

**INTERNATIONAL ASSOCIATION OF
PROFESSIONAL SECURITY CONSULTANTS,
INC.**

By-Laws

ARTICLE I

Association Name

This Association will be known as:

**The International Association of Professional Security Consultants,
Inc.**

and/or

IAPSC

ARTICLE II

Purpose

The purpose of the International Association of Professional Security Consultants, Inc. (IAPSC) is to establish and maintain the highest possible standards in the Security Consulting Profession. For that purpose, the Association will provide opportunities for the professional enhancement of the members and will promote greater awareness of the objective standards of its membership.

ARTICLE III

Section A

Membership

1. **Members of this Association shall be classified as follows:**

- (A) **Active Member**; A person who is a practicing Security Consultant, whose primary earned income, for a period of not less than one year immediately preceding the submission of their application, has been derived from providing security advice, information, and recommendations to the client. Members must meet all the criteria for membership as defined in **Paragraph 2 of this Section**.

Active Members may become Officers of the Association, vote and serve on its Board of Directors and Standing or Special Committees.

- (B) **Associate Member**: A person who meets all the criteria for membership as defined in **Paragraph 2 of this Section**, except that he or she has less than one year's experience or does not derive primary earned income from providing security advice, information, and recommendations to the client.

Associate Members may not become Officers of this Association, but may vote and serve on its Board of Directors and Standing or Special Committees.

(C) Internal Consultant Member: A person in a security management position, employed by an organization that does not market security services. The Internal Security Consultant member should be that organization's Security Director, executive or otherwise in a management position where he or she regularly provides security advice and recommendations to his or her organization.

- (1) The requirements outlined in **ARTICLE III, Section A, Part 2 Paragraph (B)** does not apply to the Internal Security Consultant member as long as such services are used internally and not offered for a fee to others outside the members organization.
- (2) Internal Consultant Members may become Officers of the Association, vote and serve on its Board of Directors and Standing or Special Committees.

(D) Retired Member: A member who has retired from providing security consulting services after having been an active dues paying members for at least 10 years. A Retired Member must adhere to the applicable requirements as outlined in **Part 2, of this Section** with the exception of **Paragraph (A)** regarding practicing full or part-time.

(1) Retired members shall be listed in the Members Only section of the IAPSC website under the heading Retired Members. They shall be identified as "Retired Member" in any public listing of members or in any searchable listings.

(2) Retired Members may not become Officers of the Association, vote or serve on its Board of Directors and Standing or Special Committees, except in an Advisory capacity if determined by the Board.

(3) Retired members are encouraged to volunteer their time to actively serve in one of the following capacities, upon request:

- As an "Advisor" on at least one committee;
- As a speaker at an IAPSC course/event;
- As an author for an IAPSC publication.

(E) Meritorious Life Member: A visibly participating member, for ten (10) or more years may be recognized, by election, to Meritorious Life Membership in the association, by a two-thirds (2/3) vote of the Board of Directors. The criteria to be considered for Meritorious Life Membership shall be established by a policy passed by resolution of the Board of Directors. Such election entitles the Meritorious Life Member to the following:

- (1) Recognition by an appropriate means outlining the nature of service to the association.
- (2) Participation in all membership benefits without payment of annual membership fees.

- (3) Life members serving on the board or making presentations at the conference shall receive complimentary registration. Life members who are neither serving on the board nor making a presentation shall receive a 50% discount on the registration fee.
- (4) Honorary recognition by the assembled membership at all association functions.
- (5) The above Meritorious Life Member privileges remain in effect during the remainder of the recipient's membership in the Association
- (6) Meritorious Life Members who are not also Retired Members may become Officers of the Association, vote and serve on its Board of Directors and Standing or Special Committees.

