

ACCESSIBILITY PROFESSIONALS ASSOCIATION (APA) BYLAWS

National Association

ARTICLE I - ORGANIZATION, MISSION, AND OFFICES

Section 1 Organization

Section 2 Mission

Section 3 Offices

ARTICLE II- MEMBERS AND ASSOCIATES

Section 1: Classes of Members and Associates

Section 2: Dues

Section 3: Voting Rights

Section 4: Termination of Membership

Section 5: Resignation

Section 6: Reinstatement

Section 7: Transfer of Membership

ARTICLE III – APA CHAPTERS

ARTICLE IV - MEETINGS OF MEMBERS

Section 1: Annual Meeting

Section 2: Special Meetings

Section 3: Place of Meeting

Section 4: Notice of Meetings

Section 5: Informal Action by Members

Section 6: Quorum

Section 7: Manner of Acting

Section 8: Voting by Mail and Electronic Mail

ARTICLE V - BOARD OF DIRECTORS

Section 1: General Powers

Section 2: Number, Tenure, and Qualifications

Section 3: Regular Meetings

Section 4: Special Meetings

Section 5: Notice

Section 6: Quorum

Section 7: Manner of Acting

Section 8: Vacancies and Removal

Section 9: Compensation

Section 10: Informal Action by Directors

ARTICLE VI - OFFICERS

Section 1: Officers

Section 2: Tenure and Qualifications

Section 3: Removal

Section 4: Vacancies

Section 5: President

Section 6: President-Elect

Section 7: Treasurer

Section 8: Secretary

ARTICLE VII - COMMITTEES

Section 1: Standing

Section 2: Committees Special

Section 3: Committees Term of Office

Section 4: Chairperson

Section 5: Vacancies

Section 6: Quorum

Section 7: Rules

ARTICLE VIII- CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: General Provision Section 2: Contracts

Section 3: Checks, Drafts, etc.

Section 4: Deposits

Section 5: Gifts

ARTICLE IX - CERTIFICATES OF MEMBERSHIP

Section 1: Certificates of Membership

Section 2: Issuance of Certificates

ARTICLE X - BOOKS AND RECORDS

Section 1: Maintenance

Section 2: Independent Audit

ARTICLE XI – APAC – APA AGREEMENT OF SUPPORT

ARTICLE XII - FISCAL YEAR

ARTICLE XIII - WAIVER OF NOTICE

ARTICLE XIV - AMENDMENTS TO BYLAWS

ARTICLE XV- ADOPTION OF BYLAWS

ARTICLE I

ORGANIZATION, MISSION, AND OFFICES

Section 1: Organization

Accessibility Professionals Association (“APA”) is a 501(c)(3) nonprofit organization as defined by IRS rules and shall operate in accordance with the laws governing the State of Texas and the Internal Revenue Service. The organization will operate for the benefit of its membership and to serve those general purposes as more specifically defined by its members and Board of Directors.

Section 2: Mission

APA’s mission is promoting disability accessibility standards in the built environment through continuing education and through its Jim Boyce Memorial Scholarship Program.

Section 3: Offices

APA shall maintain its principal office in the State of Texas. APA may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine or as the affairs of APA may require from time to time.

APA shall have and continuously maintain in the State of Texas a registered agent of record with the Texas Secretary of State. The address of the principal office and the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERSHIP AND ASSOCIATES

Section 1: Classes of Members and Associates

APA shall have the following types of memberships: Professional Membership, Retired Membership, and Group Membership. The qualifications and rights of the classes shall be as follows:

Professional Member– Persons employed in a field related to accessibility in the built environment, pursuing a degree related to accessibility in the built environment, or otherwise interested in accessibility in the built environment.

Retired Member - Any APA member may apply for Retired status if

1) the member either

- a) has been in good standing in APA for five successive years immediately prior to application, or
- b) has had a total of at least ten successive or non-successive years of membership in the Association, and has been a member in good standing for at least three successive years immediately preceding the application for Retired membership; and

2) the member either

- a) has attained the age of 65 and is retired from the profession of accessibility, or
- b) is so incapacitated as to be unable to work in the profession.

