



The Association for Preservation Technology International Bylaws

PREAMBLE

The Association for Preservation Technology International was founded in July 1968 at a meeting of preservation professionals from Canada and the United States of America held at the Stanley House on the south shore of the Gaspé Peninsula at New Richmond, Quebec. In its policies, practices and operations APT International shall justly reflect this joint heritage. Further, every effort shall be made to recognize and include international participation.

ARTICLE I

NAME, PURPOSE, ORGANIZATION

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

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.** The organization shall be comprised of the membership as hereinafter described.

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.
- 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. 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 or as determined by the Board of Directors.
- Section 6. **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.
- Section 7. **REMOVAL.**
- a. The Board of Directors may remove a member of The Association for cause pursuant to a procedure adopted by the Board of Directors. Membership shall cease immediately upon the affirmative vote of two-thirds (2/3) of the Board of Directors, pursuant to Article III, Section 1 of these bylaws.
 - b. Members not renewing their annual memberships by payment of dues thirty (30) days following the due date shall be removed from membership in The Association without further notice.
- Section 8. **CODE OF ETHICS.** APT has adopted a Code of Ethics to guide members in the conduct of their professional practice.

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. 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(e))
- 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 BOARD OF DIRECTORS MEMBERS. The Board of Directors shall consist of not more than twenty-two (22) members; sixteen (16) elected (including the Past President) and six (6) Directors-at-Large, and not less than thirteen (13) members; ten (10) elected (including the Past President) and three (3) Directors-at-Large. No more than three (3) 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.

Section 3. QUALIFICATIONS.

- 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 Board member within the previous five (5) years.

Section 4. PAST PRESIDENT. The immediate Past President shall, upon election of a successor to the Office of President, remain a member of the Board of Directors for no more than one (1) two- (2) year term.

Section 5. DIRECTORS-AT-LARGE.

- a. 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 6. OFFICERS. The officers of The Association shall be a President, two Vice-Presidents and a Treasurer.

- a. PRESIDENT. The president shall be the Chief Executive Officer and shall have general supervision over all the affairs of The Association. 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 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. Award Presidential Citations as deemed appropriate by the President.
 - 9. Collaborate with the Nominations Committee to identify and recommend to the Board of Directors candidates for appointment as Directors-at-Large.
- b. VICE-PRESIDENTS. The Vice-Presidents of the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition they shall perform such other duties and have such powers as the Board of Directors shall prescribe.
- c. TREASURER. 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. With the approval of the Board of Directors, the Treasurer may delegate any of these responsibilities to the Executive_Director of The Association. The Treasurer shall be bonded.

Section 7. ELECTIONS AND TERM. The Directors and Officers, with the exception of the Directors-at-Large, shall

be elected by the members of The Association at the Annual General Meeting and shall serve terms of two (2) years. The terms shall commence at the conclusion of the Annual General Meeting at which they were elected.

- a. 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.
- b. 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. After this, an Officer shall be ineligible for re-election as a Director, Officer or appointment as a Director-at-Large for two (2) years except for the office of Past-President.
- c. The term of the President and Vice-President shall be concurrent and staggered with the term of the Treasurer.

Section 8. RESIGNATION. A Director, Officer or Director-at-Large 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.

Section 9. REMOVAL. The Board of Directors at its discretion may remove any elected Officer or Director, or appointed Director-at-Large 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 Board of Directors, pursuant to Article III, Section 1 of these bylaws.

Section 10. VACANCIES. Any vacancy for whatever reason occurring among the Directors or Officers shall be filled by a member of The Association recommended to the Board of Directors by the Nominating Committee and in accordance with these bylaws. The member shall be elected 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 telephone, email, mail, facsimile or other legal communication system. A Board member so elected shall serve the unexpired term of the person vacating the position, and shall be eligible for election to successive terms in accordance with these bylaws.

Section 11. 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. 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. 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. QUORUM. One half (1/2) of the current elected members of the Board shall constitute a quorum.

Section 15. REMUNERATION. The Directors, Officers and Directors-at-Large shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. At the discretion of the President, 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 of an itemized and receipted list of such expenses submitted to the Treasurer.

ARTICLE IV

COMMITTEES

Section 1. EXECUTIVE COMMITTEE.

- 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.
- c. 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 and goals of The Association as defined by the bylaws or decisions of the Board of Directors. The Board of Directors may delegate any of its powers and authorities to the Executive Committee.

Section 2. STANDING COMMITTEES. The Board of Directors may establish such Standing Committees as necessary or appropriate to accomplish the purpose, the aims and objectives of The Association as stated herein.

- a. Unless designated as an Executive Committee, AD HOC or Technical Committee, all committee(s) of the association shall be Standing Committees.
- b. 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.
- c. 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.
- d. Standing Committees shall be comprised of members in good standing.