2. Additional membership requirements:

- (A) All members shall be individuals, not companies or firms, who engage full or part-time in the activity of security consulting specializing in security management, loss prevention or security training, information security, security equipment system technical design, evaluation, specification, and integration and/or advises the court or its officers on security matters as a Forensic Consultant. Members shall be independent and non-product affiliated.

Members shall:

- Provide clients with unbiased expertise, advice, knowledge, recommendations and service.
 - Always place the client's best interests first.
 - Not profit, monetarily or otherwise, from purchases made by clients.
- (B) Members shall not perform or advertise the following prohibited services: security or protection officer services, bodyguard or executive protection services, security system (alarm, access control, camera, etc) sales, installation, or monitoring services.
 - (C) Members may not engage in any of the following investigation activities: divorce, domestic disputes, surveillance, skip tracing, repossession of property, or stand alone civil, criminal record or other background checks. They will not provide undercover or bodyguard personnel. Members may not engage in detection of deception by providing polygraph services, pencil and paper honesty testing, voice stress analysis,

handwriting or grapho-analysis, or by any other means. If a client requests these types of services, they are to be contracted out to qualified vendors.

Members may "investigate" within broad parameters of the definition of the word, in order to determine the needs of their client, and if the client requires that specific assistance after a thorough assessment has been conducted. Members investigate for the purpose of developing information to complete their surveys, design, or testimony, contracting out traditional investigative work to private investigators or similar practitioners. It is understood that a greater level of investigation may be required of consultants who specialize in fields of financial fraud, art theft, corporate internal theft and fraud, securities fraud, terrorism-extortion, or similar environments, requiring specialized knowledge and experience outside the scope of the routine parameters; performance of such services by Members is acceptable.

- (D)** Nothing contained herein prohibits any member from complying with any law or regulation, by any governmental or regulatory body, which requires that security consultants be registered or licensed as a private investigator or any other related security registration or license, however the member shall not practice or advertise such services. Members shall disclose such registration or licensure as described in (L) below.
- (E)** Members may sell books, manuals, educational programs, video tapes, or similar training materials that they have authored. Members may sell inventions or software that they have designed provided that such products are not in contradiction to other provisions of the IAPSC bylaws.
- (F)** Members shall comply with the organization's Code of Ethics.
- (G)** Any person who has been convicted of any felony, or other crime with a penalty of one or more years of incarceration, or who had been convicted of any crime involving moral turpitude, shall not be admitted to membership or continued as a member.
- (H)** Members may serve as a prime contractor, or serve as a subcontractor, for security consulting services as part of a design-build team for security construction projects if required by the procuring client and where the Member is compensated only for his/her services, including project management and administration fees, if applicable. The Member shall not receive compensation or monetary benefit from the sale, procurement or installation of security systems and/or equipment. Members are required to advise the IAPSC Board of Directors of any teaming or contractual arrangements with entities that provide products or services that are prohibited to Members. Members shall disclose all such activity as described in (L) below.

- (I) Members may attend manufacturers' sponsored training for the purposes of staying current on emerging technology on behalf of clients. Members shall disclose all such activity as described in (L) below.
- (J) Members shall not be an employee of, be employed by a subsidiary of, hold a direct financial or controlling interest in, or participate in the management of a business entity that manufactures, distributes, sells, installs, maintains or in any way provides services or products whose activities are prohibited by IAPSC by-laws. Members shall be permitted to provide marketing, design or product analysis consulting services to such entities for fee compensation, provided that Members shall disclose all such activity as described in (L) below. In addition, the Member's contract with the security industry product or service provider shall clearly state that receiving a fee shall not be an inducement to specify the provider's product(s) and that the Member's name and that of his/her firm may not be used as an endorsement or for promotional purposes of any kind.
- (K) The IAPSC has a valuable position as an association of independent security consultants and Members shall have an obligation to protect that position. Members are required to advise the IAPSC Board of Directors of any activity that may contravene, **or appear to contravene**, these by-laws. Permissible activity which gives the appearance of non-compliance may require Members disclosure as described in (L) below.
- (L) Where Member activity requires disclosure, disclosure language shall be approved by a Committee appointed by the President and shall be prominently posted on the Member's listing on the IAPSC website. Disclosure language, format and content shall be incorporated into a policy developed by the Committee.