Retired status waiver by the Board of Directors

The Board of Directors, in exceptional circumstances and for adequate cause, and on an individual basis, may waive

1. all or part of the period of membership required for Retired status; and/or
2. the age requirement for Retired status; and/or
3. the requirement that an applicant for Retired Member status must be an APA member at the time of the application, so long as the individual was an APA member in good standing within one year before submitting application for Retired status
4. further discounts may be approved by the board if the individual stays actively involved in committee work

Group Membership – Discounted memberships are available to organizations with five or more individuals that are members of APA.

Student Membership – May be established and approved by the Board of Directors. Student Members do not have voting rights.

Honorary, Fellow and Emeritus Status: May be established and be approved by the Board of Directors.

Dues

Annual dues shall be set by the Board of Directors. Dues for retired members will be discounted at 50%, and dues for group memberships will have the following discount policy: discount on membership dues for members from companies which have requested to participate in the group discount program and which maintain five or more APA members; the amount of the discount shall be determined by the Board of Directors. Dues shall not be prorated for any class of Member without consent of the majority members of the Board.

Section 3: Voting Rights

Members, with the exception of Student Members, have the formal right to vote for the election of Directors, and have a formal say in the sale of assets and the merger or dissolution of the organization. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4: Termination of Membership

The Board of Directors, by a majority vote of the Board where a quorum is present, may suspend or expel a Member upon recommendation of a special committee appointed by the President for the purpose of the following;

1. Violation of the Member Code of Ethics, or
2. In the event a Member's recognized state license has been suspended or revoked by the jurisdiction having the authority as defined by Professional Membership.

Members under consideration for termination will be notified of the review of their membership and given thirty (30) days to respond. Reinstatement may be considered as set forth in Section 6 of this Article.

Section 5: Resignation

Any Member may resign by filing a written resignation with the Secretary. Dues paid, if any, shall not be refunded.

Section 6: Reinstatement

Upon written request signed by a former Member and filed with the Secretary, the

Board of Directors may, by majority vote of the Members of the Board, reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7: Transfer of Membership

Membership in this Association is not transferable or assignable.

ARTICLE III

APA CHAPTERS

The Board of Directors, by a majority vote of the Board where a quorum is present, may set policies for the creation of and regulation of Chapters of APA. Chapters may have territories designated by the Board of Directors. Chapters shall comply with all IRS rules governing the tax-exempt status for 501(c)(3) non-profit organizations and conduct themselves in a manner consistent with the APA bylaws, the most recently promulgated Ethics Code of APA, and other policies established by the APA Board of Directors, including the APA Chapter Policy document.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1: Annual Meeting

An annual meeting of the Members shall be held in the first quarter of each year for the purpose of electing or ratifying the election of Directors and Officers and for the transaction of such other business as may come before the meeting. If the election or

ratification of Directors and Officers is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be done.

Section 2: Special Meetings

Special meetings of the Members may be called by the President, the Board of Directors, or not less than one tenth of the Members having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate any place, either within or outside the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of APA in the State of Texas.

Section 4: Notice of Meetings

Written notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, or by electronic mail or messaging to each Member entitled to vote at such meeting, not less than ten (10) or more than sixty-five (65) days before the date of such meeting, by or at the direction of the President, the Board, the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by these bylaws, the purpose for which the meeting is called shall be stated in the notice. For a special meeting, any notice reasonable under the circumstances shall be deemed sufficient.

Section 5: Informal Action by Members

Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 6: Quorum

Members holding one-third of the votes entitled to be cast, in person or by proxy, shall constitute a quorum.

Section 7: Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the Members present or represented by proxy at a meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Section 8: Voting by Mail and Electronic Mail

Where Directors or Officers are to be elected by Members, such election shall be voted on at the annual meeting of the association or may be conducted by mail or electronically in such manner as the Board of Directors as approved by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Texas but shall be Professional members of the Association.

