



# **Asian Pacific Islanders for Professional and Community Advancement (APCA)**

## **APCA National Bylaws**

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# **National Bylaws of Asian Pacific Islanders for Professional and Community Advancement**

A California Nonprofit 501(c)(3) Corporation

## **ARTICLE I: ORGANIZATION NAME AND AFFILIATION**

### **Section 1.0 – Name**

The name of this corporation shall be Asian Pacific Islanders for Professional and Community Advancement, referred to herein as APCA.

### **Section 1.1 - Principal Office**

The general transaction of business will be conducted in Contra Costa County, California, or as designated by the National Board. Remote offices and/or additional chapters may be established by amendment and stipulated under the Bylaws.

## **ARTICLE II: PURPOSE**

### **Section 2.0 – The purpose of this corporation is as follows:**

APCA is a nonprofit educational organization, within the meaning of Section 501(c)(3) of the Internal Revenue Code, focused on representation of Asian Pacific Islanders employed by AT&T. **As used in this document, “AT&T” means AT&T Inc. and its wholly owned subsidiaries.** APCA exists to:

2.0.A The purpose of APCA is primarily oriented toward active employees:

2.0.A.1 Create opportunities to develop and enhance the leadership skills of individuals interested in personal advancement, public service and corporate volunteerism.

2.0.A.2 To serve as a valued Employee Resource Group (“ERG”) for our AT&T employers through active participation and visible support of programs and activities that help to enhance the image and promote closer ties between APIs and Non-APIs at work and in the community.

2.0.A.3 To support charitable purposes providing information and assistance to Asians and Pacific Islanders, economically and educationally disadvantaged communities.

2.0.A.4 To interact positively through community services with an Asian Pacific Islander (API) emphasis.

2.0.A.5 To educate the public on the rich heritage; diverse cultures and valued traditions of APIs.

2.0.A.6 To primarily support the common ideals and mutual ideals and values of other employee and business resource groups.

2.0.A.7 Encourage partnerships and alliances between corporations and non-profit organizations that promote philanthropy for the benefit of the entire community.

2.0.A.8 To perform all other acts necessary or incidental to the above and to do whatever it deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of APCA.

### **ARTICLE III: MEMBERSHIP AND DUES**

#### **Section 3.0 – Membership, Membership Eligibility & Entitlements:**

##### **3.1 General Membership & Lifetime Active Membership Category**

General Membership & Lifetime Active Membership shall be open to active employees of AT&T (employed by AT&T Inc. and/or one of its wholly owned subsidiaries) and retirees of AT&T (retired from AT&T Inc. and/or one of its wholly owned subsidiaries) who subscribe to the purposes of the organization and do not work for a company that directly competes with AT&T, and who voluntarily completes and signs a membership form with a duly recognized chapter. Membership in a chapter shall constitute membership in APCA.

3.1.A Membership Rights – General Membership & Lifetime Active Membership members are entitled to:

- 3.1.A.1 One vote in officer elections
- 3.1.A.2 Run for an officer position
- 3.1.A.3 Participate in activities
- 3.1.A.4 Receive membership communications
- 3.1.A.5 Attend all types of events

##### **3.2 Associate Membership & Lifetime Associate Membership Category**

Associate Membership & Lifetime Associate Membership shall be open to former employees of AT&T (employed by AT&T Inc. and/or one of its wholly owned subsidiaries) so long as they do not work for a competitor or engage in a competing business in any fashion. This category is also open to members of a current employee's or retiree's immediate family or household (unless they work for a competitor of AT&T).

3.2.A Membership Rights – Associate & Lifetime Associate members have the following guidelines:

- 3.2.A.1 Cannot assume board or leadership positions
- 3.2.A.2 Do not have voting rights

3.2.A.3 Do not have access to proprietary information connected to company or ERG projects or initiatives

3.2.A.4 May participate in activities

3.2.A.5 May receive membership communications

3.2.A.16 May attend all types of events

### 3.2B. Members-at-Large

Members-at-large are general, lifetime or associate members located in cities or states without an active chapter. They have the same benefits and rights as defined under general, lifetime or associate members. Annual or lifetime membership dues are paid to the national treasurer, and 100% of the dues become part of the national budget.

