



Asian Pacific Islanders for Professional and Community Advancement (APCA)

APCA National Bylaws

Version	Date	Description
1	Merger of ACCA and 4A August 21, 2007	Merger of APCA and 4A Merger with PACE
	February 27, 2008	Added Advisory Board roles and responsibilities
	April 16, 2009	Added 3.2B Members-At-Large 7.1 National Membership Officer 10.10 Prof. Development
Dec. 15, 2016	12/15/2016 National Board Meeting	7.1 Executive Council title changes, general updates, added National Committees and National Chairs

National Bylaws of Asian Pacific Islanders for Professional and Community Advancement

A California Nonprofit 501(c)(3) Corporation

ARTICLE I: ORGANIZATION NAME AND AFFILIATION

Section 1.0 – Name

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

Section 1.1 - Principal Office

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

ARTICLE II: PURPOSE

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

APCA is a nonprofit educational organization, within the meaning of Section 501(c)(3) of the Internal Revenue Code, focused on representation of Asian Pacific Islanders employed by AT&T.

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

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

2.0.A.2 To serve as a valued Employee Resource Group (“ERG”) for our AT&T employer through active participation and visible support of programs and activities that help to enhance the image and promote closer ties between Asian Pacific Islander’s (“API’s”) and others at work and in the community.

2.0.A.3 To support charitable purposes providing information and assistance to API’s and economically and educationally disadvantaged communities.

2.0.A.4 To interact with and support community service organizations or their sponsored events or activities which will benefit API’s.

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

2.0.A.6 To be a sought out partner to other employee and business resource groups having shared ideals and values and mutually beneficial objectives.

2.0.A.7 To encourage partnerships and alliances between corporations and non-profit organizations that promote philanthropy for the benefit of the API community, and all communities, and for the ideal of one community for all.

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

2.0.B The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE III: MEMBERSHIP AND DUES

Section 3.0 – Membership, Membership Eligibility and Entitlements:

3.1 General Membership and Lifetime Active Membership Category

General Membership and Lifetime Active Membership shall be open to active employees of AT&T (or one of its wholly owned subsidiaries or affiliates) who subscribe to the purposes of the organization and do not work for a company that directly competes with AT&T, and who voluntarily signs-up with a duly recognized Chapter. Membership in a Chapter shall constitute membership in APCA.

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

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

3.2 Associate Membership and Lifetime Associate Membership Category

Associate Membership and Lifetime Associate Membership shall be open to former employees of AT&T and retirees (employed by AT&T or one of its subsidiaries or affiliates) so long as they do not work for a competitor or engage in a business competing with AT&T in any fashion. This

category is also open to members of a current employee's or retiree's immediate family or household (unless they work for a competitor of AT&T).

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

3.2.A.1 Cannot assume board or leadership positions,

3.2.A.2 Do not have voting rights,

3.2.A.3 Do not have access to any of AT&T's proprietary, sensitive, or confidential information nor to any AT&T ERG's project or initiative that might include such proprietary, sensitive, or confidential information,

3.2.A.4 May participate in activities,

3.2.A.5 May receive membership communications; and,

3.2.A.6 May attend all of APCA's events.

3.2.B. Members-at-Large

Members-at-Large are general, lifetime or associate members located in cities, states or countries without an active Chapter. Members-at-Large are the responsibility of the National Membership and Engagement Officer and the National Marketing and Communications Officer. They have the same benefits and rights as general, lifetime or associate members. International members may have restrictions if so required by AT&T.

Termination - Any membership in APCA shall automatically terminate upon the member's accepting employment or contract work with a competitor of AT&T. Members can terminate membership via the ERG Portal or by sending a request to the National Membership and Engagement Officer or Local Membership Officer to unsubscribe to email.

3.3 Associate Membership Dues or Other Fees of Chapters - The amount of dues shall be set by the National Board of Directors. Associate Membership dues are due annually by October 1st and should be collected by the Chapter Membership Officer and remitted to the Chapter Treasurer or the Treasurer's designee.

3.4 Associate Membership Dues - Associate membership dues collected by the local Chapters and funds shall stay with the Chapter to support APCA activities.

