

ARIZONA PROFESSIONAL LAND SURVEYORS, INC. BYLAWS

ARTICLE 1: OFFICES

SECTION 1.01 Name

The name of this corporation shall be Arizona Professional Land Surveyors, Inc., hereinafter referred to as APLS.

SECTION 1.02 Principal Office

The principal office of APLS for the transaction of business is located in the State of Arizona.

SECTION 1.03 Other Offices

APLS may also have offices at such places as the Board of Directors may, from time to time, designate.

ARTICLE 2: OBJECTIVES

SECTION 2.01 Objectives

The objectives of APLS is to promote the professions pertaining to surveying, geospatial data collection, analysis, presentation, storage and retrieval. These professions include, but are not limited to, Professional Land Surveying, Geodesy, Photogrammetry, Geographic Information Systems and Cartography.

APLS shall promote these objectives through the following means:

- Promoting and maintaining the highest possible standards of professional ethics and practices.
- Promoting public awareness and trust in the geospatial professions and their work.
- Initiate legislative actions for the benefit of the Association, its members and the public.

ARTICLE 3: MEMBERSHIP

SECTION 3.01 Non-Discrimination Policy

APLS, in its membership, is non-partisan, non-sectarian, non-discriminatory and state wide in its scope.

SECTION 3.02 Application

The Board of Directors shall adopt a form or forms to be used by individuals and entities interested in applying for membership in APLS. Unless otherwise stated in writing, an applicant's membership shall be effective when the applicant receives written notification of the acceptance of the application.

SECTION 3.03 Classes of Membership

The membership of APLS shall be as follows:

PROFESSIONAL MEMBERS: There are three professional-level classes of membership in APLS: Professional Surveyor, Retired Professional Surveyor, and Geospatial Professional. Members of these professional classes shall have voting privileges and shall be eligible to serve as a Director in APLS as defined in these bylaws.

- Professional Surveyor: Any person who is a Registered Land Surveyor in the State of Arizona is eligible for membership in the Professional Surveyor class.
- Geospatial Professional: Any person who has been a practicing Geospatial Professional and

whose application is approved by the Geospatial Chapter is eligible for membership in the Geospatial Professional class.

- **Retired Professional Surveyor:** Any Professional Member in good standing who retires from active practice and who receives from the Arizona State Board of Technical Registration a waiver of the Land Surveyor registration renewal fee shall be eligible for Retired Member status. The Professional Member is responsible for informing the Association Secretary of his or her retired status and for providing adequate proof that the Board of Technical Registration has waived the registration renewal fee.

ASSOCIATE MEMBER: Any person who is interested in the field of surveying or other geospatial professions and whose business or profession or vocation is related to the fundamentals of land surveying or geospatial management or analysis is eligible for membership as an Associate Member. Associate Members do not have voting privileges and are not be eligible to serve on the Board of Directors.

HONORARY MEMBER: The Board of Directors may at its discretion confer the status of Honorary Member. Any voting member may propose to the Board of Directors the name of an individual to be considered for such honor. The proposal must be approved by two-thirds (2/3) of the total number of Directors authorized by these Bylaws. If the proposal is approved, the Association Secretary shall notify the individual of the Board's action and the honorary membership shall become effective upon the honoree's acceptance of the honorary member status. Honorary Members shall be exempt from payment of any dues and shall be entitled to all privileges of Professional Members, except for the right to vote or hold office.

LIFE MEMBER: The Board of Directors may at its discretion confer the status of life member on any Professional Member of APLS. Any voting member may propose to the Board of Directors the name of a Professional Member to be considered for life membership. Before granting Life Member status, the Board must find that the Professional Member is in good standing with the corporation and either that the Professional Member is widely acknowledged as being eminent in the member's profession or that the Professional Member has made a significant contribution to APLS and to the land surveying or geospatial profession. The proposal must be approved by two-thirds (2/3) of the total number of Directors authorized by these Bylaws. Life Members shall be furnished with a Life Membership card and certificate of life membership. Life Members shall not be subject to payment of dues, and shall enjoy all the rights and privileges of Professional Members of the APLS.

STUDENT MEMBER: Any person not qualifying as a Professional Member and who is a full time or part time student actively pursuing a surveying or geospatial education is eligible for membership as a Student Member. Student Members do not have voting privileges and are not be eligible to serve on the Board of Directors..