3.3 Termination - Any membership in APCA shall automatically terminate upon the member accepting employment or contract work with a competitor of AT&T.

3.4 Dues or Other Fees of Chapters - The amount of dues shall be set annually by the National Board of Directors. Membership dues are due annually by October 1<sup>st</sup> and should be collected by the chapter Membership Officer and remitted to the National Treasurer or his/her designee.

3.5 Dues Allocation - 50% of the membership dues collected by the local chapter shall be allocated for nationwide APCA activities such as the APCA Scholarship Fund, contributions to community organizations, including Employee Resource Groups, and other APCA activities, on behalf of APCA to benefit the entire membership.

## ARTICLE IV: CHAPTERS

### Section 4.0 - Local Chapters - APCA shall have local chapters.

4.1 Formation of Local Chapters - A 2/3 majority vote of the APCA Executive Council shall be required to authorize the formation of APCA chapters. The chapters shall be known as APCA "name of chapter" Chapter.

4.1.A Each chapter shall adopt a handbook that is consistent with the provisions of these bylaws and the APCA Operations Manual. It shall define and describe the policies, procedures and other pertinent information of the chapter.

4.1.B Chapters shall have at least five (5) officers consisting of a president, vice president, secretary, membership, and treasurer or public information officer. The term of office shall be two years. They shall not hold the same office for more than two consecutive terms. A chapter may, at its discretion, have additional officers to support its local operating needs.

4.1.C Each chapter shall submit an annual budget to the National Treasurer by October 1<sup>st</sup> for the next fiscal year. The budget shall include an itemized list of any income that will be generated by the local chapter through new memberships and membership renewals, and

local fundraising efforts. The budget shall also include an itemized list of any expenses for local activities and contributions. Local expense budget shall not exceed the annual income less 50% of the membership dues. Any expenses not used as programmed in the budget default to the National APCA fund.

4.1.C.1 All income collected by the local chapters shall be sent to the National Treasurer for deposit in the National APCA Account. Budgeted expenses from local chapters will be paid by submitting a request with proper documentation to the National Treasurer. The National Treasurer shall maintain a current financial status of APCA and provides reports to the National Board and the local chapters.

4.1.C.2 Each chapter may establish a local bank account under the dual control of the chapter president and chapter treasurer as a central repository for local funds used to pay for small incidental budgeted expenses. Local funds are replenished by submitting receipts and a detail report of how the funds were spent to the National Treasurer.

4.1.D Each APCA chapter must establish a process for encouraging local membership, and is required to provide an updated list of its members in good standing using a nationally standardized format, certified by the local chapter secretary, to the National Secretary October 1<sup>st</sup> annually. An initial list of members shall be required during the formation process as a prerequisite to chapter formation approval.

4.1.E Each chapter shall designate one of their officers to be the National Board delegate. Chapters in good standing, represented by their National Board delegate are entitled to voting privileges at APCA National Board meetings.

4.1.F Each chapter will have the flexibility of assigning different positions and titles, but must have positions for the following purposes:

4.1.F.1 To document time spent on community events and community service programs.

4.1.F.2 To run at least one local charitable fundraising event to help fund local membership activities and/or a community cause consistent with the mission and goals of APCA.

4.2 Certificate of Formation - Upon approval by the National Secretary and a 2/3 majority vote of the Executive Council, that the new chapter's handbook/operational manual conforms with the requirements of Section:

4.2.A Upon approval of a 2/3 majority of the Executive Council the chapter shall receive from the National Board a Certificate of Formation setting forth the chapter's privileges and responsibilities. No chapter shall be recognized as such until it has received its Certificate of Formation.

4.3 Where appropriate and beneficial to the organization, financial assistance in an amount and purposes for such expenditure(s) are needed to support the formation of a new chapter may be granted upon majority approval of the APCA National Board.

4.4 Limitation and Restriction - No chapter may engage in any activity in contravention of this operations handbook that would destroy APCAs nonprofit character and exemption under Internal Revenue Code Section 501(c)(3).

