

The name of this corporation is the Association of Personal Computer User Groups (from now on referred to as "APCUG" or the "Association.")

## **Article 1. Purpose and Offices:**

### **1.0 Purpose:**

The Association provides support and resources to educate its member groups about technology. APCUG is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding Section of any future federal tax code. Specifically, APCUG shall work to strengthen member User Groups through consulting, education, networking, and resources.

### **1.1 Registered Office and Registered Agent:**

The Association's registered office shall be located in Washington, the District of Columbia. The Association's registered office as of the time these Bylaws were originally adopted is InCorp Corporation in Washington, DC.

### **1.2 Other Offices:**

The Association may have other offices and places of business within and without the District of Columbia, as the Board of Directors may determine.

## **Article 2. Meetings:**

### **2.1 Annual Meeting Place:**

The Association's annual meeting shall be held during the calendar year at a place, date, and time as determined by the Board of Directors after consulting with the Advisor Board (Advisor Board). The annual meeting shall be held as stated in the notice of the meeting, in accordance with Section 3.12. The annual meeting shall be held regardless of whether or not a majority of member user groups' Designated Representatives (Section 2.5) attend.

### **2.2 Annual Meeting Time:** Deleted 4/23/23

### **2.3 Annual Meeting - Order of Business:**

At the annual meeting of the Association, the order of business shall be as follows:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting (or filing waiver).
- (c) Reading of minutes of last annual meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Report of the Advisors.

**2.4 Special Meetings:**

Special meetings of the Association for any purpose may be called, at any time, by the President, the Directors, or at least ten (10) member group Designated Representatives. Such notice shall be provided not less than twenty (20) days before the meeting and include the purpose or purposes for which the meeting is being called.

**2.5 Elections and Voting:**

**2.5.1 Designated Representatives (DR):**

Each member group may designate an APCUG Representative as its DR, the contact for official business and related communications within the Association. The DR shall be entitled to cast a vote for that member group. If a group does not have an APCUG Representative, the President may act as the DR.

**2.5.2 Elections:**

The Board of Directors and Advisor Board shall be elected by ballot during the fourth quarter of each year, using procedures outlined in the Call for Election issued by the Directors per Section 2.6. The same system shall be used for any significant action calling for the vote of all DRs, with one vote per member group.

**2.6 Notice of Meeting:**

Each group shall be contacted when calling an Annual, Special, or Call for Election meeting of the Association, per Section 3.12. The notification shall be sent to the DR and President no less than ten (10) days before the meeting and include the purpose, date, time, location, and other pertinent information. The Call for Election message will include information about the Director and Advisor candidates.

**2.7 Voting Lists:** Deleted 4/23/23

**2.8 Action by Member Groups Representatives without a Meeting:** Deleted 4/23/23

**2.9 Quorum:**

The majority of the votes at any meeting, properly called in accordance with Section 3.12, shall be sufficient to transact business.

**2.10 Proxies:**

Voting by proxy shall not be allowed.

**2.11 Closing of Transfer Books:** Deleted 4/23/23

**2.12 Voting:**

Each member group's DR entitled to vote shall have one vote upon each matter submitted to a vote at a meeting of member groups.

**2.13 Cumulative Voting:**

The right to cumulate votes in the election of Directors or Advisors shall not exist for members of this Association.

**2.14 Voting by Designated Representative:** Deleted 4/23/2023

**Article 3 Board of Directors:**

**3.1 Number and Powers:**

The management of all the affairs, property, and interests of the Association shall be vested in a Board of Directors, consisting of three (3) to seven (7) members, each of whom shall be elected for a staggered term of three years, (except in the case of the initial Board, which shall be subject to initial terms as outlined in the Articles of Incorporation). The Board of Directors shall hold office until their successors are elected and qualify, or they resign or are removed. Directors need not be residents of the District of Columbia. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the member groups.

**3.2 Regular Meetings:**

The Board of Directors shall hold regular meetings during the calendar year using Communications Equipment as stated in Section 3.12. In addition, one meeting shall be held in conjunction with the annual meeting. The meetings shall be open to all Board members, Advisors, Association member group officers, and members.

**3.3 Special Meetings:**

Special online Board meetings may be called by or at the request of the President or any two directors. Notice of each special Board meeting shall be delivered electronically to each Director at least five (5) days before the meeting, in accordance with Section 3.12

**3.5 Quorum:**

A majority of Directors shall constitute a quorum for the transaction of business at any Board meeting. If less than the majority are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. In addition, board members or any committee appointed by the Board may participate in a Board meeting or committee meeting.

