fellow, APT International (FAPT) as outlined in The Standards and Procedures of the College of Fellows.~~

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 49. FELLOW REMOVAL. A Fellows may be stripped of all rights if he/she/they have been removed from membership in APT International. The Association with cause as determined by the sole discretion of the Board upon the recommendation by the College of Fellows to the Board. as for cause as outlined in Article II, Section 7a of pursuant to these Bylaws.~~

ARTICLE IX

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 4. 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 5. SUSPENSION OR TERMINATION OF PRIVILEGES. The Board has the authority to withdraw privileges with or without cause upon the affirmative vote of two-thirds (2/3) of the full Board, based on policy and Code of Ethics, pursuant to these Bylaws. Privileges shall cease immediately upon the affirmative vote of two-thirds (2/3) of the full Board and official notification by the Executive Director.

ARTICLE IX ¶

¶

NOMINATIONS ¶

¶

~~Section 1. NOMINATING COMMITTEE. At the next regular meeting of the Board of Directors following the Annual General Meeting, the President shall appoint, with the approval of the Board of Directors pursuant to Article III, Section 1 of these Bylaws, a Nominating Committee shall be composed of three (3) members: two (2) members from the general membership and one (1) elected member from the Board of Directors who shall serve as the Chairperson. ¶~~

~~¶~~

~~Section 2. DUTIES OF THE NOMINATING COMMITTEE. In order to provide the Board of Directors with equitable representation of geographic areas, membership disciplines and related target groups, the duties of the Nominating Committee shall be: ¶~~

~~¶~~

- ~~b. To advise the Board of Directors on matters relevant to the composition of the Board of Directors and/or the Nominating Committee.¶¶~~
- ~~c. To advise the Board of Directors of matters relevant to the operation and procedures of the Nominating Committee.¶¶~~
- ~~d. To recommend members to fill available positions.¶¶~~
- ~~e. To receive nominations for Directors and Officers made by petition signed by not fewer than six (6) members in good standing and delivered to the Chair of the Nominating Committee or the Executive Director not less than ninety (90) days prior to the Annual General Meeting.¶¶~~
- ~~f. To ensure that the Ballots and Proxies are distributed to members in good standing at least sixty (60) days prior to the Annual General Meeting. To oversee the opening, counting and recording of the results of the Executed Ballots and Proxies that may be received by the Chair of the Nominating Committee no later than one (1) hour prior to the date and time of the Annual General Meeting.¶¶~~
- ~~g. To present the slate of nominees for Officers and Directors to the general membership for election at the Annual General Meeting.¶¶~~
- ~~h. To report results of elections by ballot or proxy at the Annual General Meeting.¶¶~~
- ~~i. To collaborate with the President to identify and recommend to the Board of Directors candidates for appointment as Directors at large.¶¶~~
- ~~j. To inform any Director, Officer or Director at Large who has failed to attend at least half (50%) of the Board of Directors meetings in any year that he/she is to be dropped from the Board, pursuant to a procedure adopted by the Board of Directors. The Board of Directors may, because of extenuating circumstances, waive this attendance requirement by an affirmative vote of two-thirds (2/3) of the Board of Directors, pursuant to Article III, Section 4 of these bylaws.¶¶~~

~~ARTICLE X¶¶~~

~~BYLAWS, POLICY AND ETHICS COMMITTEE¶¶~~

~~Section 1. BYLAWS, POLICY AND ETHICS COMMITTEE. At the next regular meeting of the Board of Directors following the Annual General Meeting, the President with the approval of the Board of Directors, pursuant to Article III, Section 1 of these Bylaws, shall appoint a Bylaws, Policy and Ethics Committee to serve for the following year. The Bylaws, Policy and Ethics Committee shall be composed of three (3) members: two (2) members from the general membership and one (1) member from the College of Fellows who shall serve as the Chairperson.¶¶~~

~~Section 2. DUTIES OF THE BYLAWS, POLICY AND ETHICS COMMITTEE. In order to provide oversight to the Board of Directors, the duties of the Bylaws, Policy and Ethics Committee shall be:¶¶~~

- ~~a. To advise the Board of Directors on all matters pertaining to Bylaws, policy and ethical conduct pertaining to the administration of The Association.¶¶~~
- ~~b. To advise the Board of Directors or the general membership that the Bylaws and policies of The Association have been violated or require revision.¶¶~~
- ~~c. To review the Bylaws and Policies of The Association on an annual basis and to report the results of any review to the Board of Directors or the general membership as the committee may deem appropriate.¶¶~~
- ~~d. In the event the results for The Association's elections for Directors, Officers or any other vote or balloted vote by the general membership, are challenged by any member of The Association, to~~

~~appoint a scrutinizer(s) to review the nomination and balloting process to prevent the occurrence of corruption or genuine mistakes and to certify to the membership and the Board of Directors and members of The Association the final ballot results. ¶~~

- ~~e. In the event the results for any vote or balloted vote by the Board of Directors, is challenged by any member of The Association, to appoint a scrutinizer(s) to review the vote or balloting process to prevent the occurrence or appearance of corruption or genuine mistakes and to certify to the Board of Directors and members of The Association the final ballot results. ¶~~
- ~~f. To ensure that any proposed bylaw amendments are circulated to the general membership for comment for sixty (60) days from the date of distribution or until the next Annual General Meeting, whichever comes first. ¶~~

ARTICLE XI

CHAPTERS

Section 1.