4.5 Chapter Directory - Chapters shall annually submit a current list of its members and officers in good standing, to the National Secretary. The lists are due on October 1<sup>st</sup> and shall serve as the basis for National membership privileges and the determination of chapter dues when applicable.

4.6 Voluntary Withdrawal - Any chapter may begin the process of withdrawal from APCA by providing a letter of intent to the APCA National Secretary signed by the chapter officers stating with specificity the reasons for the decision to give notice of withdrawal. If the deficiencies have not been corrected in the opinion of the chapter within ninety (90) days, a formal notice of withdrawal shall be submitted to the National Secretary signed by the chapter officers. Upon receipt by the National Secretary of the notice of withdrawal, APCA will retract the chapter's Certificate of Formation issued in Section 4.2.

4.7 Involuntary Termination of Certificate of Formation - The National Board shall revoke the charter of any chapter that violates the limitations and restrictions defined in section 4.4 of these bylaws. By a 2/3 majority vote of the National Board, chapters may have their Certificate of Formation revoked. Revocation shall be effective only after the chapter has at least fifteen (15) days' prior written notice of the National Board's intentions to revoke the Certificate of Formation stating with specificity the reasons for this action. The National Board shall provide an opportunity for the chapter to present arguments opposing such action, orally or in writing, at least five (5) days before the effective date of the revocation. Revocation of the Certificate of Formation may only occur at this point with a 2/3 majority vote of the National Board members.

4.8 Reinstatement - Chapters whose Certificate of Formation are voluntarily or involuntarily withdrawn may be reinstated as a chapter in good standing of APCA upon a 2/3 majority approval of the National Board. Chapters seeking reinstatement must issue a written request to the APCA National Secretary in the form of a letter duly signed by all the local chapter officers then in office.

## **ARTICLE V: GOVERNANCE & AUTHORITIES**

### **Section 5.0 - Governance**

The governing bodies of APCA shall be:

- 5.0.A. The Advisory Board;
- 5.0.B. The Executive Council; and

5.0.C. The National Board of Directors;

5.1 Separation of Powers - The purpose of this provision is to stipulate that the National Board of Directors shall, as a general basis, serve as the Legislative body of APCA, while the Executive Council shall, as a general basis, serve as the Executive office of the organization, and the Advisory Board to serve as the oversight or Judicial office of the organization. Specific duties, responsibilities and authority of each governing body are set forth in Articles XI, XII, and XIII.

5.2 General Membership Meeting - A meeting of the APCA members shall be held at least once annually at a date, time, and location determined by the Executive Council. Sixty (60) days prior notice of such meeting shall be given by the National Secretary to the National Board. The National Board members will notify their respective chapter members.

## **ARTICLE VI: THE ADVISORY BOARD**

### **Section 6.0 - Advisory Board Powers**

The Advisory Board shall provide advice and guidance to the Executive Council on the strategic direction of the organization. The Executive Council, in consultation with the National Board, shall incorporate the same into the annual or long-term plan, as appropriate.

6.2 Composition - The Advisory Board, and their terms on the Advisory Board, shall be comprised of the following individuals:

6.2.A Community leaders nominated by the National Board each for a two-year renewable term; and

6.2.B AT&T Officers and Senior Managers each for a two-year renewable term.

6.2.C The total number of Advisory Board members shall not exceed nine (9).

6.3 Ratification - Nominees to the Advisory Board shall be ratified for membership by the Executive Council.

6.4 Qualification - Members of the Advisory Board must subscribe to, endorse, and support the Purpose and Mission of APCA.

## **ARTICLE VII: THE EXECUTIVE COUNCIL**

### **Section 7.0 - Powers and Duties -- The Executive Council**

The Executive Council shall have supervision, control and direction of the management, affairs and property of APCA; shall implement and enforce its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Executive Council may adopt, by majority vote, such rules and regulations for the conduct of its

business and the business of APCA as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility consistent with law. Under no circumstances, however, shall the fundamental and basic purposes of APCA as expressed in the Articles of Incorporation of APCA, be amended or changed; and The Executive Council shall not permit any part of the net earnings, or capital of APCA and its chapters, to be used to directly compensate any member, director, officer or other private person or individual.