**3.6 Manner of Acting:**

A motion approved by the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board.

**3.7 Vacancies:**

Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office and must meet the same requirements of the position as if the nominee were running for election.

**3.8 Removal:**

At a meeting of member groups called expressly for that purpose or a ballot procedure explicitly established for that purpose, one or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote of the Designated Representatives of an absolute majority of the member groups then entitled to vote on the election of Directors. The online meeting shall be held per Section 3.12.

**3.9 Compensation:**

Directors or officers shall not be paid a stated salary. They may be compensated for approved expenses.

**3.10 Presumption of Assent:**

A Director of the Association present at a Board meeting at which action on any Association matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting. They must file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment, or they forward such dissent electronically, as outlined in Section 3.12, to the Secretary of the Association immediately after the meeting adjourns. A Director who voted in favor of such action may not dissent. A Director may abstain from voting.

**3.11 Action Taken by Directors without a Meeting:**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written consent set forth the action is electronically signed by each of the Directors or the Board of Directors according to Section 3.12. Any such written consent shall be inserted in the minute file as if it were the minutes of a Board meeting.

**3.12 Action of Directors by Communications Equipment:**

APCUG meetings may be held utilizing electronic communications that permit all participants to communicate with each other during the meeting. Participation in a meeting under this Section shall constitute the participant being in person at the meeting. Notification of such meetings shall be by electronic email communication that can be verified at a later date.

### **3.13 Executive and Other Committees:**

The Board of Directors may appoint standing or temporary committees, and the Board of Directors may occasionally invest such committees with powers as it sees fit, subject to such conditions as may be prescribed by the Board. A resolution passed by a majority of the Board of Directors may appoint an Executive Committee. It shall have and exercise all of the authority of the Board of Directors, except for recommending amending the Articles of Incorporation, adopting a merger plan, consolidation, dissolution, or recommending dispersing the Association's assets. Any committee shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board shall establish, by duly enacted resolution(s), procedures for notice, addressing, and security required for Board action electronically per Section 3.12.

### **3.14 Nomination Procedure:**

Candidates for the Board of Directors shall be nominated as follows:

#### **3.14.1 By the Board:**

The Board of Directors, by majority vote, may nominate one or more individuals, so long as no nominees have their principal membership in the same member user group as a Director who will continue to serve in the next year.

#### **3.14.2 By Member Groups:**

Each member user group may, but is not obligated to, nominate one or more individuals, so long as no nominee(s) of that member group have their primary membership in the same member user group as a Director who will continue to serve in the next year. The Board must receive notice of each such nomination according to the procedures for notice outlined in these Bylaws and following such procedures as may be developed and published by the Board of Directors.

### **3.15 Election Procedure:**

Elections for the Board shall occur in the fourth quarter of the year, as announced in the Call for Election. Through its DR, each member group may vote for the number of Directors to be elected. The candidates receiving the most votes cast shall be elected. More than one active member from the same group may not be elected as a Director.

The Board of Directors may set forth other election procedures as it deems proper, consistent with these Bylaws and the Articles of Incorporation. Officers may succeed themselves without limitation.

### **3.16 Director and Advisor Meetings:**

The Board of Directors and Advisor Board may have combined meetings. The meetings will be open to member group Officers and members. A meeting may

be closed to all but the APCUG Directors and Advisors or only Directors. Meetings are held per Section 3.12.

#### **Article 4. Board of Advisors:**

##### **4.1 Number and Powers:**

The Advisor Board, consisting of four (4) to seven (7) members, each of whom shall be elected for a staggered term of two (2) years. They shall hold office until their successors are elected and qualify, or they resign or are removed. More than one Advisor from the same user group may not be a member of the Advisor Board. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Advisor Board may exercise all such powers assigned to it by the Board of Directors as if it were a committee of the Board of Directors.

Advisors may succeed themselves without limitation. The Chair and Vice Chair must have served at least one year on the Advisor Board before they may be elected to those offices.

##### **4.2 Regular Meetings:**

The Advisor Board may have combined meetings with the Board of Directors in accordance with Section 3.12.

