

**BYLAWS
of the
NATIONAL ASSOCIATION OF
ENVIRONMENTAL PROFESSIONALS, INC.
(NAEP)
REVISED AND APPROVED BY THE BOARD OF
DIRECTORS**

**LAST REVISED:
MAY 18, 2022**

THESE BY-LAWS SUPERSEDE ALL PREVIOUS VERSIONS

ARTICLE I—ESTABLISHMENT

1. **NAME.** The name of the organization shall be the National Association of Environmental Professionals, Inc. (hereinafter referred to as “NAEP” or the “Association”).
2. **STATUS.** The Association exists and functions as a nonprofit corporation incorporated in the District of Columbia.
3. **LOCATION.** The principal office and venue of the Association shall be located at the pleasure of the Board of Directors.
4. **PURPOSES.**
 - a. The specific and general purposes, powers, and limitations listed and described in ARTICLE SECOND of the Articles of Incorporation of the Association are restated herein, by reference.
 - b. **Mission Statement.** The Mission of the Association is to be the leading interdisciplinary organization dedicated to developing the highest standards of ethics and proficiency in the environmental professions. Our members are public- and private-sector professionals who promote excellence in decision-making in light of the environmental, social, and economic impacts of those decisions.
 - c. **Vision Statements.** The visions guiding the Association are:
 1. To be the primary source of unbiased information on environmental practices;
 2. To support the advancement of the environmental professions and our individual members in their careers; and
 3. To encourage better decision-making that thoughtfully considers the full implications of those decisions.

5. FISCAL MANAGEMENT. The fiscal year shall begin on the first (1st) day of January in each year.
 - a. The adopted budget for a fiscal year shall be approved by a majority of the Board of Directors prior to the beginning of the fiscal year.
 - b. The adopted budget shall be balanced such that expected expenditures are less than expected income.
 - c. The Board of Directors may adjust the operating budget or accounts from time to time. Temporary deficit spending may be authorized by only a majority vote of the Board.
 - d. The Board of Directors shall amend the budget throughout the year such that the balanced condition of expenditures being less than income is maintained.
6. LIABILITY. No person who is now, or who later becomes, a member of this Association shall be personally liable to its creditors for any indebtedness or liability, and all creditors of this Association shall look only to the assets of this Association for payment.

ARTICLE II—AMENDMENT OF BYLAWS

1. The Bylaws may be amended or repealed, and new Bylaws adopted by an affirmative vote of the simple majority of the Directors present at any Board of Directors meeting, following a minimum thirty (30) day notice to all Directors that amendment or repeal is to be considered. Said notice shall indicate the form and substance of the amendment or repeal proposed.
2. Following amendment or repeal, in part or in whole, of the Bylaws, further amendment or repeal shall be stayed for not less than thirty (30) days to allow for explicit review of new or further amendment beyond the original proposal(s).
3. Any matter pertaining to Bylaws changes must be presented in accordance with this Article.

ARTICLE III—ORDER

1. GOVERNANCE. The order of the Association shall be maintained by the following decreasing levels of authority:
 - a. Articles of Incorporation
 - b. Bylaws
 - c. Policies, Directives, or Decisions established by the Board of Directors
 - d. Board of Directors-affirmed Policies, Directives, or Decisions established or enacted by way of action by any Standing or Ad-Hoc Committee of the Board of Directors
 - e. Policies, Directives, or Decisions established or enacted by the Executive Committee of Officers
 - f. Policies, Directives, or Decisions established or enacted by the President
2. DEFERENCE. Superseding deference shall be given to higher authority as to any inconsistencies of meaning or intent, actions or observations, rule or policy.
3. DEFINITION OF MEANING. Within the confines of each separate level of authority, the specific shall prevail over the general.

4. RECORDS. Written record shall be maintained of all Policies, Directives, or Decisions by the Board of Directors, Committees, and the President.