3.5 Lifetime Associate Membership - has a one-time fee.

ARTICLE IV: CHAPTERS

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

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

4.1.A Each Chapter shall adopt a handbook that is consistent with the provisions of these Bylaws and the APCA National Operations Manual or local Chapters may adopt the APCA National Operations Manual. The handbook shall define and describe the policies, procedures and other pertinent information of the Chapter.

4.1.B Chapters shall have at least six (6) officers consisting of a President, Vice President, Secretary, Membership and Engagement Officer, Treasurer, and a Marketing and Communications Officer or a Chief Technology Officer. The term of office shall be two years. They shall not hold the same office for more than two consecutive terms. A Chapter may, at its discretion, may have additional officers or Committee Chairs to support its local operating needs.

4.1.C Each Chapter shall submit an annual budget to the National Treasurer by October 1st for the next fiscal year. The budget shall include an itemized list of any income that will be generated by the local Chapter through local fundraising efforts. The budget shall also include an itemized list of any expenses for local activities and contributions. Local expense budget shall not exceed the annual income.

4.1.C.1 Chapter Treasurers shall maintain a current financial status and provide monthly reports to the local Chapter boards and to the National Treasurer. The National Treasurer shall maintain a current financial status of APCA and provides reports to the National Board and the local Chapters.

4.1.C.2 Each Chapter will establish a local bank account under the control of the Chapter Treasurer as a central repository for local funds used to pay for budgeted expenses. Local Treasurers are responsible for keeping receipts, expense reports and detail reports of how the funds are spent.

4.1.D Each APCA Chapter must establish a process to recruit and register new members through the Employee Resource Group Back Office Portal. When requested, the Chapter Membership Officer will provide a certified list of members in good standing to the National Secretary or other Executive Council officer.

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

4.1.F Each Chapter will have the flexibility of assigning different committee positions and titles for example:

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

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

4.1.F.3 To manage local Chapter participation in the National Scholarship Program.

4.1.F.4 To manage the member participation and volunteer hour's documentation on the [AT&T Community Engagement – Volunteer](#) website.

4.1.G Chapter Membership Officer – Each Chapter shall elect a Membership Officer;

4.1.G.1 The Chapter Membership officer shall support the transfer of a member at the request of the National Membership and Engagement Officer.

4.1.G.2 The Chapter Membership and Engagement Officer shall support the transfer of its entire membership at the request of Executive Council, in the case of a Chapter closing or consolidating.

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

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

4.3 Where appropriate and beneficial to the organization, financial assistance and materials may be provided to support the formation of a new Chapter upon majority approval of the APCA National Board.

4.4 Limitation and Restriction - No Chapter may engage in any activity in contravention of these Bylaws or the National Operations Manual that would destroy APCA's nonprofit character and exemption under Internal Revenue Code Section 501(c)(3).

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

4.5.A In some cases, a Chapter may request assistance in recruiting officers and participation by contacting the Executive Council or National Board for support.

4.6 [Intentionally Left Blank]

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

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

ARTICLE V: GOVERNANCE AND AUTHORITIES

Section 5.0 - Governance

The governing bodies of APCA shall be:

5.0.A The National Executive Advisory Board;

5.0.B The Executive Council; and

5.0.C The National Board;

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

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

ARTICLE VI: THE NATIONAL EXECUTIVE ADVISORY BOARD

Section 6.0 - Advisory Board Powers

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

6.1 [Intentionally Left Blank]

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

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

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

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

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

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

ARTICLE VII: THE EXECUTIVE COUNCIL

Section 7.0 - Powers and Duties -- The Executive Council

The Executive Council shall have supervision, control and direction of the management, affairs and property of APCA; shall implement and enforce its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Executive Council may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of APCA as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility consistent with law. Under no circumstances, however, shall the fundamental and basic purposes of APCA as expressed in the Articles of Incorporation of APCA, be amended or changed; and The Executive Council shall not permit any part of the net earnings, or capital of APCA and its Chapters, to be used to directly compensate any member, director, officer or other private person or individual.