SUSTAINING MEMBER: Any individual, company, or corporation interested in the land surveying or geospatial professions and desiring to support the purposes and objectives of this APLS is eligible for membership as a Sustaining Member. Status as a Sustaining Member is not and shall not be construed as an endorsement by APLS of the products or services offered by the Sustaining Member. Sustaining Members do not have voting privileges and are not be eligible to serve on the Board of Directors.

CORRESPONDING MEMBER: Any person holding a registration as a Professional Surveyor in a state other than Arizona may apply as a corresponding member. Corresponding members do not have voting privileges and are not be eligible to serve on the Board of Directors.

SECTION 3.04 Membership in One Class & Term of Membership

Membership may be only in the highest classification available for which the member qualifies. Each member may belong to only one class of membership.

The term of each membership shall be for a one-year period commencing on the first day of January and ending on the last day of December except that the term of a Life or Honorary Membership is, subject to the requirements set forth in these bylaws, for life. If a member is admitted by APLS to a different class of membership than that member previously held, the membership in the previous class shall be automatically terminated.

SECTION 3.05 Dues

Dues for each class of membership, entrance fee, and reinstatement fee shall be established annually by the Board of Directors at the fall Board of Directors meeting. Dues may be increased or decreased by not more than 15% of the dues then in effect.

Dues shall be payable to the Association on the first day of January in each fiscal year. Annual dues of new members shall be prorated from the first day of the month in which the new member applies for membership.

If dues for the renewal of membership are not paid by the first day of January, the member shall be carried on the rolls as a delinquent member not in good standing, not entitled to any of the privileges of membership until paid or until the first day of July.

SECTION 3.06 Special Assessments

Special assessments of each member other than Honorary and Life members may be made upon affirmative vote of two-thirds (2/3) of the membership responding.

SECTION 3.07 Number of Members

There is no limit to the number of members of the APLS.

SECTION 3.08 Termination of Membership and Reinstatement

Any person's membership in APLS shall automatically terminate upon:

- a) Failure to pay dues by July 1st if a written or electronic notice has been sent within the previous 60 days. Member may be reinstated upon payment of dues and reinstatement fee.
- b) Receipt of a written or electronic resignation request. Such resignation shall not relieve the member of the obligation to pay any dues and other charges previously accrued but not paid. Member may be reinstated upon payment of dues and reinstatement fee.
- c) Revocation of the license, registration or certificate that qualified the person to attain membership. Member may be reinstated provided they once again qualify for membership and upon payment of dues and reinstatement fee.
- d) A Geospatial Professional membership may be revoked upon the recommendation of the Geospatial Chapter and a two thirds vote of the Board of Directors.
- e) A member expelled from the Association as set forth in Section 3.09 may not be reinstated without approval by the Board of Directors. If approved for reinstatement, the member must pay dues and reinstatement fee.
- f) Death of the member.

No dues shall be refunded to any member whose membership terminates for any reason.

SECTION 3.09 Suspension, Expulsion

A member may be suspended or expelled for cause by the Board of Directors.. Cause shall include a serious failure to:

- (1) observe the Association's Articles of Incorporation, Bylaws, or Code of Ethics or;
- (2) abide by the lawful decisions of the Board of Directors or;

- (3) engage in conduct which is deemed by the Board contrary or prejudicial to the interests and/or purposes of the Association.

Suspension or expulsion shall require two-thirds vote of the Board of Directors. The discipline shall only occur after:

- a) the Executive Directors provides at least 15 days prior written notice of the expulsion or suspension including the charges pending against the member and;
- b) the member has an opportunity to be heard, orally or in writing, not less than 5 days before the effective date of the expulsion or suspension by the Board of Directors.

Notice shall be mailed to the sent to the last address of the member shown on the corporation's records.

A member who has been expelled or suspended may be liable to APLS for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

The Board of Directors is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

SECTION 3.10 Membership Certificates / Cards

Each member of APLS shall be issued a certificate as evidence of membership. Each certificate shall be signed by the Chairman

SECTION 3.11 Liability of Members

A member of Arizona Professional Land Surveyors is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE 4: MEETING OF MEMBERS

SECTION 4.01 Annual Meeting of Members

Annual membership meetings of this APLS shall be held each year at such place, time and date as determined by the Board of Directors.