~~REGIONAL CHAPTERS. The Association may have Affiliates, which it shall call regional Chapters. The Chapters shall be either which will be separate legal entities from the Association or organized groups of members of The Association within regional proximity that may not constitute a separate legal entity. These chapters shall not be controlled or managed by The Association. The Association may have Affiliates, which are groups of APT members within regional proximity and are not a separate legal entity.~~

- ~~a. All Officers of the Chapters shall be members in good standing of APT International. ¶~~
- b. ESTABLISHMENT. ~~Such regional~~ 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. ~~and Affiliates may be established by the Board of Directors, upon formal petition of four (4) members of the Association. In order to form a Chapter or Affiliate, the Association and the Chapter or Affiliate must agree upon and sign a legal document defining the relationship between the Association and the Chapter and/or Affiliate.~~
- ~~c. The Chapter shall make explicit in all its dealings that it is a separate entity from the Association and holds it harmless of any problems that might arise from its operation. ¶~~
- ~~d. Each Chapter may pass its own Bylaws or Rules and Regulations provided that the Chapter ensures that such Bylaws or Rules and Regulations are compatible with the goals of the Association. ¶~~
- ~~e. Chapters shall have the right to utilize the APT logo and name, pursuant to the APT Policy requirements in these Bylaws. ¶~~
- f. DISASSOCIATION. ~~If a regional Chapter or Affiliate~~ has, in the judgement of the Board, failed to meet 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 persons(s) that have signed the legal agreement on behalf of the Chapter. ~~the governing board 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 of the Association 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). ¶~~

~~g. ¶~~

~~ESTABLISHMENT OF CHAPTERS. The Board of Directors shall be empowered to establish Chapters of APT International, which shall have the aims, and objectives of The Association, upon formal petition of four (4) members of The Association.~~

~~¶
Section 2. MEMBERSHIP. All officers of the Chapter shall be members in good standing of APT International.~~

~~¶
Section 3. BYLAWS. Each Chapter may pass its own Bylaws or Rules and Regulations provided that such Bylaws or Rules and Regulations are compatible with the goals of The Association. A copy of each Chapter's bylaws or rules and regulations shall be on file in the main office of The Association.~~

~~¶
Section 4. LIABILITY. The Association shall not be liable for debts incurred or contracts entered into by the Chapters. A copy of each Chapter's current financial statement shall be on file in the main office of The Association.~~

~~¶
Section 5. REPORT TO THE BOARD OF DIRECTORS. Each Chapter of The Association shall submit a report in writing of Chapter activities during the preceding year to the Board of Directors not less than twenty-four (24) hours prior to the Annual General Meeting of the general membership.~~

~~¶
Section 6. SPONSORSHIP. Upon written request from Chapters, the Board of Directors may authorize the Chapter to promote an event as sponsored or co-sponsored by APT International. Chapters may only use the name or logo of APT International as a sponsor or co-sponsor of events or other activities when prior written authorization and instruction(s) from the Board of Directors have been received approving such use.~~

~~ARTICLE XII~~

~~RECOGNITION BY THE ASSOCIATION~~

~~¶
Section 1. AWARDS. The Board of Directors shall establish awards as it deems appropriate.~~

~~¶
Section 2. STYLE. All certificates, awards, and other presented documents associated with recognition by The Association, including Board of Directors or Executive Committee awards, Publications awards, Presidential Citations, Certificates of Completion of courses or study programs, and all other tangible certificates, shall be consistent with the design criteria specified in the APT International Style Guide.~~

~~¶
Section 3. SEAL. The Seal of The Association shall be affixed only to certificates and awards made by the Board or the President of The Association.~~

ARTICLE XII

AMENDMENTS TO THE BYLAWS

Section 1. AUTHORITY. The Board of Directors is authorized and empowered to adopt, repeal, and amend the Bylaws of The Association for Preservation Technology International, Inc.

Section 2. PROCEDURE. To become effective, the proposed changes(s) must be: Accepted by the elected Board of Directors, pursuant to Article III, Section 4 of these Bylaws; Circulated to the general membership for comment for thirty-sixty (360) days from the date of distribution or until the next Annual General Meeting, whichever comes first; and Approved by majority vote of the Board of Directors at the close of the comment period as herein described.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Section 1. ~~Moved to Article VI, Section 7)~~ PARLIAMENTARY PROCEDURE. The rules as contained in Robert's

~~Rules of Order Revised shall govern The Association in all cases to which they are applicable and to which they are not inconsistent with the Articles of Incorporation or these bylaws.¶~~

¶
Revised (January 21, 2019~~MONTH DATE, 2025~~)

Drafted for Revision (January 30, 2025)