ARTICLE IV—MEMBERSHIP

1. VOTING MEMBERSHIP

- a. Voting membership in the Association is available to persons meeting the qualifications of membership in the Association.
- b. Voting membership qualification criteria, including dues requirements, may be established and amended from time to time by Policy of the Board of Directors.
- c. All persons wishing to become voting members of the Association shall complete and sign an application form that includes a statement that the applicant shall abide by the Code of Ethics and Standards of Practice for Environmental Professionals as may be established or amended by the Board of Directors of the Association.
- d. Except as noted in Article IV, Paragraph 2, designation of voting membership categories and qualifications may be established or amended by the Board of Directors of the Association.
- e. Voting Membership Categories.
 - The following voting membership categories are established under Association Bylaws and may not be altered by an established Policy of the Board of Directors:
 - **General Member:** A general category of membership with qualifications established by Policy of the Board of Directors.
 - **Emerging Professional:** Individuals who have entered the profession, but do not yet meet the criteria for General Membership.
 - **Group General Membership:** Organizations, including private, public, non-profit and governmental entities that participate in environmental regulation, management, education, research, or advocacy that wish to participate in the activities of NAEP.
 - **Fellow Member:** A lifetime membership granted by an affirmative vote of the majority of the Board of Directors present at any Board of Directors Meeting to those members who have made significant and substantial contributions to the growth and development of the NAEP.
 - **Emeritus Member:** A senior member of at least sixty-five (65) years of age who is retired from full-time professional activities and meets the requirements of a General Member.
- f. Non-voting Membership Categories.
 - The following non-voting membership categories are established under Association Bylaws and may not be altered by an established Policy of the Board of Directors.

- **Student Member:** Enrolled in a school of recognized standing and pursuing an environmental degree and is registered at least one (1) course in environmentally related disciplines. Copy of a current transcript is required.
- **Associate Member:** Not otherwise eligible for another grade of membership.

2. NON-VOTING MEMBERSHIP

- Non-voting membership qualification criteria, including dues requirements and/or designation of membership categories, may be established and amended from time to time by Policy of the Board of Directors.
- All persons wishing to become non-voting members of the Association shall complete and sign an application form that includes a statement that the applicant shall abide by the Code of Ethics and Standards of Practice for Environmental Professionals as may be established or amended by the Board of Directors of the Association.
- A person shall become a non-voting member of the association upon a determination that an applicant for membership has met the criteria for non-voting membership.
- Non-voting Membership Categories.
 - The following non-voting membership categories are established under Association Bylaws and may not be altered by an established Policy of the Board of Directors.
 - **Student Member:** Enrolled in a school of recognized standing and pursuing an environmental degree and is registered at least one (1) course in environmentally related disciplines. Copy of a current transcript is required.
 - **Associate Member:** Not otherwise eligible for another grade of membership.

3. SEPARATION FROM MEMBERSHIP

- EXPULSION.** A member may be expelled or subjected to other disciplinary actions for causes such as violation of any of the provisions of the By-Laws or Code of Ethical Practice of the Association, or for conduct, which in the opinion of the Board of Directors is improper and prejudicial to the best interest of the Association.
 - Proceedings specific to procedure of expulsion Disciplinary Actions will be detailed as Policy by the Board of Directors.
 - The Board of Directors shall consider expulsion or other discipline of any member upon:
 - the recommendation of the President or Executive Committee; or
 - the written request of an Association member.
- SUSPENSION.** Any member of the Association whose dues become ninety (90) days overdue from date of renewal shall be deemed suspended from membership. Processes specific to procedure of suspension shall be detailed as Policy by the Board of Directors Upon suspension:

1. All benefits associated with membership shall cease.
 2. A suspended member may be reinstated by paying all unpaid dues and upon a determination by the Board of Directors that the suspended member continues to meet the criteria for membership.
- c. PROHIBITION ON PARTICIPATION.
1. Persons expelled from membership may not re-apply for membership for a period to be determined by the Board of Directors at the time of expulsion.
 2. No member who has been expelled from membership, nor shall any member who has been suspended, be allowed during the period of expulsion or suspension any of the rights or privileges of membership in the Association, including but not limited to attendance at any Association events.
 3. Service on Association committees, on the Board of Directors, or as an officer of the Association or any of its subsidiaries, affiliates, or partners, at all levels, shall be denied to a person expelled from the Association.

ARTICLE V—MEETINGS

1. ANNUAL MEETING. There shall be an annual meeting of the members of this Association at a time and place to be determined by the Board of Directors.
 - a. Written notice shall be published to voting and non-voting members by mail, email, on the Association website, or via other form of electronic communication or other media that provides for reasonable accessibility to the voting membership. All notices shall be made using the most-recent contact information provided to the Association.
 - b. Any notice shall be published, mailed, or otherwise delivered at least fifteen (15) calendar days before the date of the meeting(s). Notice via the website or comparable means must be provided at least fifteen (15) calendar days before the meeting date.
 - c. The President or other appointed Officer of the Association shall preside over the meeting.
2. SPECIAL MEETINGS. Special meetings of the members of the Association may be called at any time by the President of the Association, by any three (3) Directors, or by petition to the Secretary of the Association of not less than ten percent (10%) of voting members.
 - a. Written notice shall be given in the same manner as for annual meetings of the members.
 - b. The transactions of Special Meetings of the members of this Association shall be in the same manner as for Annual Meetings of the members.
3. QUORUM. A quorum of the members shall be required to vote on matters pertaining to merger with any other organization, dissolution of the Association, and any other matter put before the members by the Board. A quorum for any decision that requires a vote of the membership at such meeting of the members shall be fifteen percent (15%) of the voting members of the Association, present in person (either physically or by video-conference or by other electronic