3. Membership Dues

Dues and or fees for each classification of membership shall be established by a majority vote of the Board of Directors. These dues and fees will be published in the IAPSC Operations Manual. Any increases or decreases, approved by a vote of the Board of Directors, will become effective at the beginning of the next calendar year.

Section B

Qualifications for Membership

- 1. Education:** Each candidate for membership shall submit documentation of an earned baccalaureate or higher degree from an accredited college or university. Eight years of direct, broad security experience may be accepted by the Membership Committee as equivalent.

- 2. Certification:** Certifications, which may also be accepted by the Membership Committee in place of the educational qualifications in Paragraph 1 of this section, are:
 - (A) Certified Protection Professional

 - (B) Physical Security Professional

 - (C) Certified Security Consultant

 - (D) Certified Information Systems Security Professionals

 - (E) Other certifications may also be accepted at the discretion of the Membership Committee

- 3. Experience:** At least five (5) years of broad security experience, in paid positions, demonstrating increasing responsibilities, with at least three years at management or higher levels. Time submitted in fulfillment of this requirement may not be used to substitute for the educational requirements specified in **Paragraph 1 of this Section**.
 - (A) Consideration will also be given to those practitioners/applicants whose sole expertise has been in the development of specialized technological aspects of architectural or engineering security design, access control, or specialized electronic or computer security applications, not necessarily in management positions, but who otherwise meet the five-year criteria. In no case will the five-year security experience requirement be waived.

 - (B) In the event an applicant was hired directly into a security management position of an enterprise or institution, and served at least five years as such, the requirement of this Section is considered fulfilled, without the necessity of demonstrating increasing responsibilities.

 - (C) The same principle shall apply in considering the application of an otherwise qualified Security Consultant, who in some rare instances, has no prior qualifying

experience, but who has fulfilled the criteria of an independent Security Consultant, as defined elsewhere in these By-Laws, for five or more years, prior to the date of application

Section C

Removal from Membership / Membership Discipline

- 1.** The Board of Directors, by a two-thirds vote, may terminate the membership, for just cause, of any member who in its judgment has engaged in conduct detrimental to the best interests of the Association. Such conduct includes, but is not limited to, the following:
 - (A)** Any conduct that brings, or may bring, the Association into public disrepute or violates these By-Laws in relation to membership requirements.
 - (B)** Any willful failure or refusal to abide by the By-Laws or Code of Professional Ethics of this Association.
 - (C)** Any willful failure or refusal to pay any assessment or dues levied by the Association.
 - (D)** The Executive Director of the Association is delegated the administrative authority to terminate any member for failure to pay any assessment or dues within sixty (60) days after the payment is due.
- 2.** These same principles shall also apply to any applicant, when an investigation by the membership committee, develops corroborated or adjudicated information of a derogatory nature, bearing on the suitability of an applicant for membership in this Association.
- 3.** The Board of Director may also apply disciplinary measures short of membership termination for conduct included within A and B in Section C, 1 above. The Board shall adhere to the recommendations made in the Ethics Committee Chairman's report as described in 8, B in this Section.
- 4.** Such action by the Board of Directors shall be final and, as appropriate, shall cancel all rights, and privileges of such members of the services and/or resources of the Association.