Section 2: Number, Tenure and Qualifications

The number of Directors shall be seven (7) and shall consist of the President, President-Elect, Secretary, Treasurer and three at large Directors. The Board of Directors may designate their Presiding Officer and Recording Secretary as needed. Each Director shall serve a two-year term; however, the terms shall be staggered such that the terms of all Directors will not run concurrently. Each Director shall hold office until his or her term expires and until his or her successor has been qualified and elected by the voting Members of the Association. Directors may be reelected for a subsequent two (2) year term but cannot serve longer than six (6) consecutive years. If a Director has served on the Board in any capacity for a period of four (4) consecutive years, the fifth and sixth years would have to be as secretary, treasurer or president elect/president and after six (6) consecutive years, he or she shall not be eligible to serve on the Board for a period of two (2) years. An at large director may run for another office after 1 year of service on the Board of Directors or any interval thereafter provided he or she may not be an at large director for more than four (4) years. Each nominee for Director shall have been a Member of the Association for two consecutive years from the effective date of the nominee becoming a member of the Board of Directors. The President-Elect shall have previously served on the Board, or as an Officer in order to qualify for nomination.

The board may invite a non-voting member of the accessibility public sector to serve on the Board..

Section 3: Regular Meetings

A regular meeting of the Board of Directors shall be held quarterly. The Board of Directors may provide by consensus the time and place, either within or outside the State of Texas, for the holding of regular meetings of the Board.

Section 4: Special Meetings

Special meetings of the Board of Directors shall be called by or at the request of the President, President Elect, or any two Directors for matters requiring board action. The time and place of the special meeting shall be determined in the same manner as stated for regular meetings.

Section 5: Notice

Notice of any meeting of the Board of Directors shall be given at least two days prior thereto by notice delivered or sent by electronic mail or message to each Director at his or her address or email address as shown by the records of the Association.

Notification, if by U.S. mail, shall be given at least five business days prior to any meeting. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the first-class postage thereon prepaid.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The use of electronic mail or other means of communication shall be considered a meeting under this section.

Section 7: Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8: Vacancies and Removal

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Directors may be removed from office, with or without cause after a hearing, by a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present and as permitted by and in accordance with the laws of the State. Directors under consideration for removal will be given a thirty (30) day notice prior to the hearing.

Section 9: Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the

Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving APA in any other capacity and receiving compensation therefore.

Section 10: Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VI

OFFICERS

Section 1: Officers

The Officers of the Association shall be a President, a President-Elect; a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. New offices may be created and filled at any meeting of the Board of Directors. Such Officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2: Tenure and Qualifications

The President-Elect will serve a period of one year and assume the duties of President for the next consecutive year after serving as President-Elect. The President and President-Elect shall also serve concurrently as members of the Board of Directors. The

tenure and qualifications shall coincide with those stated for the Board of Directors found under Article V, Section 2 of these bylaws. The Secretary and Treasurer shall serve for a period of two (2) years at the elected position. The tenure and qualifications shall coincide with those stated for the Board of Directors found under Article V, Section 2 of these bylaws.

Section 3: Removal

Any Officer may be removed by the Board of Directors as stipulated under Article V, Section 8 of these bylaws.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term as stipulated under Article V, Section 8 of these bylaws.

Section 5: President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the Members. He or she may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of the Association; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: President-Elect

In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of APA; receive and give receipts for moneys due and payable to APA from any source whatsoever, and deposit all such moneys in the name of APA in such banks, trust companies or other depositories, and shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall be responsible for filing any and all required forms and taxes required by Federal, State or local governments for the execution of the business of APA, and to insure compliance with IRS regulations governing 501(c)(3) tax exempt organizations.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings of the Members and shall archive the records in accordance with Article X electronic records; see that all notices are duly given in accordance with the provisions of these bylaws or as

required; be custodian of the corporate records; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; keep a register of each Chapter and all relevant contact information for each Chapter; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9: Past President

The President shall serve as Past President immediately following the end of their term. The Past President shall be an ex-officio member (nonvoting) of the board and shall be entitled to participate in any executive sessions of the board of directors.

ARTICLE VII

COMMITTEES

Section 1: Standing Committees

The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more Standing Committees, to the extent provided in a resolution, shall have and exercise the authority of the Board of Directors in the management of APA, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any Member or any Director or Officer of APA; accepting or authorizing any new Chapter, or revoking the Charter of any Chapter; amending the Articles of Association; restating Articles of Association; adopting a plan of merger or adopting a plan of consolidation with another association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of APA; authorizing the voluntary dissolution of APA or revoking proceedings therefore; adopting a plan for the distribution of the assets of APA; or amending, altering or

repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. All Standing Committees shall report to the Board of Directors.

Section 2: Special Committees

Other committees not having and exercising the authority of the Board of Directors in the management of APA may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of APA. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of APA shall be served by such removal.