means) or by written proxy submitted in advance of the meeting to the Secretary by whatever means deemed appropriate by the Secretary.

4. ACTION BY MAJORITY IN PERSON. Actions voted upon by members at a duly-noticed meeting at which a quorum is present shall be affirmed by a simple majority of the votes cast.

ARTICLE VI—DIRECTORS

1. COMPOSITION. The composition of the Board of Directors shall include the following:
 - a. The Officers as identified in Section VII of these Bylaws.
 - b. At-large Directors.
 - i. For the purpose of quantifying an election slate, the number of at-large Board of Directors positions shall be equal to the total number of Affiliate Chapter Representative Director positions on the Board of Directors at the time of election.
 - ii. Individuals filling at-large Director positions shall be elected by the voting members of the Association.
 - iii. Installment of at-large Directors will be recognized at the annual membership meeting following election.
 - c. Ex-officio Directors.
 - i. Ex-officio Directors are non-voting Directors.
 - a. The immediate past-President of the Association.
 - b. A single representative of ABCEP as may be designated by the executed Affiliation Agreement between NAEP and ABCEP.
 - c. Other Ex-officio Directors may be appointed to the Board of Directors by majority approval of the Directors, or as may otherwise be provided in the Bylaws.
 - ii. Ex-Officio Directors shall not serve as Association Officers unless approved by majority vote of the Directors.
 - d. Affiliated Chapter Representative Directors.
 - i. Chapter Representatives of Affiliate Chapters who are duly designated by their Chapters shall be voting members of the Board of Directors.
 - ii. Each Affiliated Chapter of the NAEP may designate one (1) Representative who may serve on the Board of Directors.
 - iii. A Chapter Representative must be a Voting Member of the NAEP;
 - iv. A Chapter Representative may serve as an Officer of the Association;
 - v. The method of selection for the Chapter Representative is at the discretion of the Chapter; and
 - vi. Each Affiliated Chapter shall have the responsibility of notifying the Board of the Chapter's appointed Representative(s).
2. QUALIFICATION.
 - a. All Directors shall be voting members of the NAEP in good standing.

- b. All Directors shall have maintained NAEP voting membership or Affiliate Chapter voting membership for at least three years prior to serving on the Board of Directors.

3. TERM

- a. The Executive Committee of Officers shall serve until the end of their elected two-year officer's term.
- b. At-large Directors shall serve terms of three (3) years, beginning from the date of the annual meeting at which the Director-elect is installed and continuing until the annual meeting approximately three (3) years hence.
- c. At-large Directors shall serve no more than three (3) full, elected, consecutive terms, unless otherwise provided in the Bylaws.
- d. Ex-Officio Directors shall serve terms until succeeded.
- e. Chapter Representative Directors shall serve terms until succeeded.

- 4. QUORUM. The presence (either physically or by videoconference or by other electronic means) at the call to order of any meeting of the Board of Directors, of a simple majority of the at-large members of the Board of Directors, shall constitute a quorum for the transaction of business.

5. REGULAR MEETINGS

- a. Regular Meetings of the Board of Directors shall be held at any place designated by the Board of Directors, giving due regard to the convenience of the Directors in obtaining a quorum for the transaction of business.
- b. Regular Meetings shall be held a minimum of four times per year.
- c. The agenda of Regular Meetings shall be set by the President. The President's proposed agenda shall be distributed to all Directors and Representatives at least two days in advance of the meeting to allow for review of agenda items and preparation for the meeting.
- d. Each Director shall be allowed one single vote regardless of the number of positions held, however the President shall abstain from all votes (regardless of whether holding a Director position) and shall vote only to break a tie.