5. Written notice of the findings and action of the Board of Directors shall be made to the complainant and disciplined member by the Secretary.
6. An affected member may appeal this administrative determination by submitting convincing evidence to the President and the Ethics Committee Chairman for reconsideration. The Board of Directors shall take the evidence into account and, by a two-thirds vote, render a final decision.
7. As exemptions to just cause regarding assessments and dues, the following categories of members may apply for, and provide evidence to support compassionate reconsideration for retention as members.
 - (A) Members of the reserve, or retired reserve armed forces of their country of citizenship, who are called to extended active duty as a member of the armed forces, voluntarily or involuntarily, or who voluntarily enlist, or are inducted into the armed forces of their country of citizenship, whether or not a declared or undeclared condition of war exists, will be automatically continued a member of the association, in good standing, without payment of further membership dues, until released from active military service, and for ninety (90) days thereafter, after which the balance of fees due will be prorated for the remaining months of the year.
 - (B) This provision applies to membership fees incurred in the new calendar year, following the call to extended active duty, or should the call to active duty occur during the grace period between rendering of annual statements of dues, and the final due date of payment.
 - (C) A member who experiences financial hardship by reason of long term personal ill-health or long term ill-health of an immediate family member, who is dependent on the member, to the extent that the member is unable to pay membership fees for the current year.

The Board of Directors, at its discretion, may approve an inactive membership status for the affected members, which will permit retention of privileges of membership, until such time as the financial crises has passed, and the member may then resume full membership status on a fee paying basis, without penalty. Such status will only be granted upon application, and on a year to year basis.

8. **Discipline Procedure:** Proceedings against an accused member for conduct detrimental to the best interest of the Association as described in 1. (A) or (B) of this Section will be initiated based on a complaint, in writing, to the President of the Association, by a member, in good standing, or any other person who provides evidence, attesting

to allegations supporting disciplinary action, up to and including expulsion from the Association.

- (A)** Within thirty (30) days of receipt of a written complaint, the President of the Association shall notify the accused member that a complaint has been received.
- (1)** The President shall make every effort to resolve the issue between the two parties prior to sending the complaint to the Ethics Committee. If the issue is resolved within sixty (60) days from the receipt of the complaint, the process shall go no further.
- (2)** If after sixty (60) days after the receipt of the complaint the issue is not resolved, the president shall appoint an Ethics Committee which will follow the procedures for the investigation of ethics complaints as described in Policy / Procedure #7.
- (3)** The Chairman of the Ethics Committee shall schedule a hearing within ninety (90) days of receipt of the complaint. If it is not practicable to physically meet in person, the hearing may be conducted via video or teleconference. The hearing shall be either audio recorded and/or transcribed at the IAPSC's expense.
- (4)** Notice of the date and time of the hearing shall be mailed to the accused and initiating party no later than twenty (20) business days prior to the scheduled hearing date. Notices shall be sent by certified, return receipt mail, to the accused and initiating members' addresses as they appear on the official records of the Association, or if not a member, to the address provided with the complaint.
- (5)** The investigation and hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed.
- (6)** The hearing shall be presided over by the Chairman of the Ethics Committee, who shall:
- (a)** Read the charges against the accused.
 - (b)** Require that the charges be verified by the testimony of the person or persons making them.
 - (c)** Hear any other witnesses against the accused member.
 - (d)** Allow the accused member to present evidence.

- (e) Allow the accused member to question each witness, including the complainant.
- (f) Allow the accused member to make a statement in his own behalf.
- (g) Allow members of the Ethics Committee to question witnesses.
- (h) Rule on the admission or exclusion of evidence and on questions of hearing procedure.

After the hearing is closed, the members of the Ethics Committee shall determine by majority vote whether a violation has taken place. The Ethics Committee is only to report on their findings and merits of the case and are not to make recommendations as to the resolution of the case. The Board of Directors shall make a final determination of the case.

- (B) Within thirty (30) days after the hearing the Chairman of the Ethics Committee shall submit a report to the President and Board of Directors including a synopsis of the hearing. The audio recording and/or transcript shall be sent to the Executive Director for records storage, if applicable.