Section 3: Term of Office

Each member of a Standing Committee shall continue as such until the next annual meeting of the Members of APA and until his or her successor is appointed, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof, or unless such member resigns.

Each member of a Special Committee shall continue until the committee is terminated, or unless such member is removed from such committee, or unless such member ceases to qualify as a member thereof, or unless such member resigns.

Section 4: Chairperson

One member of each committee shall be selected as chairperson by the committee. Committee chairpersons shall be responsible for reporting their activities to the Board of Directors. They from time to time may be asked to participate in meetings of the Board of Directors.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The use of electronic mail or messaging or other means of communication shall be considered a meeting under this section.

Section 7: Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws; however, such rules shall be approved by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: General Provision

No part of net earnings of the organization shall inure to the benefit of or be distributed to, its members, directors, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation or expenses for services rendered and to make payments in furtherance of purposes set forth in these bylaws.

Section 2: Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of APA, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of APA, and such authority may be general or confined to specific instances. Contracts for goods and services shall be reviewed yearly and prior to the expiration or renewal date of any contract, by a Special Committee appointed by the Board of Directors, for the purpose of ensuring best value and for other reasons as may be determined by the Board. Contracts for terms longer than two years cannot be entered into except with the approval of the Board.

Section 3: Checks, Drafts, etc.

All checks, drafts or orders for the payment of notes or other evidences of indebtedness issued in the name of APA, shall be signed by such Officer or Officers, agent or agents of APA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, President, or President-Elect. Any such instrument shall be approved by the President, President-Elect or by the Board.

Approval of the payment shall not be allowed solely by the beneficiary of the payment.

Section 4: Deposits

All funds of APA shall be deposited from time to time to the credit of APA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5: Gifts

The Board of Directors may accept on behalf of APA any contribution, gift, bequest or devise for general purposes or for any special purpose of APA.

ARTICLE IX

CERTIFICATES OF MEMBERSHIP AND ASSOCIATESHIP

Section 1: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the APA, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or President-Elect and by the Secretary. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of APA. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

Section 2: Issuance of Certificates

When a member has been certified for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX. When an associate has been certified for associateship and has paid any initiation fee and dues that may then be required, a certificate of associateship shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of associateship under the provisions of Section 1 of this Article IX.

ARTICLE X

BOOKS AND RECORDS

Section 1: Maintenance

APA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office, or under control of the Treasurer and Secretary, unless otherwise required by the Board of Directors, a record giving the names and addresses of the Members entitled to vote. All books and records of APA may be inspected by any Member, or his or her agent or attorney, for any proper purpose provided notice of 10 business days is given to any member of the Board of Directors to allow the collection of the requested materials at any reasonable time. Books and records may be kept in electronic format.

Section 2: Independent Financial Review

APA may hire a Certified Public Accountant (CPA), for the purpose of performing an independent financial review of the books and records or policies and procedures of APA and for other reasons as may be determined by the Board of Directors. Such CPA shall not be a Member of APA or be related to a Member of APA either by family or by a direct business relationship, and shall be entirely independent of APA, its Chapters, its members, directors, officers, or other private persons or firms receiving the benefit of compensation, whether directly or indirectly, under Article VIII, Section 3.

ARTICLE XI

APAC – APA AGREEMENT OF SUPPORT

THIS AGREEMENT OF SUPPORT is entered into effective as of November 11, 2022, by the Accessibility Professionals Association (“APA”) to support the Accessibility Professionals Association Certification Program (“APAC”) Council “(Council)” to ensure an ongoing professional certification program that is both psychometrically sound and legally defensible, and consistent with APA’s nonprofit and tax-exempt purposes and mission;

WHEREAS, the APA Board of Directors and the Council have approved the general principles of this Agreement of Support in recognition of the Council’s authority and autonomy with respect to the APAC certification program, and desire to memorialize the policy determinations for operation of the program in a written document;

NOW, THEREFORE, the following terms are agreed upon:

1. APA is committed to continue to support the Council and APAC credential through:
 1. supporting the APAC Council’s autonomy in decision making over essential certification activities;
 2. including and supporting the APAC credential in APA activities and

communications; 3. assuring funds for activities essential to the maintenance and growth of the certification program, including ongoing operations, periodic funding needs (e.g., job analysis), and extenuating circumstances (e.g., to redress a breach of security); and

4. maintaining fiduciary oversight of the relationship between APA and the APAC Program.