##### **4.3 Special Meetings:**

Special Advisor Board meetings may be called at the request of the President or the Chair of the Advisor Board or by any two (2) Advisors. The meetings shall be held per Section 3.12

##### **4.4 Notice:**

Notice of each special Advisor Board meeting shall be delivered by electronic means under Section 3.12

##### **4.5 Quorum:**

A majority of the Advisor Board shall constitute a quorum for a business transaction at any meeting held per Section 3.12.

##### **4.6 Manner of Acting:**

A motion approved by the majority of the Advisors present at a meeting at which a quorum is present shall be the act of the Advisor Board.

##### **4.7 Vacancies:**

Any vacancy on the Advisor Board may be filled by the affirmative vote of a majority of the remaining Advisors though less than a quorum of the Advisor Board. An Advisor elected to fill a vacancy shall be elected for the unexpired term

of their predecessor in office and must meet the position's requirements as if the nominee were running for election

**4.8 Removal:**

At a meeting of member groups, held in accordance with Section 3.12 called expressly for that purpose, or a ballot procedure explicitly established for that purpose, one or more members of the Advisor Board (including the entire Advisor Board) may be removed, with or without cause, by a vote of the DRs of an absolute majority of the member groups then entitled to vote on the election of Advisors.

**4.9 Compensation:**

The Advisor Board shall not be paid a salary. By Board of Directors' resolution, Advisors may be paid any expenses incurred while in office.

**4.10 Presumption of Assent:**

An Advisor of the Association present at an Advisor Board meeting where action on any Association matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting. They must file their written dissent to such action with the person acting as the Secretary of the meeting before the meeting adjourns, or they forward such dissent electronically according to Section 3.12 and directed to the Secretary of the Association immediately after the meeting adjourns. An Advisor who voted in favor of such action may not dissent.

**4.11 Action Taken by Advisors without a Meeting:**

Any action required or permitted to be taken at a meeting of the Advisor Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Advisors or the Advisor Board electronically as outlined in Section 3.12. Any such written consent shall be included in the minutes of the meeting

**4.12 Action of Advisors by Communications Equipment:** Deleted 4/23/23

**4.13 Candidates for the Advisor Board shall be nominated as follows:**

**4.13.1 By the Board of Directors:**

The Board of Directors, by majority vote, may nominate one or more individuals, so long as no Advisor Board nominees have their primary membership in the same member user group as an Advisor who will continue to serve in the next year.

**4.13.2 By the Advisor Board:**

The Advisor Board, by majority vote, may nominate one or more individuals so long as no Advisor Board nominees have their primary

membership in the same member user group as an Advisor who will continue to serve in the next year.

**4.13.3 By Member Groups:**

Each member user group may, but is not obligated to, nominate one or more individuals, so long as no nominees of that member group have their primary membership in the same member user group as an Advisor who will continue to serve in the next year. The Board of Directors must receive notice of each such nomination according to the procedures for notice set forth in these Bylaws at the time specified by the Board and announced in either the Call for Election or the Notice of Annual Meeting.

**4.14 Election Procedure:**

Elections for the Advisor Board shall occur at the same time as the Board of Directors. Each member group, through its DR, may vote for the number of Advisors to be elected by ballot procedure. The candidates receiving the most votes cast shall be elected. A group's DR may vote for up to the number of candidates to be elected. The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles of Incorporation, in the Call for Election to be issued no less than ten (10) days before the meeting and concerning items needing only to be communicated via Section 3.12 to announce the candidate(s).

**4.15 Officers of the Board of User Group Advisors:**

The Advisor Board shall elect from among themselves the offices of Chair, Vice Chair, and Advisor Board Secretary.

**4.15.1 Nomination:**

Any Advisor may place their name into nomination for the Chair, Vice Chair, or Secretary position or have their name put into nomination by any other Advisor.

**4.15.2 Election and Term of Office**

The officers of the Advisor Board shall be elected annually by the Advisor Board at the first Advisor Board meeting held after the start of the new calendar year. If the election of Advisor Board officers is not held at that meeting, the election shall be held as soon as an Advisor Board meeting may conveniently be held. Current Advisors shall serve until their successor is elected unless they resign or are removed.

**4.15.3 The Chair:**

The Chair, when present, shall preside over all Advisor Board meetings and functions and will be the primary contact with the Board of Directors in presenting actions of the Advisors to the Board of Directors. The Chair shall also perform such other duties as may be prescribed by the Advisor Board.



**4.15.4 The Vice Chair:**

The Vice-Chair shall serve as Chair when the Chair is unavailable and shall otherwise have those duties assigned to them by the Advisor Board or the Chair.