6. SPECIAL MEETINGS

- a. Special meetings of the Board of Directors for any purposes may be called at any time by the President and any one non-officer Director, or by any two (2) non-officer Directors.
- b. Special Meetings of the Board may be held either at a place designated by the Directors or at the principal office.
- c. When deemed necessary by the Board, Special Meetings may be conducted by video conference with attendance by the Directors remotely, provided that appropriate notice is given in advance to all Board Members.
- d. Votes required may be taken via the best method available and recorded accordingly.
- e. Notice of Special Meetings shall be made no less than five (5) business days before the meeting, shall be made to all Directors by whatever convenient means necessary. The notice will be sent to each Director according to the most recent contact information available in the records of the Association. It is the responsibility of the Director to update his/her contact information, either directly through the Association records or by providing the information to the NAEP.

- 7. VALIDITY. The transactions of any meeting of the Board of Directors where a quorum is present, however called and noticed and whenever held, shall be as valid as a meeting held after call and notice.

8. DUTIES. Subject to limitations of the Articles of Incorporation, other Sections of the By-Laws, and of District of Columbia Law, all corporate powers of the Association shall be exercised by or under the authority of the Board of Directors.
- a. The business affairs of the Association shall be controlled by the Board of Directors. The Board of Directors shall serve at the pleasure of the voting Members of the Association.
 - b. The Board of Directors shall have the following specific powers:
 - i. To select and remove all of the officers and agents of the Association and prescribe such;
 - ii. To delegate, conduct, manage, and control the affairs and business of the Association, and to make policy, rules and regulations consistent with laws, the Articles of the Incorporation, or the By-Laws; and
 - iii. To borrow money and incur indebtedness for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
 - iv. To annually appoint one Certified Environmental Professional member of the Association, who is an NAEP voting member in good standing, to serve on the Board of Trustees of ABCEP. This appointee shall serve a term until succeeded.

9. NOMINATIONS AND ELECTION of AT-LARGE DIRECTORS

- a. The Board of Directors shall establish an Election Committee as a standing committee, which shall consist of the Immediate Past President and two (2) NAEP voting members in good standing.
- b. Appointments to the Committee shall be made by the Board of Directors.
- c. The Election Committee shall establish and maintain procedures and policy for conducting Annual Elections and Special Elections.
- d. The election of At-large Directors shall be by ballot.
 - i. The ballot may be conducted by the most convenient and efficient means available (including electronic means), at the discretion of the Board.
 - ii. The chosen method must be capable of being monitored.
- e. The election of At-large Directors shall be limited to Voting Members of the NAEP.
- f. The election will be held prior to the annual membership meeting each year.
- g. The Election Committee shall report results to the Board prior to the annual membership meeting.

10. REMOVAL OR RESIGNATION

- a. Vacancies of Director positions on the Board by way of removal or resignation shall be filled for the remainder of the term of the position vacated either by Special Election by the voting members of the Association or by appointment by the Board of Directors, with one of these two processes being chosen by the Executive Committee. Should the position be filled by appointment by the Board of Directors, the following issues may be given consideration: Results of most recent Board election, current or prior involvement in Committees or other positions of leadership in NAEP and/or Affiliates, and/or other considerations.
- b. Any Director shall be removed from office by action of the Board:
 - i. for cause as determined by the Board of Directors,

- ii. for violation defined in Article IV, Section 2.
- c. A Director who misses two (2) or more quarterly regular meetings in a single year, may be removed from the Board of Directors by action of the Board.
- d. A vacant Director's seat may be filled pursuant to Article V, Section 6 of these By Laws specific to replacing vacant Director Positions.
- e. Attendance at Board Meetings through remote methods, where made available, fulfills the requirement for attendance. Should the meeting not be available to remote participants, the requirement for attendance shall not be deemed valid.
- f. A pending Removal vote of a Director must be announced to the Board at least ten (10) days prior to the action being taken and will be made a part of either a regular meeting of the Board of Directors, or a Special Meeting.