2. The APAC Council is committed to

1. maintaining the program in accordance with industry standards;
2. providing sound fiscal management that covers ongoing and planned expenses; 3. providing APA members an appropriate membership discount reflective of APA's support of the credential;
4. including APA representation on the APAC Council;
5. incorporating recognition of APA in APAC branding as appropriate;
6. contributing any excess annual revenue above expenses to APA to support the maintenance of APA financial reserves; and
7. providing status reports to the APA Board documenting compliance with this agreement.

3. APA's Board Policies shall be updated to include an acknowledgement of the Council and its purpose, and to denote that an Agreement of Support is in place to define the relationship between APA and the Council. The agreed acknowledgment and definition of relationship, respectively, are as follows:

1. The APAC Council. The purpose of the APAC Program is to designate accessibility professionals who demonstrate the knowledge essential to the practice of accessibility. The APAC Council has sole and independent authority in all matters pertaining to certification, including standard setting, exam development, fiscal management, administration, and disciplinary action.
2. APA and Council relationship. APA Board Policies shall at all times be fully consistent and compliant with the terms and conditions contained in the

Agreement of Support. Any change in the relationship must be approved by both the APA Board and the Council.

4. The Council governance structure and appointment process shall be consistent with the following principles:

1. The Council shall be solely responsible for its internal governance structure and appointment process, which shall incorporate a commitment to engagement, transparency, diversity, and a responsiveness to stakeholder interests, reflecting current best practices and requirements of accredited certification bodies. The Council shall retain the right to develop policies and procedures (e.g., alternate term limits) different from other APA groups in order to maintain the quality and integrity of the certification process. A stated rationale shall be made public by the Council to document such variances.

2. As deemed appropriate by the Council, the Council's appointment processes and volunteer experience shall incorporate (and be incorporated in) APA's volunteer appointment and volunteer experience policies and procedures (such as the call for volunteers, volunteer recognition, and volunteer reimbursement policies).

3. As an essential stakeholder in the APAC Program, the Council shall include an APA representative as a voting member. The APA President shall be provided the opportunity to nominate an individual to serve as the APA representative to the Council. The nominee must meet the requirements for service designated by the Council.

5. With respect to funds for the Council, the Council will

1. budget, in collaboration with APA, to achieve a breakeven financial position, including the anticipated projected costs for the job analysis study and other projects essential to conducting effective and thorough certification and renewal activities;

2. not engage in fundraising or activities outside the scope of certification and renewal activities; and

3. follow APA policies for fiscal management (such as procedures for bidding contracts), but shall retain the right to develop policies and procedures different from other APA groups. When such variance is deemed by the Council as desirable to maintain the quality and integrity of the certification process, a stated rationale shall be made public by the Council.

6. With respect to staffing for the APAC Program:

1. The APA Certification Project Manager will report to the Council on policy and implementation matters essential to the integrity of the credential such that the APAC Program retains autonomy in decision making over all essential certification activities.

2. APA shall be responsible for all aspects of human resource administration for credentialing staff.

7. APA is committed to continue to support the APAC credential through the assurance of funds for activities essential to maintenance of the certification program to industry standards, including support for ongoing operations, periodic job analysis, and extenuating circumstances related to the security and integrity of the certification process.

8. The Council shall undertake its best efforts to earn and maintain accreditation of the APAC Program to demonstrate its maintenance of certification industry standards. The Council shall also undertake to conduct the certification program and all activities in accordance with its established Standing Rules and Policies ("Policies"), all applicable APA policies and procedures, and the terms of this Agreement. The Council agrees to notify APA of any changes to the Policies.

ARTICLE XII

FISCAL YEAR

APA's fiscal year shall begin on January 1 and end on December 31 in each year.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Association or the bylaws of APA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XV

ADOPTION OF BYLAWS

The foregoing Amended and Restated Bylaws of APA are hereby adopted by the undersigned, being all the Directors of APA on September 13, 2024.

Notwithstanding any other provisions of these articles, the organization and its Chapters shall not carry any other activities not permitted to be

carried on by an organization exempt from federal income tax under Section 501(c)(3) of the IRS Code.