ARTICLE IV

Section A

Officers and the Board of Directors

1. Members of the Association, with the exception of retired members, in good standing, are eligible for nomination, by the Nominating Committee or by verbal or written petition prior to an election, as Association Officers and the Board of Directors. Under normal circumstances, there shall be an orderly succession from Vice President to President to Immediate Past President. However, all Executive Committee positions, except Immediate Past President, shall be subject to nomination by the Nominating Committee or by verbal or written petition prior to an election and to vote by the General Membership
2. The Officers of the Association shall be: President, Vice President, Secretary, and Treasurer.

3. The Board of Directors shall be elected from among the members, in good standing, of the Association in accordance with the conditions defined in Article III, Section A. Board Members shall act for and on behalf of the membership during the interval between regular meetings.
4. The Board of Directors shall consist of not less than ten (10) or more than twenty (20) members. All Officers of the Association, and the immediate Past President, are ex-officio voting Board Members.
5. One member of the Board of Directors may be an active Associate Member, in good standing.
6. A quorum of Directors shall consist of a majority of the Board Members.
7. Board Members shall be dismissed by the President for absence from two (2) consecutive Board meetings within a year. After written notification of dismissal, by registered or certified mail, to the Board Member, the President may exercise the option of leaving the Board position vacant until the next scheduled election, or appoint a member, in good standing, to serve the remaining term of the member who was dismissed.
8. A Board Member may resign the Board position by notification to the President, by registered or certified mail. For this or any other circumstance resulting in a vacancy, the President may exercise the option of leaving the Board position vacant until the next scheduled election, or appoint a member, in good standing, to serve the remaining term of the member who resigned.

Section B

Officers Responsibilities

1. **President:** The Chief Executive Officer of the Association shall be the President, a member in good standing, elected by the membership. The duties of the President include, but are not limited to the following:
 - (A) Serving as chief executive officer, implementing policies as set forth in these By-Laws and the Board of Directors.

- (B) Presiding at meetings of the Association.
- (C) Providing direction to, and coordinating the actions of Committee Chairpersons, the Executive Director and the other Officers.
- (D) Presiding over and serving as a member of the Executive Committee and the Board of Directors.
- (E) The President shall be an ex-officio non-voting member of all Committees except the Nominating Committee.
- (F) The President shall, when necessary, designate active members to special appointments such as: Sergeant at Arms, and/or Parliamentarian.
- (G) The President, with the approval of the Board of Directors, may contract for the services of a Professional Association Executive Director.

2. Vice President: The Officer responsible for directly assisting the President shall be the Vice President, a member, in good standing, elected by the membership. The duties of Vice President include, but are not limited to directly assisting the President and assuming the duties of the President in his or her absence or when otherwise requested by the President.

3. Secretary: The recording officer shall be the Secretary, a member, in good standing, elected by the membership. The duties of the Secretary include, but are not limited to, the following:

- (A) Serving as custodian of the Association records. This duty may be delegated to the Executive Director.
- (B) Taking, or causing to be taken, minutes of the meetings of the Association
- (C) Maintaining a roll of the membership of this Association. This duty may be delegated to the Executive Director.
- (D) Notifying each officer, committee member, and member of his or her acceptance, appointment, election, or removal from any such status.

- (E) Maintaining the primary copy of these By-Laws. This duty may be delegated to the Executive Director.
- (F) Sending, or causing to be sent, notices of all meetings to all affected members.
- (G) Sending, or causing to be sent, the names of nominees for office to members, in good standing, at least forty-five (45) days prior to each regular meeting.
- (H) Submitting, or causing to be submitted, all proposed amendments of these By-Laws, in writing, to the membership at least forty-five (45) days prior to the regular annual meeting.
- (I) Conducting the Association's correspondence. This duty may be delegated to the Executive Director.
- (J) Submitting, in concert with the Treasurer, in a timely manner, all documents, returns and other required fiscal documents to the appropriate taxing authorities. This duty may be delegated to the Executive Director.
- (K) Assuming the duties of President when both then President and Vice President are absent.