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

- The National President

- The National Vice President
- The National Secretary
- The National Treasurer
- The Chief Technology Officer
- The National Marketing and Communications Officer
- The National Membership and Engagement Officer

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

7.2.A That the person is a member in good standing of a recognized Chapter of APCA which must itself be considered to be a Chapter in good standing as stipulated in Article Three; and,

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

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

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

7.5 [Intentionally left blank]

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

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

7.8 Action By the Executive Council Without A Meeting - Any action required or permitted to be taken at a meeting of the Executive Council or National Board may be taken without a meeting via an email request and ballot. Action by the Executive Council or National Board taken pursuant to this Section shall have the same force and effect as a majority vote at a meeting duly called. The National Secretary will keep in the Secretary's files all documentation regarding the request to take action without a formal meeting and the voting outcome and action taken, or agreed to, pursuant to the terms of this Section.

7.9 Roles, Responsibilities and Duties of Executive Council Members

7.9.A National President

The National President shall have overall responsibility and authority for managing and directing the internal and external affairs of APCA and have the authority to exercise the powers as prescribed in these Bylaws. The President shall serve as the presiding officer over all meetings of the Executive Council. The National President is responsible for recommending and appointing individual members to serve as National Committee Chairs, and obtaining the Executive Council's confirmation of such appointments. The National President shall have the authority to commit financial resources of the organization in the course of managing and directing the business affairs of APCA.

7.9.B National Vice President

The Vice President will be responsible for assisting and recommending individual members to serve as National Committee Chairs. The Vice President shall be responsible for organizing and providing oversight management and leadership support for APCAs national programs and National Chair Committee roles as specified in Article X. In the absence or incapacity of the National President, the Vice President shall assume the National President's powers, roles, responsibilities and authorities in all matters relating to the overall management and direction of the organization.

7.9.C National Secretary

The National Secretary shall have chief responsibility for overall management and supervision of APCA's information and record-keeping and historical information. The National Secretary shall give, or cause to be given, notice of all meetings of the National Board and the Executive Council. The Secretary shall attend all meetings of the Executive Council, the National Board and the Annual Membership meeting of APCA. The Secretary shall record all votes, actions and the minutes of all proceedings to be kept for that purpose and shall perform like duties for the executive and other communities when required. The Secretary shall be under the supervision of the National President. The Secretary shall collect the lists of local Chapter board members and their officers from the Chapter president on annual basis. The Secretary shall perform such other duties and have such other authority and powers as the Executive Council may from time to time prescribe. The National Secretary shall be responsible for organizing and providing oversight management and leadership support for APCAs National Chair Committee roles as specified in Article X.

7.9.D National Treasurer

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

for organizing and providing oversight management and leadership support for APCAs National Chair Committee roles as specified in Article X.

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

7.9.D.2 The Treasurer shall have oversight management responsibility in all financial transactions of the organization and shall collect monthly and annual financial reports from each local Chapter and submit a consolidated annual financial report for APCA on stating the sources and amount of funds generated and a description of its disposition to for the year just ended by no later than October 31st.

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

7.9.D.4 The Treasurer shall have oversight responsibility for ensuring that we file all documents necessary to maintain our tax exempt status, such as the filing of annual tax returns reports to the Secretary of State and the Attorney General.

7.9.D.5 The Treasurer shall have oversight responsibility for work completed by an Executive Council designated Committee Chair of Financial Management and Tax, and has the responsibility of accumulating all finance reports from the Chapters and consolidating them for the organization.

7.9.E Chief Technology Officer

The Chief Technology Officer shall be responsible for organizing and providing oversight management and leadership support of APCA's information and system's needs. The Chief Technology Officer shall also oversee the APCA Website and all technology applications including, support of the APCA public website and National tSpace. The Chief Technology Officer shall be responsible for organizing and providing oversight management and leadership support for APCAs National Chair Committee roles as specified in Article X.

7.9.F National Marketing and Communications Officer

The National Marketing and Communications Officer shall be responsible for organizing and providing oversight management and leadership support of APCA's public and community relations and business development. The National Marketing and Communications Officer will plan and develop strategies to promote APCA via internal and external communications to establish APCA's brand recognition, and to establish liaisons between APCA and other ERGs, other corporations, and our communities. The National Marketing and Communications Officer

shall be responsible for organizing and providing oversight management and leadership support for APCAs National Chair Committee roles as specified in Article X.

7.9 G National Membership and Engagement Officer

The National Membership and Engagement Officer shall be responsible for membership growth and engagement, establishing national membership best practices, tracking results of national recruitment efforts, preparing membership tools and programs to be shared with local Chapter membership officers, and providing membership updates and communications to local Chapters and membership. Duties include oversight of Members-at-Large and meeting membership goals set by the National Board. The National Membership and Engagement Officer shall be responsible for organizing and providing oversight management and leadership support for APCAs National Chair Committee roles as specified in Article X.

