

**ARTICLE I OFFICES**

1. **Business Offices.** The principal office of the Association is in the State of Utah. The Association may have such other offices, either within or out of the State of Utah, as the Board of Directors may determine or as the affairs of the Association may require from time to time.
2. **Registered Office.** The Association shall have and continuously maintain in the State of Utah a registered office and a registered agent whose office is identical with such registered office, as required by the Utah Nonprofit Corporation Act. The registered office may be, but need not be, the address of the principal office and may be changed from time to time by the Board of Directors.

**ARTICLE II MEMBERS**

1. The Association shall have members.
2. Any person or corporation may become a member of the Association upon meeting the qualifications for membership as specified below.
3. There shall be two (2) categories of members:
  - a. Individual
  - b. Corporate Representative
4. Membership dues for each category of membership and the qualification for membership shall be established by the Board of Directors.
5. Any person or corporation shall qualify and become a member of the Association upon payment of the membership dues for the appropriate membership category. Each member or corporation shall remain a member in good standing for as long as the member or corporation pays the annual membership dues and meets all other qualifications for membership.
6. Members in good standing shall receive publications and reports of the Association (either free or at membership discount).
7. Members in good standing shall have the right to exercise their right to vote for Directors by mail vote or other Board-approved means.

**ARTICLE III BOARD OF DIRECTORS**

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 Utah.
2. **Number, Tenure and Qualifications.** The number of Directors shall not be less than three (3) or more than thirty (30) as determined by resolution of the Board of Directors. Each Director shall hold office until a successor shall have been elected and qualified. A term of office is defined as two years. A Board member can serve a maximum of seven (7) consecutive years. A Board member cannot start a two-year term of office where he/she will exceed the seven (7) consecutive years of service on the Board.

In addition, the Board of Directors may elect any number of retiring members as Director-Emeritus. The qualifications for such positions shall be determined by the Board. A person holding this position shall have all the rights and privileges of a member of the Board of Directors, except the right to vote.

- 3. Regular Meetings.** A regular annual meeting of the Association shall be held at the APMP Conference or at such other time and place as shall be determined by the Board of Directors.
- 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or out of the State of Utah, as the place for holding any special meeting of the Board called by them.
- 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, sent by mail, or by electronic notice to each Director at the address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or with the delivery company. If notice is given electronically, such notice shall be deemed to be delivered when the notice is sent. 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.
- 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.
- 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. Directors may cast their votes at a meeting where they are physically present. They may also vote telephonically or by proxy.
- 8. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve until the next annual election.

9. **Compensation.** Directors as such 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 the Association in any other capacity and receiving compensation therefor.
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 a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## ARTICLE IV OFFICERS

1. **Election and Tenure of Voting Members of the Board of Directors.** The APMP members shall elect a Chief Executive Officer and a Chief Operating Officer. The Chief Operating Officer shall become the Chief Executive Officer after the Chief Executive Officer's one-year term expires. The immediate Past Chief Executive Officer will serve as the APMP representative to the BD-Institute International's Board of Directors for a period of one year. The incoming Chief Operating Officer will have served a minimum of two (2) years on the Board of Directors as an eligibility requirement to run for this position. The APMP members shall elect other Directors. Director positions are two-year terms and will be staggered so that their terms do not all expire the same year. The immediate past Chief Executive Officer shall be a voting member of the Board of Directors for the year following his/her term of office. The Board of Directors may also elect or appoint members of the Board of Directors, Legal Counsel, or other officers and assistant officers as may be determined by the Board of Directors. The Executive Director shall also serve as the Chief Financial Officer/Treasurer and shall be a voting member of the Board. The Board of Directors may delegate to any such officers the power to appoint or remove subordinate officers, agents, or employees. A Board member shall hold only one elected position during any given term. Each officer so elected or appointed shall continue in office until his/her successor shall be elected or appointed and shall qualify or until his/her earlier death, resignation, or removal. Regardless of the number of Board positions held by one person, that person shall have only one vote.
2. **Appointment and Tenure of Non-Voting Members of the Board of Directors.** The voting members of the Board of Directors may appoint non-voting members of the Board. These members, who report to the Chief Operating Officer, serve for terms determined by the voting members of the Board. Each member so appointed shall continue in office until his/her successor shall be appointed or until his/her earlier death, resignation or removal.