4. Treasurer: The chief financial officer shall be the Treasurer, an active member, in good standing, elected by the membership. The duties of Treasurer shall include, but are not limited to:

- (A) Paying, receiving, and managing funds deposited with him or her. This duty may be delegated to the Executive Director.
- (B) Preparing, or causing to be prepared, and delivering a report on the status of the Associations funds at each meeting.
- (C) Preparing the annual Treasurers report for review by the Finance Committee. This duty may be delegated to the Executive Director.
- (D) Submitting, in concert with the Secretary, in a timely manner, returns and other required fiscal documents to the appropriate taxing authorities. This duty may be delegated to the Executive Director.

- (E) Preparing any special reports as directed by the President.
- (F) Assuming the duties of President when the other three elected officers are absent.

Special Appointments

- 5. **Sergeant-at-Arms:** A Sergeant-at-Arms may be appointed from among the active members, in good standing, to insure decorum at meetings, and shall serve at the pleasure of the President.
- 6. **Parliamentarian:** A Parliamentarian may be appointed from among the active members, in good standing, to advise on the conduct of business during meetings, and shall serve at the pleasure of the President.
- 7. **Executive Director:** An Executive Director may be appointed to serve as a paid contractor. The Executive Director shall serve at the pleasure of the Board of Directors, with specific monitoring by the Executive Committee. The Executive Directors duties shall be as follows:
 - (A) Administration of the day-to-day operations of the Association, in relationship to membership, record keeping, correspondence, financial activities, public relations and organization of the Association meetings and functions.
 - (B) Acting as assistant secretary and assistant treasurer, in performance of those functions that may not be performed more efficiently and cost-effectively by the principals, because of time, distance and jurisdictional requirements.
 - (C) The Executive Director shall serve in perpetuity of contract, as advisor to the Executive Committee and Board of Directors in all matters affecting the operations of the Association.

ARTICLE V

Elections

- 1. Voting:** Only members in good standing may vote. Voting for Association Officers and Board Members shall take place in such a manner as shall be approved by the Board of Directors and shall be documented as a Policy/Procedure. This Policy/Procedure shall not conflict with any By-Law. In the event the Executive Committee decides that a specific issue needs to be considered by the membership, at a time other than the annual meeting, a special election can be taken, by mail, according to the provisions set forth in **Article X, Paragraphs 4 through 8, of these By-Laws.**

- 2. Eligibility for Office:** All Active, Associate, Internal Consultant and Meritorious Life Members, in good standing, are eligible for nomination to elective office, although Associate Members may not become Officers. Active and Internal Consultant Members should serve a minimum one (1) term on the Board of Directors prior to becoming an Officer. Any Active, Associate, Internal Consultant or Meritorious Life Member, in good standing, is eligible for appointment to serve on a Standing or Special Committee.

- 3. Terms of Office:** The terms of all Association Officers shall be one (1) year. Officers shall have the option to run for one additional consecutive year, but may not serve in the same position for more than two consecutive years. The terms of office for the Board of Directors shall be two (2) years. Board members shall be elected on an alternating basis with one-half (1/2) or closest percentage thereto, being elected annually.

ARTICLE VI

Executive Committee

- 1.** The elected Officers of the Association and the Immediate Past President shall constitute the Executive Committee.

- 2.** The Executive Committee shall be responsible for the general supervision of the affairs of the Association between meetings of the Board of Directors.

- 3.** It shall make recommendations to the Board of Directors.

- 4.** It shall perform such other duties as set forth in these By-Laws.

- 5.** It shall be subject to the direction of the Board of Directors and may not act in conflict or contrary to those directions.

6. Executive Committee meetings shall be called by the President. Special meetings and/or teleconferences may be called by the President, two members of the Executive Committee, or a majority of the Board of Directors.
7. A majority of members of the Executive Committee shall constitute a quorum.