7.1 Composition - The Executive Council shall be comprised of the National Officers as defined below plus Delegates of the Executive Council. In accordance with Article XI, the following persons shall be directly elected from the APCA membership to serve on the Executive Council (hereinafter collectively known as “National Officers”):

- The National President
- The National Vice President
- The National Secretary
- The National Treasurer
- The National Information & Systems Officer
- The National Marketing & Public Relations Officer
- The National Membership Officer

7.2 Qualification of Executive Council Members - Any individual may serve as a member of the APCA Executive Council provided that they satisfy the following conditions:

7.2.A That he/she is a member in good standing of a recognized chapter of APCA which itself shall be considered to be a chapter in good standing as stipulated in Article Three; and,

7.2.B That he/she is not currently serving in an officer position(s) of any other chapter of APCA. In the event that a member is duly elected to serve as a Executive Council member while concurrently serving as an officer of a chapter, then he/she shall voluntarily resign such position prior to assuming his/her position on the Executive Council.

7.3 Terms of Office - Executive Council members shall serve for a two year term or until their resignation, removal, retirement, or disqualification; whichever comes first.

7.4 Board Meetings - The Executive Council meetings shall be held from time to time as the Executive Council members prescribe, a minimum of once per year. Meetings may be in the form of face-to-face meetings, telephone conference calls, or a combination of both.

7.6 Quorum - At meetings of The Executive Council, a majority (50% plus 1)of the members then in office shall be necessary to constitute a quorum for the transaction of business.

7.7 Vote Required For Action - Executive Council: Except as otherwise provided in this by-law, the act of a majority of the members of the Executive Council present at a meeting at which a quorum is present shall be the act of the Executive Council members.

7.8 Action By The Executive Council Without A Meeting - Any action required or permitted to be taken at a meeting of the Executive Council or National Board may be taken without a meeting if consent in writing, setting forth the action so taken is signed by all the members of the Executive Council and the National Board. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

## **7.9 Roles, Responsibilities and Duties of Executive Council Members**

### **7.9.A National President**

The National President shall have overall responsibility and authority for managing and directing the internal and external affairs of APCA and have the authority to exercise the powers as prescribed in this manual. He/she shall serve as the presiding officer over all meetings of the Executive Council. The President shall have the authority to commit financial resources of the organization in the course of managing and directing the business affairs of APCA.

### **7.9.B National Vice President**

The National Vice President shall be responsible for organizing and providing oversight management and leadership support of APCAs national committees. He/she will be responsible for recommending and appointing individual members to serve as national committee chairpersons and obtain the Executive Council's confirmation of such appointments. The Vice President shall be responsible for organizing and providing oversight management and leadership support of APCAs national programs: community activities, scholarship programs, disaster relief, and the APCA recognition program. He/she will be responsible to provide leadership for the APCA national professional development conference. In the absence or incapacity of the National President, the Vice President shall assume the National President's powers, roles, responsibilities and authorities in all matters relating to the overall management and direction of the organization.

### **7.9.C National Secretary**

The National Secretary shall have chief responsibility for overall management and supervision of APCAs information and record keeping and historical information. He/she shall give, or cause to be given, notice of all meetings of the National Board and the Executive Council. The Secretary shall attend all meetings of the Executive Council, the National Board and the Annual Membership meeting of APCA. He/she shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other communities when required. He/she shall be under the supervision of the National President. He/she shall collect annual membership lists from local chapter Membership Director. He/she shall be under the supervision of the National President. He/she shall perform such other duties and have such other authority and powers as the Executive Council may from time to time prescribe.

#### 7.9.D National Treasurer

The National Treasurer shall be responsible for organizing and providing oversight management and leadership support of APCAs finance and economic affairs. He/she shall have the custody of the organization's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the organization and shall deposit all monies and other valuables in the name and to the credit of the organization into depositories designated by the Executive Council. The Treasurer shall disburse the funds of the organization as ordered by the National President or the Executive Council, and prepare financial statements each month or at such other intervals as the Executive Council shall direct. The Treasurer shall be authorized to sign checks, drafts, and other orders for the payment of money.