SECTION 4.02 Special Meetings of Members

Special meetings of the membership may be called by the Board of Director or by ten percent (10%) of the voting members of APLS.

SECTION 4.03. Notice of Meetings

Notice for annual or special meeting shall be given to all members by first class mail, postage prepaid, by electronic transmission, or by personal delivery, not less than ten days and no more than sixty days prior to meetings.

Notice for annual meeting shall include the location, date, time of meeting.

Notice for special meetings shall include the location, date, time of meeting, and business to be transacted. No business, other than the business set forth in the notice of the meeting may be transacted.

SECTION 4.04. Quorum.

The presence of 10% or more of voting Members shall constitute a quorum at any Annual or Special Meeting of the Members.

SECTION 4.05 Action Without Meeting.

Any action that may be taken at any Annual or Special Meeting of the Members may be taken without a meeting if a written or electronically transmitted ballot is sent to every voting Member, and if the number of ballots cast within the time specified equals at least ten percent (10%) of all voting Members at the time the ballot is distributed. A 2/3 vote of the votes cast shall determine the outcome of the action.

ARTICLE 5: BOARD OF DIRECTORS**SECTION 5.01 Board of Directors**

The Board of Directors shall consist of the Officers and Directors and each shall have one vote.

As provided in these Bylaws each active Chapter shall elect one Director to serve on the Board of Directors for a two year term. Directors must be a Professional member in good standing. Any Director who ceases to be a Professional Member shall thereupon cease to be an eligible member of the Board of Directors. The Director shall be given 30 days, after notice, to reinstate Regular Memberships considered vacated. Officers shall be drawn from among the Directors.

The Executive Director shall serve as an ex-officio member of the Board of Directors without a vote.

SECTION 5.02 Powers of the Board of Directors

The Board of Directors is the decision making body of the corporation. The Board shall act as a deliberative body where Directors have the opportunity for discussion and deliberation which includes participation in a meeting in person, through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the participants to communicate simultaneously or sequentially.

The Board of Directors shall have authority over the general management of the affairs of the corporation in conformity to its Articles of Incorporation and these Bylaws. Subject to the provisions of the laws of the State of Arizona and any limitations of the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the authority of the Board of Directors.

SECTION 5.03 Duties of Individual Directors

It shall be the duty of a Director to:

- (a) Perform any and all duties imposed individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Fully abide in their fiduciary duty of care, inquiry, and loyalty.
- (c) Attend meetings at such times and places as required by these Bylaws;
- (d) Register their addresses with the Secretary of the corporation;
- (e) Serve on committees established by these Bylaws and by the Board of Directors.

Nothing in this section shall be interpreted to authorize any Director to act on behalf of the Board of Directors without approval of the Board of Directors.

SECTION 5.04 Standard of Care

A director shall perform duties of a director in good faith, in a manner such director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of director, a

director shall be entitled to rely on information, opinions, reports or statements prepared or presented by one or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or counsel, accountants or others as to matters which the director believes to be within such person's professional competence. A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director

SECTION 5.05 Vacancies

Whenever vacancies in the position of Director shall occur, the vacancy shall be filled from the Chapter of the vacant Director.

SECTION 5.06 Liability of Officers & Directors

The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE 6: BOARD OFFICERS

SECTION 6.01 Election of Officers

The Officers of this corporation shall consist of the Chair, Vice Chair, Secretary, and Treasurer. The Officers shall be drawn from among the members of the Board of Directors and elected by the Board of Directors annually at the first quarterly meeting of the Board of Directors.

The Immediate Past Chair shall serve as an ex-officio Officer without a vote.

SECTION 6.02 Vacancies

Whenever Officer vacancies occur, the vacancy is to be filled from the Board of Directors as soon as practical.

SECTION 6.03 Duties and Powers of Officers

The Chair has general supervision of the affairs of APLS, preside at all meetings of APLS and of the Board at which he may be present, shall appoint the chair of all standing committees, and may appoint special committees of which she shall be an ex-officio member. The Chair has a right to vote during Board meetings. The Chair is expected to attend all meetings of APLS.