**4.15.5 The Secretary shall:**

**4.15.5.1 Minutes:**

Take minutes at the meeting or by listening to the recording. The minutes shall be sent to the Board of Advisors before the next meeting.

**4.15.5.2 Notices:**

See that all notices of Advisor Board meetings are given per Section 3.12.

**4.15.5.3 Custodian:**

Be custodian of the Advisor Board documents and records.

**4.15.5.4 Other Duties:**

In general, perform all duties incident to the office of Advisor Board Secretary and such other duties as may be assigned to them by the Chair or the Advisor Board.

**4.15.6 Removal:**

Any Advisor Board officer may be removed by the Advisor Board members when, in its judgment, the Association's best interests would be served.

**4.15.7 Vacancies:**

A vacancy in any Advisor Board officer because of death, resignation, removal, disqualification, or otherwise may be filled by the Advisor Board for the unexpired portion of the term.

**Article 5. Association Officers:**

**5.1 Designation and Number:**

Association Officers shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. In addition, the Board may elect or appoint other officers and assistant officers deemed necessary, including a Vice President. Any two or more offices may be held by the same person, except for the offices of the President and Secretary. The President and Vice President must have served at least one year on the Board before they may be elected to those offices.

**5.2 Election and Term of Office:**

The officers of the Association shall be elected annually by the Board of Directors. They shall hold office until the first Board meeting after the new calendar year starts. If the election of officers is not held at the meeting, the election shall be held as soon after that as a Board meeting may conveniently be held.

**5.3 Removal:**

Any officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the Association's best interests would be served.

**5.4 Vacancies:**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

**5.5 President:**

The President shall be the principal executive officer of the Association and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. In addition, they shall preside over all Board meetings. The Secretary or other officers of the Association authorized by the Board may sign certificates for shares of the Association, deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or these Bylaws to some other officer or agent of the Association or is required by law to be otherwise signed or executed by some other officer or in some different manner. In general, they shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board.

**5.6 Vice President:**

The Vice President, if any, shall serve as President when the President is unavailable and shall otherwise have those duties assigned to them by the Board of Directors or the President.

**5.7 Secretary:**

The Secretary shall:

**5.7.1 Minutes:**

Shall take minutes at the Board.

**5.7.2 Notices:**

See that all notices are duly given following the provisions of these Bylaws, required by law, and Section 3.12.

**5.7.3 Custodian:**

Be custodian of the corporate records and the seal. See that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized;

**5.7.4 Register:** Deleted 4/23/23

**5.7.5 Certificates:** Deleted 4/23/23

**5.7.6 Transfer Books:** Deleted 4/23/23

**5.7.7 Other Duties:**

In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to them by the President or the Board.

**5.8 Treasurer:**

If the Board requires, the Treasurer shall have a surety bond that obligates them to operate honestly. The Board shall determine the sum of the bond.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever. All monies shall be deposited in such banks as shall be selected by the Board of Directors.

The Board of Directors shall have the power to designate the Officers and agents who shall have the authority to execute any checks, drafts, and orders for payment of money on behalf of this Association.

In general, the Treasurer shall perform all duties relative to the office and other responsibilities that the President or the Board may assign.

**5.9 Salaries:** Deleted 4/23/23

**5.10 Delegation:**

In the absence or inability to act of any officer of the Association and of any person herein authorized to act in their place, the Board of Directors may delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

**5.11 Bonds:** Deleted 4/23/23

**5.12 Other Officers:** Deleted 4/23/23

**Article 6. Contracts, Loans, Checks, and Deposits.** Deleted 4/23/23

**6.1 Contracts:** Deleted 4/23/23

## **Article 7. Dues:**

### **7.1 Annual Dues:**

The Board of Directors, in its sole discretion, shall establish the structure of dues to be paid by members. Until further action by the Board of Directors and the Advisor Board, dues shall be \$50 per year.

### **7.2 Payment of Dues:**

Dues shall be payable by December 31 in each fiscal year. Until further action by the Board of Directors and the Advisor Board, new groups joining after July 1 shall pay up to \$75 for the remainder of the year and the following fiscal year.