Section 3. AD HOC COMMITTEES

- 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 4. **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:

- a. Advise the Board of Directors on policies and practices related to the technical areas of preservation.
- b. Develop technical information for dissemination.
- c. Assist the other APT International Committees in advancing the dissemination of technical information.

Section 5. **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 Board of Directors, pursuant to Article III, Section 1 of these bylaws.

Section 6. **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.

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 V

COLLEGE OF FELLOWS

Section 1. **PURPOSE.** The College of Fellows is established by the Board 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 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, pursuant to Article III, Section 1 of these bylaws, provided they do not conflict with or contradict the bylaws of The Association.

Section 3. **ELIGIBILITY.**

- a. **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.
- b. **HONORARY FELLOWS.** All membership requirements are waived. Deceased individuals may be nominated and elected to be Honorary Fellows.

Section 4. **NOMINATION OF CANDIDATES.**

- a. 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.
- b. NOMINATION PROCEDURES
 - 1. Nominations for Fellows may be made in one (1) of three (3) ways:
 - i. Nomination by five (5) APT International members in good standing.
 - ii. Nomination by the Board of a Chapter in good standing.
 - iii. 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 8. 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 9. REMOVAL. A Fellow is stripped of all rights if he/she has been removed from membership in APT International for cause as outlined in Article II, Section 7a of these bylaws.

ARTICLE VI

OFFICE OF THE EXECUTIVE DIRECTOR

- Section 1. 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, pursuant to Article III, Section 1 of these bylaws.
- 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 will be responsible for recording, distributing and maintaining timely and accurate meeting minutes at all Executive Committee and full Board meetings. The Executive Director shall be bonded.
- 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 4. 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 Board of Directors, pursuant to Article III, Section 1 of these bylaws.

ARTICLE VII

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.
- 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.
- Section 3. EXECUTION OF INSTRUMENTS. Deeds, transfers, assignments, contracts, obligations, certificates and

any other instrument in writing requiring the signature of The Association shall be signed by one: (a) the President, or, as directed by the President, one of the 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 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 4. **FINANCIAL.**

- a. **FISCAL YEAR.** The fiscal year of The Association shall be July 1 through June 30 unless otherwise ordered by the Board of Directors, pursuant to Article III, Section 1 of these bylaws.
- b. **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 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.
- c. **ACCOUNTS.** The Board of Directors shall cause to be kept proper books of account with respect to:
 - 1. all sums of money received and expended by The Association and the matters in respect of which receipts and expenditures take place;
 - 2. all sales and purchases by The Association;
 - 3. all assets and liabilities of The Association;
 - 4. all other transactions affecting the financial position of The Association.
- d. **ACCOUNTANT.** The Board of Directors, pursuant to Article III, Section 1 of these bylaws, shall appoint the accountant for the financial year to audit the accounts of The Association and to prepare a year-end summary. 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 of Directors deem necessary or appropriate. An accountant's mid-year summary if deemed necessary or appropriate by the Board of Directors shall be presented to the Board of Directors for distribution.
- e. **INVESTMENTS.** The Board of Directors, or any Committee of the Officers or Directors authorized to do so by the Board of Directors, may invest the funds of The Association in such manner as the Board of Directors, pursuant to Article III, Section 1 of these bylaws, or such Committee shall in its judgment determine.

ARTICLE VIII

MEETINGS OF THE ASSOCIATION

Section 1. **ANNUAL GENERAL MEETING.** The Annual General Meeting of The Association 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.** The Annual General Meeting shall be held for the purpose of receiving annual reports from the Officers, the Executive Director, Committees, and Chapter Representatives, the election of Officers and Directors, the transaction of such business appropriate to

the meeting as proposed by the members of the Board of Directors and for such programs as may be authorized.

- Section 3. **SPECIAL MEETINGS.** Special meetings of The Association 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.
- 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. **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 anytime 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 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:
- a. To advise the Board of Directors on matters relevant to the composition of the Board of Directors and/or the Nominating Committee.
 - b. To advise the Board of Directors of matters relevant to the operation and procedures of the Nominating Committee.
 - c. To recommend members to fill available positions.
 - d. 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.

- e. 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.
- f. To present the slate of nominees for Officers and Directors to the general membership for election at the Annual General Meeting.
- g. To report results of elections by ballot or proxy at the Annual General Meeting.
- h. To collaborate with the President to identify and recommend to the Board of Directors candidates for appointment as Directors-at-large.
- i. 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 1 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. 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 XIII

AMENDMENT 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:
- a. Accepted by the Board of Directors, pursuant to Article III, Section 1 of these bylaws.
 - b. 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.
 - a. Approved by majority vote of the Board of Directors, pursuant to Article III, Section 1 of these bylaws. at the close of the comment period as herein described.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

- Section 1. 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)