11. COMMITTEES

- a. STANDING COMMITTEES OF THE BOARD OF DIRECTORS.
 - i. Each Standing Committee shall have at least one member from the Board of Directors.
 - ii. The Chair of each Standing Committee shall be confirmed by action of the Executive Committee of Officers, taking into consideration the qualifications which may be necessary for each Committee by policy of the Board of Directors.
 - iii. The President of the Association is an Ex-Officio member of each Standing Committee.
 - iv. The following are Standing Committees of the Board of Directors:
 - a. Elections Committee. This committee shall establish policy and procedures, and may provide management or delegation thereof, related to the election of at-large Board of Directors members, Officers, and other elected persons as may be provided in the Bylaws.
 - b. Budget and Finance Committee. This committee shall establish policy and procedures, and may provide management or delegation thereof, related to the annual budget of the Association. The Treasurer of the Association shall be a member of this committee.
- b. NON-STANDING COMMITTEES OF THE BOARD OF DIRECTORS.
 - i. The following Non-Standing Committees may be established as Committees of the Board of Directors from time to time to provide Membership Service "Areas of Focus" for the Board of Directors.
 - ii. Non-Standing Committee shall have at least one member from the Board of Directors.
 - iii. The Chair of each Non-Standing Committee shall be confirmed by action of the Executive Committee of Officers, taking into consideration the qualifications which may be necessary for each Committee by policy of the Board of Directors.
 - iv. The President of the Association is limited as an Ex-Officio member of each Non-Standing Committee.

- v. The Executive Committee of Officers may recommend to the Board of Directors to deviate or amend these Non-Standing Committees as needed to best serve the members of the Association.
 - a. Education Committee. This committee shall establish policy and procedures, and may provide management or delegation thereof, related to the educational opportunities for members of the Association.
 - b. Practice Groups Committee, including the NEPA Working Group. This committee shall establish policy and procedures, and may provide management or delegation thereof, related to the technical practice groups established from time to time.
 - c. Chapters Committee. This committee shall establish policy and procedures, and may provide management or delegation thereof, related to the relationship of Affiliated Chapters to the Association.
 - d. Annual Conference Committee. This committee shall establish policy and procedures, and may provide management or delegation thereof, related to the Annual Conference and Membership Meeting of the Association.
- c. AD-HOC COMMITTEES may be established at the pleasure of the Executive Committee of Officers.

ARTICLE VII—OFFICERS

1. COMPOSITION. The officers of this Association shall consist of a President, Vice President, a Secretary, and a Treasurer.
2. QUALIFICATION.
 - a. All officers of the Association shall be selected from the Voting Members of the Association.
 - b. All officers of the Association must have actively served on the NAEP Board of Directors for at least one (1) year in some capacity immediately prior to assuming a position as an officer.
 - c. Officers need not maintain Board positions to serve as officers. Officers who do not retain Board of Director positions shall have no vote on matters before the Board of Directors, except the President who shall vote only to break a tie.
3. DUTIES. The officers of this Association shall serve at the pleasure of the Board of Directors and shall have the following duties:
 - a. **President:** The President shall preside at all meetings of the membership and of the Board of Directors. The President shall, with assistance as requested from the other officers of the Association, prepare for consideration by the Board of Directors at their final meeting of the year, annual program goals and objectives for the upcoming year. The President shall be responsible for implementing assignments from the Board of Directors or other actions authorized by the Board of Directors. The President shall be authorized by the Board to enter into

agreements, sign and implement provisional contracts, and to execute other business instruments on behalf of the Association. It is anticipated the President shall continue to serve on the Board of Directors as Immediate Past-President in succession after the term of President has ended and until succeeded.

- b. ***Vice President:*** The Vice President shall, in absence of the President, preside temporarily at meetings of the membership or of the Board of Directors solely for the purpose of the election of a temporary President, which shall be a Director. It is anticipated the Vice President will serve as President in succession after the President's term has ended. Other responsibilities may be assigned by the Directors or the President as needed.
 - c. ***Secretary:*** The Secretary shall maintain or oversee the maintenance of all corporate records except the financial records; shall prepare minutes of all meetings of the Executive Committee, Board of Directors, and Membership meetings where specific actions are taken. In addition, the Secretary ensures distribution of all notices of meetings; and performs such other duties as may be assigned by the Board of Directors or the President.
 - d. ***Treasurer:*** The Treasurer shall be responsible for the custody of all corporate funds and financial records; shall keep full and accurate accounts of the receipts and disbursements and render accounts thereof at the Annual Meetings and whenever else required by the Board of Directors or the President. The Treasurer is responsible for assembling a budget committee annually to prepare an annual budget for the Association. The proposed budget for the coming year will be provided for approval and adoption by the Board of Directors at its final meeting of the year. The Treasurer shall have signatory authority on all financial accounts of the Association. The Treasurer shall perform such other duties as may be assigned by the Board of Directors or the President.
4. **NOMINATIONS AND ELECTION.** Each officer shall be elected bi-annually by the Board of Directors at a regularly held Board meeting or by electronic ballot, with the ratification and installation of officers prior to the annual meeting of the Membership.
5. **REMOVAL OR RESIGNATION.**
- a. Vacancies by way of removal or resignation shall be filled by a Special Election by the Board of Directors for the remainder of the term of the position vacated.
 - b. An Officer shall be removed from office by action of the Board:
 1. for cause as determined by the Board of Directors,
 2. for violation defined in Article IV, Section 2.
6. **TERMS OF OFFICE.** Officers shall serve until succeeded.
7. **EXECUTIVE COMMITTEE OF OFFICERS.** The purposes of the Executive Committee of Officers shall be to administer the daily business of the Association on behalf of the members of the Association, manage the benefits to members and to provide facilitation of business items delegated by, referred by, or authorized by the Board of Directors as a whole:
- a. The four Officers elected by the Board of Directors and the immediate Past-President shall comprise the Executive Committee.
 - b. The Executive Committee is authorized to vote, represent, and exercise on behalf of the Association all rights incident to any voting securities held by this Association in any other corporation or corporations. These rights may be

exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

ARTICLE VIII—AFFILIATE CHAPTERS

1. **COMPOSITION.** Association members may individually combine to establish an Affiliate Chapter in a geographically- or otherwise-defined Service Area.
 - a. Only Affiliate Chapters approved by the Board of Directors of the Association shall be allowed to identify association, obtain administrative, financial, programming logistical or other support from the Association.
 - b. Affiliate Chapters may be geographically or otherwise established to serve environmental professionals.
2. **PURPOSE.** The purpose of Affiliate Chapters shall be to provide opportunity for professional exchange, growth, and development among environmental professionals on a continuing basis at a more specific level to compliment the services provided by the Association.
3. **AFFILIATION.** Chapter Affiliation will be an on-going process whereby the NAEP and Chapters establish or reaffirm their common mission, goals, and responsibilities as defined by a formal Affiliation Agreement.
 - A. A minimum number of Association members may be required to petition for Chapter Affiliation, as may be established by the Board of Directors.
 - B. Only chapters affiliated with the NAEP shall be recognized as part of the Association.
 - C. Only chapters affiliated with the NAEP shall have NAEP privileges through representation to the Board of Directors.
4. **MINIMUM REQUIREMENTS FOR ALL AFFILIATED CHAPTERS.**
 - A. The Bylaws of the Association shall be recognized in their entirety by the Affiliate Chapter.
 - B. An Affiliation Agreement must be established that establishes the relationship between the Association and the Affiliate Chapter, and which may enumerate qualitative and quantitative performance criteria for Affiliate Chapters to achieve and to remain in affiliation with the Association.
 - C. The Chapters Committee of the Association shall establish a policy and processes for guiding Association members as to the formation of an Affiliated Chapter, including providing a Standard Affiliation Agreement, inactivity of an Affiliate Chapter, and financial considerations of inactivity or dissolution of an Affiliate Chapter.
 - D. The Board of Directors must review and approve each Affiliation Agreement by simple majority, prior to execution of the Agreement by the President.
 - E. A minimum number of NAEP Members must be maintained in a chapter pursuant to the approved Affiliation Agreement for the chapter to have voting privileges on the Board of Directors.
 - F. Affiliate Chapters must maintain all provisions of the Affiliation Agreement to remain affiliated with the Association.

ARTICLE IX—MISCELLANEOUS OPERATING PROCEDURES

1. The latest version of *Robert's Rules of Order* shall be followed to the greatest extent practicable at all Membership, Board of Directors', Officers', and Committee meetings.
2. **Policies.** The Board of Directors, Officers, and Committees shall each prepare policies and rules from time to time to guide the ongoing operation of business and decision-making. A complete set of policies of the Association shall be maintained by the Secretary. These policies and rules shall be provided to all members of Board of Directors annually for reference.
3. **Indemnification of Officers and Directors.** The Board may exercise to the full extent its powers which the Association has under District of Columbia law, as such law exists from time to time, to indemnify Board members, officers, employees, and agents for expenses incurred by reason of the fact that they are or were Board members, officers, employees, or other agents of the Association. Such expenses shall include attorney's fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board may make advances against such expenses upon terms decided by it. The Board may exercise the full extent of the powers which the Association has under District of Columbia law, as such law exists from time to time, to purchase and maintain insurance against the risks above - described on behalf of its Board members, officers, employees, and agents.
4. **Dissolution.** Upon the dissolution of the Association, the board of directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations that support the stated mission and purposes of the Association, and as shall at the time qualify as a tax-exempt organization or organizations recognized under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the board shall determine.