### **7.3 Default and Termination of Membership:**

Any member group shall default if the dues are unpaid by December 31. On January 1, non-payment of dues will result in the expiration of the member group's membership in the Association. There will be a one (1) month grace period from January 1 through January 31. The Association will continue to provide services to a member group that is in default for paying their membership dues. If dues remain unpaid on February 1, the member group's membership will be terminated. Any terminated user group may rejoin the Association by paying the Annual Dues. The July 1 NEW member group \$75.00 fee for the remainder of the year and the following year will not apply to a renewing group.

## **Article 8 Execution of Instruments:**

### **8.1 Contracts, Conveyances, Etc.:**

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President, any vice-president, and the Secretary or Assistant Secretary, may execute the same in the name and on behalf of this Association and may affix the Association seal thereto. The Board of Directors shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of this Association.

### **8.2 Loans:**

No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by action by the Board, which may be in nature. All loans from other than member groups, directors, or related associations must first be authorized explicitly by resolution of the Board.

### **8.3 Loans to Officers and Directors:**

The Association shall make no loans to its officers or directors.

**8.4 Check, Drafts, Etc.:**

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers of the Association and in such manner as is determined by resolution of the Board.

**8.5 Deposits:**

All Association funds shall be regularly deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

**Article 9 Certificate for Membership:** Deleted 4/23/23

**9.1 Certificates for Membership:** Deleted 4/23/23

**9.2 Transfer of Membership Certificates:** Deleted 4/23/23

**9.3 Designated Representative:** Deleted 4/23/23

**9.4 Board of Directors:** Deleted 4/23/23

**Article 10 Dividends and Finance:** Deleted 4/23/23

**10.1 Dividends:** Deleted 4/23/23

**10.2 Reserves:** Deleted 4/23/23

**Article 11 Fiscal Year:**

The Association's fiscal year shall be from January 1 to December 31, as set by the Board of Directors.

**Article 12 Seal:** Deleted 4/23/23

**Article 13 Waiver of Notice:** Deleted 4/23/23)

**Article 14 Indemnification:**

**14.1 Actions Against the Association:**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) because they were a director, trustee, officer, or agent of the Association or a predecessor association, or is or was serving at the request of the Association or of a predecessor association as a director, trustee, officer, or agent of another association, partnership, joint venture, trust or another enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed

to the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner in which they reasonably believed to be in or not opposed to the best interests of the Association, and concerning any criminal action or proceeding had reasonable cause to believe that their conduct was unlawful.

**14.2 Actions By or In the Right of the Association:**

The Association shall indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor because they are or were a Director, trustee, officer, or agent of the Association, or is or was serving at the request of the Association or of a predecessor association as a Director, trustee, officer, or agent of another association, partnership, joint venture, trust or other enterprises against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and a manner they reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but because of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**14.3 Expenses Paid:**

To the extent that a Director, trustee, officer, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 14.1 and 14.2 or defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection in addition to that.

**14.4 Authorization:**

Any indemnification under Sections 14.1 and 14.2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, trustee, officer, or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Sections 14.1 and 14.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of

directors who were not parties to such action, suit, or proceeding, or (b) if a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, in independent legal counsel in a written opinion.

**14.5 Advance Payment:**

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, claim, or proceeding as authorized in the manner provided in Section 14.4 upon receipt of an undertaking by or on behalf of the Director, trustee, officer, or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Association as authorized in this Section.

**14.6 Non-exclusive Right:**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, a vote of member groups disinterested directors, or otherwise, both as to action in their official capacity and as to act in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, trustee, officer or agent of the Association.

**Article 15 Amendments:**

A majority vote of the Board of Directors may amend the Bylaws of this Association.

**Article 16 Rules of Order:**

The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all Board of Directors and Board of Advisors meetings except as to those matters where such rules are inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the Association.

**Article 17. Non-Discrimination Policy**

The Association shall not discriminate in membership matters based on age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, or sexual orientation.

**Article 18. Conflict of Interest Policy**

Any member of the Board of Directors or Board of Advisors who has a financial, personal, or official interest in or conflict (or appearance of a conflict) with any matter pending before the Association will offer to voluntarily excuse themselves and refrain from discussion and voting on that issue unless they can provide adequate evidence that no conflict exists.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of APCUG, a Washington, DC, nonprofit 501(c)(3) association, and
- (2) That the foregoing Revised Bylaws constitute the Bylaws of such corporation as adopted by the directors of the Association at a duly constituted meeting held on April 23, 2023.

IN WITNESS THEREOF, I have hereunto subscribed my name, this

\_\_\_\_\_ day of April 2023.

\_\_\_\_\_  
David Steward, Secretary