7.9.D.1 If required by the National Council, the Treasurer shall give the organization a bond (and in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Executive Council ) for the faithful performance of the duties of his/her office and for the restoration of the organization, in the case of his/her resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the organization.

7.9.D.2 He/she shall be responsible for collecting all annual chapter dues and income, including any interests or penalties that are applicable, and shall maintain a detailed current listing of all chapters whose accounts are current and delinquent.

7.9.D.3 He/she shall have oversight management responsibility in all financial transactions of the organization and shall collect annual financial reports from each local chapter and submit a consolidated annual financial report for APCA on stating the sources and amount of funds generated and a description of its disposition to for the year just ended by no later than October 31<sup>st</sup>.

7.9.D.4 The Treasurer shall report faithfully and cooperate fully with all requests and instructions concerning APCAs financial reports, issues, data, and transactions. He/she shall make as a top priority, all requests pertaining to APCAs status as a tax exempt organization under Internal Revenue Code Section 501(c)(3).

#### 7.9.E National Information & Systems Officer

The National Information & Systems Officer shall be responsible for organizing and providing oversight management and leadership support of APCAs information and systems needs.

#### 7.9.F National Marketing & Public Relations Officer

The National Marketing & Public Relations Officer shall be responsible for organizing and providing oversight management and leadership support of APCAs public & community relations and business development. He/she will plan and develop strategies to promote APCA via internal and external communications, to increase membership and funding, to establish brand recognition, and to establish liaisons between APCA and other ERGs, other corporations,

and our communities.

#### 7.9 G National Membership Officer

The National Membership Officer shall be responsible for establishing national membership best practices, tracking results of national recruitment efforts, preparing membership tools and programs to be shared with local chapter membership officers, and providing membership updates and communications to local chapters and membership. Duties include oversight of Members-at-Large and meeting membership goals set by the National Board.

#### 7.9.H Delegates of the National Officers

The National Officers are empowered to delegate certain functions to APCA members. Delegates shall serve for no longer than the term of office of the National Officers from whom the delegation was received.

#### 7.9.I Election of National Officers

Election of officers will be staggered as follows:

ODD YEARS: President, Secretary and Information and Systems Officer

EVEN YEARS: Vice President, Treasurer, Marketing and Public Relations Officer

Each National Board Officer shall hold that office for a two-year term. An elected officer may not hold more than two consecutive terms in the same office.

7.9.J Removal or Resignation. An Officer of the National Board may be removed, with cause and by quorum, by a majority of the National Board at any time.

7.9.K Vacancies. Any vacancies shall be filled by appointment by the National Board,. The appointed member shall serve the remainder of the fiscal term.

### **ARTICLE VIII: THE NATIONAL BOARD**

#### **Section 8.0 - Duties and Powers**

The National Board shall:

8.0.A Nominate certain members of the Advisory Board as specified in Article Six;

8.0.B Legislate the policies for APCA;

8.0.C The National Board shall, upon two-thirds (2/3) majority vote of its members, have sole authority to approve and ratify operations manual or part of any provision(s) contained therein. The National Board shall also have the sole authority to approve, upon two-thirds (2/3) majority vote of its members, any changes or additions to this operations manual; and,

8.0.D Serve as an advisory body to the Executive Council.

8.1 Composition, Qualification and Selection of The National Board - The Members of the National Board shall be composed of the following:

8.1.A The Executive Council; and

8.1.B Delegates of the Executive Council; and

8.1.C National Board Delegates of each APCA Chapter.

8.2 The National President shall preside over all meetings of The National Board.

8.3 Term of Office - Each member of The National Board, shall serve for two years unless he/she is removed from office by action of his/her local chapter. This two-year provision shall not apply to the Vice President, PACE Integration whose term expires December 31, 2008,

8.4 Board Meetings - The National Board shall meet at least once quarterly by telephone conference call and at least once annually in person, if possible, dependent upon AT&T corporate travel policy.

8.5 Special Meetings - Special meetings of The National Board may be held from time to time between regularly scheduled monthly and/or annual meetings at such times and at such places as The National Board members may prescribe. Special meetings may be in the form of face-to-face meetings, telephone conference calls, or a combination of both.