The Vice-Chair, in the absence of the Chair, shall assume the duties of the Chair at meetings of APLS or the Board. Should the office of Chair become vacant, the Vice-Chair shall assume the office of Chair for the remainder of the Chair's term. The Vice-Chair is expected to attend all meetings of APLS.

The Secretary shall give notice of all meetings of the members and of the Board as required by these Bylaws and shall perform such duties as may be prescribed by the Board or by these Bylaws. The Secretary is expected to attend all meetings of APLS and of the Board, to duly record the proceedings thereof, and to keep full records of APLS.

The Secretary shall review the duties of the office and shall request the Board at their first regular meeting of the year to approve the delegation of specific duties, if any, to the Executive Director.

The Treasurer is expected to attend all meetings of APLS. As fiscal officer of APLS, the Treasurer shall prepare and deliver quarterly reports of the fiscal status to the Board and an annual statement of APLS's fiscal status to the membership.

The Treasurer shall review the duties of the office and shall request the Board at their first regular

meeting of the year to approve the delegation of specific duties, if any, to the Executive Director.

The Past Chair shall serve as a nonvoting advisor to the Board of Directors.

SECTION 6.04 Executive Director

The Executive Director, subject to the control of the Board of Directors, shall be the principal administrative officer of the corporation; shall assist the Board in the meetings of the corporation; shall be an ex-officio director but shall have no right to vote; shall be a non-voting ex-officio member of all committees; and shall provide a quarterly report to the Board regarding the Executive Office activities. The Executive Director shall assume such duties of the Secretary and/or Treasurer, as the Board shall assign.

ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS

SECTION 7.01 Regular Meetings of the Board of Directors

A regular meeting of the Board of Directors shall be held quarterly, or as otherwise determined by the Board. The time and place of each regular meeting shall be as determined by the Board.

The Board of Directors meetings may be held where Directors have the opportunity for discussion and deliberation which includes participation in a meeting in-person, through electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially.

Except for such requirements and procedures as are specifically stated in these Bylaws, Board meetings shall be conducted in accordance with the current edition of "Robert's Rules of Order".

SECTION 7.02 Special Meetings of the Board of Directors

A special meeting of the Board of Directors may be called by the Chair or any 3 members of the Board of Directors in accordance with the laws of the state of Arizona. Only that business specified in the notice of meeting shall be transacted at any special meeting of the Board of Directors.

SECTION 7.03 Notice of Meetings

Notice of all meetings shall be given to all Board members by first class mail, personal delivery, or electronic transmission, not less than 7 days prior to such meetings.

The notice shall state the location, date, time of meeting, and business to be transacted.

SECTION 7.04 Quorum

A majority of the total number of Directors having the right to vote, shall constitute a quorum for the transaction of business.

Business may only be considered by the Board of Directors at any meeting at which a quorum is present, except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting because of a withdrawal of directors from the meeting, provided that any action thereafter taken shall be approved by at least a majority of the required quorum for such a meeting.

SECTION 7.05 Majority Action as Board of Directors Action

Every act or decision done or made by the affirmative vote of a majority of the Directors having the right to vote who are present and voting at a meeting duly held at which a quorum is present is the act of the Board of Directors unless the Articles of Incorporation, these Bylaws, or the laws of the State of Arizona require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 7.06 Voting

The Officers and Directors shall each have one vote on any matter presented to the Board of Directors for action. No Officer or Director may vote by proxy.

SECTION 7.07 Action By Unanimous Written Consent Without A Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting, may be taken without a meeting if all directors entitled to vote unanimously consent in writing to the action specifically set forth. Such consent shall have the same effect as a unanimous vote.

SECTION 7.08 Compensation

No member of the Board of Directors, except the Executive Director, shall receive a salary or compensation, except for expenses approved by the Board as being incurred on behalf of APLS.

ARTICLE 8: STANDING COMMITTEES

The following are the standing committees of the corporation. Each committee shall consist of not less than two Professional members. One member must be a member of the Board of Directors. Unless outlined specifically in these bylaws, the Chair of each committee shall be appointed by the Chairman of the Board and ratified by the Board of Directors. The Board of Directors will provide the committee's charges to each Chair.