ARTICLE VII

Committees

All committees, standing and special, as designated by these By-Laws, with the exception of the Ethics Committee, shall consist of a minimum of three (3) and no more than seven (7) current members, in good standing, they shall be appointed by and serve at the pleasure of the President.

1. **Membership Committee:** It shall be the duty of this committee, in conjunction with the Executive Director, to examine all submitted applications for membership and determine the eligibility and qualifications of the applicant in accordance with the membership criteria contained in the Association By-Laws. The details of this determination procedure shall be as described in a Policy/Procedure. The results of such determination shall be forwarded, in a timely manner, to the Association Secretary, who shall direct the Executive Director to notify the applicant of his or her acceptance and broadcast an announcement to the membership.
2. **Finance Committee:** The duties of this committee shall be to examine the Associations financial statement and other fiscal records and verify deposits and other assets in the thirty (30) days prior to the regular annual meeting or whenever requested by the Executive Committee. The Treasurer will not be a member of this committee. The Treasurer may attend, but not vote, at meetings of the Finance Committee. This committee shall produce and deliver a financial report to the Association at each regular meeting.
3. **Nominating Committee:** Members of this committee shall be selected and, in so far as practical, be geographically dispersed. The committee, after surveying the general membership, shall nominate not more than two (2) qualified members, in good standing, who are willing to serve, for each of the offices of: President, Vice President, Secretary and Treasurer. Nominations will also be submitted for election to the Board of Directors for each position whose term will expire at the next regular annual meeting.

This committee shall report the names of the nominees to the Secretary and Executive Director at least sixty (60) days prior to the regular annual meeting. This committee should commence its activities at least one hundred twenty (120) days prior to the regular annual meeting.

4. **Ethics Committee:** An Ethics Committee, consisting of not less than three nor more than five members of the Association, in good standing, shall be appointed by the President at any time a matter of ethical misconduct is reported in accordance with By-Law Article III, Section C,1. This Committee will investigate and evaluate the reported misconduct in compliance with the provisions in the above referenced Section. Committee members shall not serve for more than two (2) consecutive Presidential terms. Members shall recuse themselves from individual investigations if there is any conflict of interest.

5. **By-Law Committee:** This committee will serve as a source for information relating to the application of By-Laws to questions that may arise in the ongoing operation of the Association. It shall not be considered as a binding source, but exists in an advisory capacity only. This committee shall deal with By-Law related areas where the provisions of the existing By-Laws might need to be revised, corrected, or modified, and in matters not covered by existing provisions.

6. **Other Committees:** Committees, either Standing or Special, may be appointed by the President as the membership or Board of Directors, shall from time to time deem necessary to carry out the purposes of the Association.

7. **Members:** The membership of all Standing or Special Committees shall be published and available from the Executive Director and/or on the member's only section of Association web-site.

ARTICLE VIII

Meetings

1. Regular meetings of this Association shall be held annually, in geographic areas rotated to provide proximity to all members in so far as practicable. The location of the annual meeting shall be determined by the Board of Directors. Notice of all regular annual meetings shall be communicated to the membership, at least ninety (90) days in advance of the proposed date.

2. Special meetings of this Association may be called by the President or by the Board of Directors. A special meeting will also be called upon a written request by not fewer than fifty percent (50%) of the Association members, in good standing. The purpose of the meeting shall be stated in the request and notification to the membership. Except in cases of

emergency, at least thirty (30) days notice of such meetings shall be given to the membership.

3. A quorum for both the regular and special meetings of the Association shall be, at a minimum, a majority of the Board of Directors. The intent of this provision is to insure adequate representation of the membership through their elected representatives in instances when a member cannot attend.