- 3. Resignation and Removal.** Any officer may resign at any time by giving written notice thereof to the Chief Executive Officer. Such resignation shall take effect on the date specified therein, and no acceptance of the same shall be necessary to render the same effective. A Director will be removed from office upon missing three consecutive Board of Directors meetings. Any officer may at any time be removed by the affirmative vote of a majority of the number of Directors determined by resolution of the Board of Directors, as specified in Section 2 of Article III of these Bylaws. Written notification of removal from office will be sent by the Chief Executive Officer.
- 4. Chief Executive Officer of the Board.** The Chief Executive Officer of the Association shall have general charge, supervision, and authority over the property, affairs, and business of the Association and over its several officers, subject, however, to the control of the Board of Directors. He/She shall, when present, preside at all meetings of the Board of Directors. He/She shall have authority to cause the employment or appointment of such employees and agents of the Association (other than officers or agents elected or appointed by the Board) as the conduct of the business of the Association may require, and to fix their compensation, to remove or suspend any employee or agent who shall not have been appointed by the Board, and in general shall perform all duties incident to the office of Chief Executive Officer and such other duties as from time to time may be assigned to him/her by the Board of Directors, or as prescribed herein.
- 5. Chief Operating Officer of the Board.** At the request of the Chief Executive Officer, or in his/her absence or disability, the Chief Operating Officer shall perform all the duties of the Chief Executive Officer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. He/She shall also have responsibility for Strategic Planning and for assisting and working with other members of the Board of Directors.
- 6. Secretary.** The Secretary shall perform such duties and shall have such powers as may from time to time be assigned to him/her by the Board of Directors or by the Chair of the Board. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of Secretary, including without limitation, the duty and power to give notice of all meetings of the Board of Directors, to attend such meetings, and keep a record of the proceedings, and to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents, the execution of which on behalf of the Association is authorized by these Bylaws or by the action of the Board of Directors.

- 7. Chief Financial Officer (Executive Director).** The Chief Financial Officer (Executive Director) shall perform such duties and shall have such powers as may from time to time be assigned to him/her by the Board of Directors or by the Chief Operating Officer. In addition, the Executive Director shall perform such duties and have such powers as are incident to the office of Chief Financial Officer, including without limitation, the duty and power to keep and be responsible for all funds of the corporation, to deposit funds of the corporation in depositories selected in accordance with these Bylaws, disburse such funds as ordered by the Board of Directors, making proper accounts thereof, and shall render as required by the Board of Directors, statements of all such transactions as Chief Financial Officer and of the financial condition of the corporation.
- 8. Bond of Officers.** The Board of Directors may require any officer to give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors from such terms and conditions as the Board of Directors may specify, including, without limitation, for the faithful performance of his/her duties and for the restoration to the Association of all property in his/her possession or under his/her control belonging to the Association.
- 9. Salaries.** Officers of the Association shall be entitled to such salaries, emoluments, compensation, or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

## **ARTICLE V      COMMITTEES**

- 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, 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 of any such committee or any director or officer of the Association; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; 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/her by law.

2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Association 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, the Chief Executive Officer of the Association shall appoint the members of each committee. Any member thereof may be removed by the person or persons authorized to appoint such members whenever, in their judgment, the best interests of the Association shall be served by such removal.
3. **Term of Office.** Each member of a committee shall continue as such until the next annual election of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
4. **Chair.** One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.
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.
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.
7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VI INDEMNIFICATION**

1. **Third Party and Derivative Actions.** 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 (including an action by or in the right of the Association), by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid or necessarily incurred in settlement or otherwise, by him/her in connection with such action, suit, or proceeding, except in relation to matters as to which any such Director, officer, agent, employee, or person serving at the Association's request, or former Director, officer, agent, employee, or person serving at the Association's request shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability,

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 and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive of any other rights to which the Director, officer, agent, employee, or other person serving at the Association's request is entitled to under any agreement, or otherwise.

- 2. Determination.** Any indemnification under Section 1 of this Article VI (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, officer, employee, agent, or person serving at the Association's request is proper in the circumstances because he/her has met the applicable standard of conduct set forth in Section 1 of this Article VI. 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 such a quorum is not obtainable, or even if obtainable, a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; provided, however, that if a Director, officer, employee, or agent of the association, or person serving at the association's request has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue, or matter therein, he/she shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred by him/her in connection therewith without the necessity of any such determination that he/she has met the applicable standard of conduct set forth in Section 1 of this Article VI.
- 3. Payment in Advance.** Expenses 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, suit, or proceeding as authorized by the Board of Directors as provided in Section 2 of the Article VI upon receipt of an undertaking by or on behalf of the Director, officer, employee, agent, or person serving at the Association's request to repay such amount if and when it should ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized in this Article VI.
- 4. Insurance.** The Board of Directors may exercise the Association's power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability hereunder or otherwise.

- 5. Other Coverage.** The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, agreement, vote of disinterested Directors, the Utah Nonprofit Corporation Act, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, agent, or one serving at the Association's request and shall inure to the benefit of the heirs and personal representatives of such a person.

## **ARTICLE VII    CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

- 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 the Association, and such authority may be general or confined to specific instances.
- 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association 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 Executive Director and countersigned by the Chief Executive Officer or the Chief Operating Officer of the Association.
- 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
- 4. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

## **ARTICLE VIII    BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE IX    CORPORATE SEAL**

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Secretary for the authentication of contracts or other papers requiring the seal.

**ARTICLE X      WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Utah Non-profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, 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 XI      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.

Revised and approved 20 September 2007.