1. Constitution and Bylaws
2. Conference Committee
3. Education Committee
4. Ethics and Standards Committee
5. Membership Committee
6. Legislative Committee
7. Outreach Committee
8. Public Relations Committee

The Public Relations Committee shall be chaired by the Editor of the Arizona Surveyor magazine.

The Chair of the Board of Directors and the Executive Director shall serve as an ex-officio member of each standing committee without a vote.

ARTICLE 9: SPECIAL COMMITTEES

The corporation shall have such other ad hoc and special committees as may be created from time to time by a majority vote of the Board of Directors. Such other committees shall consist of at least one member of the Board of Directors.

The Chair of the Board of Directors and the Executive Director shall serve as an ex-officio member of each special and ad hoc committee without a vote.

ARTICLE 10: CHAPTERS

SECTION 10.01 Authority to Organize Chapters & Formation

With the approval of the Board of Directors, any group of ten or more voting members of APLS may organize a Chapter as a subgroup of this APLS. The name of the chapter shall readily identify it as a subgroup organization of the corporation. The Board may disapprove a proposed Chapter name if it finds that the use of the name may be detrimental to the public image, that the name is ambiguous, or that the name may cause confusion. The members of a proposed chapter may meet, elect officers, draft bylaws consistent with these bylaws, and otherwise engage in the formation of such chapter under the direction and guidance of any Director of the corporation serving as an organizing agent.

SECTION 10.02 Initial Chapter Reports

After formation, the Chapter shall submit in writing to the Board a roster of its members, the names of its Officers, draft bylaws, and a report of its organizational meeting.

SECTION 10.03 Approval

The Board shall approve the formation of the Chapter if the Board finds that the functioning principals and purpose are consistent with those of APLS. Upon approval of a chapter, the Association shall issue a "Certificate of Chapter" to the Chapter.

SECTION 10.04 Authority of Association

Each chapter is a subsidiary organization of the corporation. The chapter shall meet all requirements of the Articles of Incorporation and these Bylaws. No chapter shall take any action or any position contrary to any provision of the Articles of Incorporation, these Bylaws, or any resolution or motion of the Board of Directors. The chapter's charter is subject to the authority of the corporation. Copies of all contracts shall be submitted to the corporation office. Copies of the books and records of each Chapter, including all financial records, shall be made available to the corporation by March 1st each year so that the corporation may prepare and file tax returns and other documents as may be required by law.

SECTION 10.05 Membership

An individual or entity shall not be admitted to Chapter membership and cannot remain a Chapter member without being a member of APLS.

SECTION 10.06 Chapter Dues

The Board of Directors of APLS shall determine the amount of Chapter dues to be paid by its members. Chapter dues will be collected by the corporation and payable to the Chapter on a quarterly basis.

SECTION 10.07 Representation on Board of Directors

Each active Chapter, when organized, approved, maintaining ten or more voting members, and holding a minimum of 4 meetings per year, shall be entitled to elect one Director to serve on the corporation's Board of Directors.

A Chapter may elect an Alternate Director to serve if the Director is unavailable. Alternate Director must meet all requirements necessary to serve as a Director for a two year term.

By November 30th of each year Chapter shall elect Officers, a Director and an Alternate Director and report results of elections to the corporation.

Should an approved Chapter fall below the ten voting member threshold or fail to hold a minimum of four meetings per year, the corporation's Board of Directors, at their discretion, may suspend the Chapter and their right to elect a Director.

SECTION 10.08 Revocation of Chapter Charter

The Board of Directors, at its discretion, may revoke or suspend a Chapter's charter. Reasons for revocation or suspension of Chapter Charter include but are not limited to:

- Written request by the Chapter Officers
- Failure of Chapter to hold a minimum of four meetings per year
- Inability of Chapter to elect Officers and a Director
- Membership in Chapter falls below ten voting members
- Chapter is in conflict with bylaws, articles of incorporation, or Arizona State Law
- Chapter publicly espouses any position contrary to the association resolutions, positions, or actions of the Board of Directors

Prior to suspension or revocation, the Board of Directors will attempt to assist the Chapter in meeting minimum requirements and/or coming into compliance.

In the event a Chapter is suspended it shall be the discretion of the Board of Directors to determine the length of suspension. In the event a chapter's charter is revoked all funds shall be remitted to the corporation immediately.

ARTICLE 11: MISCELLANEOUS

SECTION 11.01 Gender

Use of gender pronoun is meant to be inclusive of all genders.