8.6 Quorum - At meetings of the National Board, a majority of the members then in office shall be necessary to constitute a quorum for the transaction of business.

8.7 Vote Required For Action - National Board: Except as otherwise provided in this handbook, the act of a majority of the members of The National Board present at a meeting at which a quorum is present shall be the act of the entire National Board.

## **ARTICLE IX: VACANCIES**

### **Section 9.0 - Normal Vacancies**

A Normal Vacancy occurs upon the expiration or termination of a Board or Council member's term of office.

9.1 The National Board shall nominate members of the Advisory Board as set forth in Article Six.

9.2 Local chapters shall be responsible for filling vacancies created by the conclusion or termination of the term of office of their duly designated or elected National Board Delegate.

9.4 Abnormal Vacancies - An abnormal vacancy shall occur when an incumbent Board or Council member resigns or is removed from the office to which he/she is elected to for reasons other than the normal expiration of his/her term.

9.5 Succession of National President -- An abnormal vacancy for the position of National President shall be filled by the incumbent National Vice President who shall serve for the remainder of the unexpired term of this office. If the National Vice President is unable to assume the presidency for any reason, then the National Board shall elect by majority vote of its members a new National President to serve out the remaining term.

9.6 Executive Council vacancies -- An abnormal vacancy for any other position on the Executive Council shall be filled by simple majority vote of the National Board, and he/she shall complete the remaining term of office that was abnormally vacated.

9.7 Committee Leadership vacancies -- A vacancy in any of the national committee leadership positions shall be filled by the Vice President upon majority confirmation of the Executive Council for the unexpired term.

9.8 National Board vacancies -- An abnormal vacancy shall be filled by the local chapter by selection or election.

9.9 Removal of Board/Council Members - Executive Council members who fail to attend at least three (3) consecutive regularly scheduled monthly meetings (by conference call or in person) or cumulatively at least six (6) regularly scheduled monthly meetings during their current term of office, may be involuntarily removed by action of two-thirds (2/3) vote of the members of the Executive Council.

## **ARTICLE X : NATIONAL COMMITTEES**

### **Section 10.0 - National Committees**

The purpose of the National Committees is to provide an Operations Support Structure to assist the Executive Council in administering and undertaking the varied programs, functions and other initiatives of the organization.

National Committees - There may be the following permanent national committees established under the leadership, direction and supervision of the National Vice President. Each national committee shall be managed by a national committee chairperson who shall be appointed by the National Board. These committees may cover:

- Annual Awards Banquet
- Career Advocacy
- Mentoring
- Community Relations
- Fundraising
- Professional Development
- National Conference
- National Scholarship
- Disaster Relief

#### 10.1 Awards Banquet Committee

The purpose of this committee is to plan and co-host, with local chapters, the Annual APCA Awards banquet.

#### 10.2 Career Advocacy

This committee shall be responsible for developing and implementing programs and activities that are intended to support the career and professional advancement of the members.

#### 10.3 Mentoring

This committee shall be responsible for managing the organization's mentoring program. The mentoring program is intended to provide career and personal development opportunities to members. The mentoring program shall be designed to facilitate the members' skills, potential, professional progress, multi-cultural/global awareness and sensitivity.

#### 10.4 Community Relations Committee

This committee shall be responsible for the publication and distribution of the APCA newsletter in such manner and frequency as recommended by this committee and approved by the Executive Council;

#### 10.5 Fundraising

The principal purpose of this committee is to generate, manage and coordinate activities to help raise funds charities designated and approved by the Executive Council.

#### 10.6 Professional Development

This committee is responsible for training and education programs. They shall design and model strategies and plans as appropriate and shall develop, conduct and/or sponsor programs such as symposiums, lectures, conferences, town hall meetings, and use any appropriate media to achieve their goals and objectives.

#### 10.7 Conference

The purpose of this committee is to co-host with a designated local chapter(s) the Annual APCA National Professional Development Conference.

## 10.8 Scholarship

The Scholarship Committee shall be the primary interface with all chapters on matters pertaining to the Scholarship Program and shall perform such duties assigned by the Executive Council.