7.9.H Delegates of the National Officers

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

7.9.I Election of National Officers

Election of officers will be staggered as follows:

ODD YEARS: President, Secretary, Chief Technology Officer, and Membership and Engagement Officer

EVEN YEARS: Vice President, Treasurer, Marketing and Communications Officer

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

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

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

7.9.L Retiring National Board Members – In the event a National Board member retires or leaves the company during their term, unless they receive special approvals, they shall submit a letter of resignation to the National Secretary.

ARTICLE VIII: THE NATIONAL BOARD

Section 8.0 - Duties and Powers

The National Board shall:

8.0.A Nominate and approve certain members to serve on the National Executive Advisory Board as specified in Article Six;

8.0.B Legislate the policies for APCA;

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

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

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

8.1.A The Executive Council; and

8.1.B Delegates of the Executive Council; and

8.1.C National Board Delegates maximum of one from each APCA Chapter.

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

8.3 Term of Office - Each member of The National Board, shall serve for two years unless that person is removed from office by action of that person's local Chapter.

8.4 Board Meetings - The National Board shall meet at least once quarterly by conference call and at least once annually in person, if possible.

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

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

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

ARTICLE IX: VACANCIES

Section 9.0 - Normal Vacancies

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

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

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

9.4 Abnormal Vacancies - An abnormal vacancy shall occur when an incumbent Board or Council member resigns or is removed from the office to which that person is elected to for reasons other than the normal expiration of the incumbent's term.

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

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

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

9.8 National Board vacancies -- An abnormal vacancy shall be filled by the local Chapter board by selection or election. In circumstance where the local Chapter board has disbanded, the position may be filled by majority vote of the National Board.

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

ARTICLE X: NATIONAL COMMITTEES AND CHAIRS

Section 10.0 - National Committees and Chair Positions

The purpose of the National Committees and National Chair Positions is to provide a Support Structure to assist the Executive Council in administering and undertaking the varied programs, functions and other initiatives of the organization. National Committee Chairs do not have voting rights on the National Board or the National Executive Council.

National Committees and National Chair Positions – The following permanent National Committees and Chair positions may be established under the leadership, direction and supervision of the National Executive Council as assigned. These positions may cover:

- Annual Awards Banquet Committee
- Mentoring Committee
- Community Relations Committee
- Fundraising Committee
- Professional Development Committee
- National Scholarship Committee
- Disaster Relief Committee
- Volunteerism Committee
- Member Engagement
- Chapter of the Year
- Social Media and Communications Chair
- Finance and Bookkeeping Chair
- tSpace Chair
- tSpace Badge Chair
- Historian
- Dragon Boat Chair

10.1 Annual Awards Banquet Committee - The purpose of this committee is to assist and co-host, with the local Chapters, the planning of the Annual APCA Awards banquet. This Committee Chair reports to the National Vice President

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

10.3 Community Relations Committee - This committee shall be responsible for the publication and distribution of the APCA newsletter in such manner and frequency as recommended by this committee and approved by the Executive Council. This Committee Chair reports to the National Marketing and Communications Officer

10.4 Fundraising Committee - The principal purpose of this committee is to generate, manage and coordinate activities to help raise funds for charities designated and approved by the Executive Council. This Committee Chair reports to the National Vice President.

10.5 Professional Development Committee - This committee is responsible for developing training and education programs that will enhance our membership's personal and professional development. They shall design and model strategies and plans as appropriate. These plans can

include conducting and sponsoring programs such as symposiums, lectures, conferences, town hall meetings, and the use of any appropriate media to achieve their goals and objectives. This Committee Chair reports to the National Vice President.

10.6 National Scholarship Committee - This committee shall be the primary interface with all Chapters on matters pertaining to the Scholarship Program and shall perform such duties as assigned by the Executive Council. This Committee Chair reports to the National Vice President.

10.7 Disaster Relief Committee – (reserved) This Committee Chair reports to the National Vice President.

10.8 Volunteerism Committee - This committee shall be responsible for programs that encourage volunteerism and for tracking volunteer hours. This Committee Chair reports to the National Membership and Engagement Officer.