SECTION 11.02 Inspection of Association Records

A Director or any person who has been a member of record of the corporation for at least 6 months, or at least 5 percent of the members of the corporation, upon at least 5 days' written demand, is entitled to inspect in person or by agent or attorney, during usual business hours, the members' ledger or duplicate ledger and to make copies therefrom. If the records required are kept outside of this State, a director or other person entitled to inspect those records may serve a demand to inspect the records upon the corporation's registered agent. Upon such a request, the corporation shall send copies of the requested records, either in paper or electronic form, to the director or other person entitled to inspect the requested records within 10 business days after service of the request upon the registered agent.

An inspection may be denied to a member or other person upon the refusal of the member or other person to furnish to the corporation an affidavit that the inspection is not desired for any purpose not relating to his or her interest as a member, including, but not limited to, those purposes set forth below:

- (a) To solicit money or property from the members
- (b) For any commercial purpose or purpose in competition with the corporation;
- (c) To sell to any person; or
- (d) For any other purpose not related to his or her interest as a member.

In every instance where an attorney or other agent of the director or member seeks the right of inspection, the demand must be accompanied by a power of attorney signed by the director or member authorizing the attorney or other agent to inspect on behalf of the director or member.

The corporation may impose a reasonable charge, covering costs of labor, materials and copies of any records provided to the member or director.

SECTION 11.03 Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee, or authorized agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This section constitutes a contract between the corporation and the indemnified officers, directors, employees, and authorized agents. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, employee or authorized agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

When a Director, officer, committee chair, committee member, authorized agent, or employee of the Association acts outside their authority, or beyond their scope, they forfeit the obligation of the Association to indemnify. Indemnification and the Association's insurance deal only with wrongful acts or omissions within the areas of their authority.

SECTION 11.04 Deposits and Withdrawals

The Board shall select Federally insured banks, trust companies, or other depositories in which funds of APLS not otherwise employed shall from time to time be deposited to the credit of APLS. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Association shall be signed or endorsed in accordance with applicable Board resolutions.

SECTION 11.05 Annual Report

The Board Chairman or the Chairman's designee shall present the Association's Annual Report to the membership at the Annual Meeting. The report shall be in a form as determined by the Board.

SECTION 11.06 Contracts

No officer, agent, or employee shall have the power or authority to bind APLS by a contract or engagement or to pledge its credit or to render it liable for any purpose without the expressed permission of the Board of Directors.

SECTION 11.07 Adoption, Amendment, Repeal of Bylaws by Members

These Bylaws may be amended from time to time. Proposed amendments may be recommended by the Board of Directors, the Constitution and Bylaws Committee, or at least 5 voting Members in Good Standing.

All recommended bylaw amendments must first be approved by the Board of Directors. Upon approval by the Board of Directors, the Executive Director shall prepare and mail, deliver, or electronically transfer, a ballot to each voting Member with instructions to indicate approval or rejection of such amendment and to return same to the Executive Director within 30 days. The adoption of said amendment shall require an affirmative vote of two-thirds of votes cast.

This is provided that such bylaws as adopted or amended are not in conflict with the Articles of Incorporation or with the laws of Arizona. A bylaw may be repealed by the same procedure as used for the amendment of these Bylaws. Whenever a bylaw is repealed, the fact of repeal with the date of its repeal shall be stated in said book of Bylaws.

SECTION 11.08 Gifts

The Board may accept on behalf of APLS any contribution, gift, bequest, or device presented to APLS.

SECTION 11.09 Fiscal year

The fiscal year of the Association shall begin on the first day of January and shall end on the last day of December of the same year.

SECTION 11.10 Prohibition Against Sharing Association Income and Assets

No member, director, officer, employee, or other person connected with this APLS, or any other private individual shall receive at any time any of the net earnings or financial gains of APLS. This provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for APLS in effecting any of its purpose as shall be fixed by resolutions of the Board. No person shall be entitled to share in the distribution of, and shall not receive any of the Association assets upon dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on dissolution and winding up of the affairs of APLS, whether voluntary or involuntary, APLS's assets remaining after all debts have been satisfied shall be distributed to a nonprofit 501c3 as determined by the Board of Directors and not otherwise.