## 10.9 Disaster Relief – (reserved)

### **ARTICLE XI: ELECTION STANDARDS & PROCEDURES**

11.1 Election of Advisory Board Members - The National Board shall be responsible for electing the Advisory Board.

11.1.A Election of National Officers - The membership of APCA shall be responsible for directly electing National Officers listed in section 7.1, except for the position of Vice President, PACE Integration which shall be filled by appointment to the National Board by vote of the current PACE board only pursuant to section 7.9.

11.2 To simplify the election proceedings while ensuring widest participation from all chapters, the following general procedure shall be observed:

11.2.A Election Officer - The National Board shall designate an Election Officer who will manage and have overall supervision over the elections. The individual selected shall be an incumbent member of the National Board and shall not be a candidate for any of the positions being elected.

11.2.B Any decision of the Election Officer shall be binding and may only be over-ruled upon 2/3 vote of the National Board. Any appeal should be made to the National Board in writing within three (3) calendar days of the date in which such decision is made by the Election Officer.

11.2.C The Executive Council shall determine the date for elections but not earlier than ninety (90) days from the date in which such decision is made.

11.2.D The Election Officer shall -

- Open nominations for the elective positions to all members of APCA by publishing the date, time and nomination procedures at least sixty (60) days prior to the designated election date, and distribute such information to all chapters, the Executive Council, National Committees, and members of the National Council;
- Accept all nominations, including self-nominations of qualified members, and close such nominations at a date no later than thirty (30) days prior to the designated election date;
- Request the National Secretary verify the qualification of all nominees;

- Publish all qualified nominees and any candidate profile information to all Chapter Presidents, the Executive Council, National Committees, and members of the National Board at least fifteen (15) days from the date of elections;
- Preside over the election proceedings during the meeting of the National Board.
- Send the official notice announcing election results to the Councils, Board, and Chapters in a timely manner.

## **Article XII – Corporate Records, Reports and Seal**

**Section 12.0** – The corporation shall keep at its principal office in the State of California:

12.1 Minutes of all meetings of the National Board, committees of the National Board and, if this corporation has members, of all meetings of members indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

12.2 Adequate and correct books and records of account, including accounts of its properties and business transactions and of its assets, liabilities, receipts, disbursements, gains and losses.

12.3 A record of its members, if any, indicating their names and addresses, and if applicable, the class of membership held by each member and the termination date of any membership.

12.4 A copy of the corporation’s Bylaws and Articles of Incorporation as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times.

12.5 The National Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

12.6 Every National Board member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

12.7 Every member of this corporation shall have the right to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the National Board or committees of the National Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person’s interest as a member.

12.8 The National Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation’s fiscal year to all National Board members of the corporation and, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- The assets and liabilities of the corporation as of the end of the fiscal year.
- The principal changes in assets and liabilities during the fiscal year.
- The revenue or receipts of the corporation for the fiscal year.
- The expenses or disbursements of the corporation during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## **ARTICLE XIII: BYLAWS**

### **Section 13.0 - Bylaws**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these Bylaws.

#### 13.1 Amendments

Members of the National Board shall have the power to amend this manual or any part thereof. Action by the Board with respect to amending provisions of this manual shall be taken by the affirmative vote of two-thirds (2/3) of the National Board members then in office, provided that written notice of any action with respect to this handbook or its provision(s) and of the meeting in which that action shall be proposed, shall be provided prior to said meeting.

## **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

### **Section 14.0 - Parliamentary Authority**

The rules contained in Robert's Rules of Order – Revised shall govern the proceedings of this corporation, except in such cases covered by the Bylaws and Standing Rules adopted by the Corporation.

## **ARTICLE XV: MANUAL OF OPERATING PROCEDURES**

### **Section 15.0 - Manual of Operating Procedures:**

The National Board shall cause to be compiled and maintained a Manual of Operating Procedures, in which shall be set forth policies, committee structure and specific responsibilities adopted from time to time, for the conduct and affairs of the corporation. Such policies shall be binding on all persons charged with or engaged in effecting the purposes of the corporation.