ARTICLE IX

Parliamentary Authority and IAPSC Operating Procedures

1. The rules contained in “Robert’s Rules Of Order” (Latest Revised Edition) shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and/or any special Rules of Order the Association may adopt. These By-Laws may, from time to time, require specific implementation instructions from the Board of Directors.
2. In order to facilitate the normal day to day operation of the Association, provision is hereby made for a separate document to be known as: “IAPSC Operating Procedures Manual”. The ‘IAPSC Operating Procedure Manual’ shall contain all official Policies and Procedures of the Association. The “Operating Procedures Manual” will also contain the “Code of Ethics” of the Association, current resolutions, the membership dues policy and these By-laws.
3. The “IAPSC Operating Procedures Manual” will govern the actions of any representative of the Association, including but not limited to, the Executive Director or his designees and the entire membership.
4. The Executive Director, Officers, Board of Directors or Members, may propose matters for inclusion in the “IAPSC Operating Procedures Manual” by submission of a Petition to the Board of Directors for consideration. Policies and Procedures may be added, revised or deleted by a majority vote of the Board of Directors.
5. The Board of Directors, in conjunction with the Executive Director, shall review the IAPSC Operating Procedures Manual at least semi-annually for accuracy and content.
6. All new members of the Board of Directors shall receive a copy of the IAPSC Operating Procedures Manual and the Manual shall be available to any Association member upon request.

ARTICLE X

By-Law Amendments, Resolutions and Special Elections

1. These By-Laws may be amended by a two-thirds (2/3) vote of the membership who vote. Amendments to these By-Laws may be proposed by the Executive Committee, a majority vote of the Board of Directors, or by written petition of fifteen percent (15%) of the general membership, in good standing.
2. Proposed amendments shall be submitted to the Secretary, by petition, sixty (60) days in advance of the regular annual meeting.
3. The membership shall be advised of any proposed amendment forty-five (45) days prior to a vote at the regular annual meeting.
4. Whenever, in the opinion of the Executive Committee, it is deemed desirable to submit a proposed question or amendment to a mail vote of the membership, The Executive Director shall forward via mail or Email the proposed question or amendment, and a ballot with voting instructions to all members, in good standing.
5. The ballot shall contain the following voting options: **“FOR”** or **“AGAINST”**.
6. Members may abstain from voting and/or make comments on proposed amendments. Copies of comments received from members will be made available to the Board of Directors.
7. A copy of **ARTICLE X**, of these By-Laws shall be provided with each ballot.
8. Forty-five (45) days after the mailing, the voting shall be closed and the ballots, then returned, shall be counted. As of that date, the proposed question or By-Law shall take effect if two-thirds (2/3) of the counted votes are voted **“FOR”**. The Board of Directors and the membership shall be notified, in a timely manner, of the results of the vote.
9. In order to address specific methods and procedures that are not covered by the Association By-Laws, when deemed necessary by the Executive Committee and/or the Board of Directors, Policies / procedures may be established by a two thirds (2/3) majority vote of the Board of Directors.

10.Resolutions may be established by implementing all of the requirements for submission of a By-Law revision. A Resolution will be enacted when it has been submitted to the Board of Directors in the form of a Motion, Seconded and Passed by a two-thirds (2/3) majority of the Board.

11.Resolutions can be repealed by the same method as their implementation.

12.Resolutions will have the same force within the framework of this Association as the provisions of these By-Laws, with the exception that they can be implemented, repealed, changed or modified without effecting or requiring By-Law revision.

13.All ongoing Resolutions will expire at the close of the next annual membership meeting unless an extension has been passed by a vote of the membership.

Ratified – 2/1/85

Revised – 3/6/90

Revised – 3/3/92

Revised – 4/25/95

Proposed – 5/1/98

Adopted – 3/24/99

Resolution added (Standing Committee) - 9/9/02

Revised – 12/5/02

Revised – 12/31/03

Revised – 11/30/04

Revised – 1/15/06

Revised - 4/14/08

Revised – 8/4/09

Revised – 4/16/12

Revised – 4/21/15

Revised – 4/19/16