10.9 Member Engagement Committee - This committee shall be responsible for developing and tracking programs that grow membership engagement. This Committee Chair reports to the National Membership and Engagement Officer.

10.10 Chapter of the Year Committee – This committee is responsible for the process used to determine Chapter of the Year criteria and selection. This Committee Chair reports to the National Membership and Engagement Officer.

10.11 Social Media and Communications Chair - The Social Media and Communications Chair is an experienced expert on social media (i.e. Twitter, tSpace, LinkedIn, Instagram, Facebook). The Social Media and Communications Chair's primary responsibility is to utilize social media tools to communicate and promote APCA events, activities, and the organization's deep engagement with AT&T employees and local community. In addition, the Social Media and Communications Chair's focus is to engage members and expand our reach into the broader AT&T employee base, including retirees, and the communities we serve. This Chair reports to the National Marketing and Communications Officer.

10.12 Finance and Bookkeeping Chair – The Finance and Bookkeeping Chair is responsible for general bookkeeping functions and miscellaneous finance requests that include issuing checks on behalf of the National Treasurer. This Chair reports to the National Treasurer.

10.13 tSpace Chair – The tSpace Chair is responsible for building and managing APCA's tSpace, leveraging best practices from Chapters. This Chair reports to the Chief Technology Officer.

10.14 tSpace Badge Chair – The tSpace Badge Chair is responsible for managing the badge recognition program which includes, uploading badges, minor enhancements, and reviews. This Chair reports to the National Membership and Engagement Officer.

10.15 Historian - The Historian position is responsible for collecting the documents and the history of APCA, formerly 4A, ACCA, and PACE. The Historian will keep a timeline of Executive Council, and National board members', names, positions, years of service and will maintain copies of current and past, Bylaws, accomplishments and other key documents. The Historian will create a library of archived recordings and documents through physical and digital formats. This Chair reports to the National Secretary.

10.16 Dragon Boat Chair – The Dragon Boat Chair is responsible for providing leadership and support to Chapters. The Dragon Boat Chair will help Chapters create new programs and sustain existing programs. This Chair reports to the National Membership and Engagement Officer.

ARTICLE XI: ELECTION STANDARDS AND PROCEDURES

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

11.2 Election of National Officers - The membership of APCA shall be responsible for directly electing National Officers listed in section 7.1

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

11.2.A.1 An Election Officer - The National Board shall designate an Election Officer who will manage and have overall supervision over the elections. The individual selected shall be an incumbent member of the National Board and shall not be a candidate for any of the positions being elected.

11.2.A.2 The Election Officer shall -

- Open nominations for the elective positions to all members of APCA by publishing the date, time and nomination procedures at least sixty (60) days prior to the designated election date, and distribute such information to all Chapters, the Executive Council, National Committees, and members of the National Council;
- Accept all nominations, including self-nominations of qualified members, and close such nominations at a date no later than thirty (30) days prior to the designated election date;
- Request the National Secretary verify the qualification of all nominees;
- Publish all qualified nominees and any candidate profile information to all Chapter Presidents, the Executive Council, National Committees, and members of the National Board at least fourteen(14) days from the date of elections;
- Preside over the election proceedings during the meeting of the National Board.

- Send the official notice announcing election results to the Councils, Board, and Chapters in a timely manner.

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

11.2.C The Executive Council shall determine the date for elections, however the date set for said elections may not be within ninety (90) days or less from the date on which said decision is made by the Executive Council .

ARTICLE XII – CORPORATE RECORDS, REPORTS AND SEAL

Section 12.0 – The corporation shall keep records in a repository and make them available to its principal office in the State of California:

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

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

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

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

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

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

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

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

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

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

ARTICLE XIII: BYLAWS

Section 13.0 - Bylaws

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

13.1 Amendments

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

ARTICLE XIV: PARLIAMENTARY AUTHORITY

Section 14.0 - Parliamentary Authority

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

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ARTICLE XV: NATIONAL OPERATIONS MANUAL

Section 15.0 – National Operations Manual:

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

Members of the National Board shall have the power to amend the National Operations Manual or any part thereof with a simple majority vote (50% plus 1) of the National Board, provided that written notice of any action with respect to the operations manual or its provision(s) and of the meeting in which that action shall be proposed, shall be provided prior to said meeting.