



## **APT eChapter Bylaws**

*A Virtual Chapter of the Association For Psychological Type, Inc.*

### **ARTICLE I: THE NAME AND LOCATION**

**SECTION 1: NAME.** The name of the organization is APT eChapter, hereinafter referred to as "APT eChapter," or "the Chapter."

**SECTION 2: LOCATION.** The principal office of the organization shall be located at the office of the current treasurer. By its nature as a virtual organization, meetings of the Chapter and / or its Board of Directors or Executive Committee are held over the Internet, by phone, or through other electronic means or on-ground facilities as situations warrant and designated by the Board of Directors.

### **ARTICLE II: DEFINITIONS**

#### **SECTION 1: MEMBERSHIP, CATEGORIES, AND QUALIFICATIONS.**

- a. GENERAL MEMBERSHIP:** Any member of the Association for Psychological Type (APT) parent organization is welcome as a general member of the eChapter upon application and payment of dues and continued adherence to APT's and the eChapter's ethical principles (see Article XI). A general member shall be eligible to attend meetings of the Chapter, vote, hold office, serve on committees, and enjoy any and all rights and privileges of general membership as may be defined in the Bylaws. The Board of Directors may also establish classes within the general membership (e.g., student, couple) and can establish dues from time to time for each class.
- b. OTHER CATEGORIES OF MEMBERSHIP:** Corporation, institutional, honorary, certification, and other forms of membership may be established as provided in the Bylaws or in Board policies.

## **ARTICLE III**

### **MEETING OF MEMBERSHIP**

**SECTION 1: GENERAL MEMBERSHIP MEETINGS.** General membership meetings of the eChapter shall be held at least four times a year at such time and in such place as shall be designated by the Board of Directors. Such meetings shall include election of officers as provided in Article IV of these Bylaws, other business needing to come before the membership of the Association, and/or educational programs.

**SECTION 2: SPECIAL MEETINGS.** Special meetings of the eChapter may be called at any time by the Board of Directors or upon written request of one-third (1/3) of the members.

**SECTION 3: NOTICE OF MEETINGS.** Written notice of each meeting of the members shall be given by the Director authorized by the Board to call the meeting, at least fifteen (15) days before such meeting, to each member entitled to vote thereat, addressed to the member's e-mail address last appearing on the books of the Chapter, or supplied by such member of the Chapter for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. Notification shall generally be made electronically to the member's e-mail address of record.

**SECTION 4: QUORUM.** A quorum for a general membership meeting shall consist of not less than ten (10) members present (including by teleconference, webcast, or other virtual meeting methods) or by proxy, including the President or President-Elect and at least one other member of the Board. For the purpose of passing amendments to the Bylaws, a two-thirds (2/3) majority of members present or by proxy shall be required. A simple majority of members present in any meeting shall be required for any other official business of the Chapter, including elections and expenditures of money. Actions necessary to perform administrative functions may be approved by the Board of Directors.

**SECTION 5. PROXIES.** Given the electronic nature of the APT eChapter, there is no provision for proxy votes.

**SECTION 6. VOTING.** Each member, as defined in Article II, shall have one (1) vote. Individuals within a firm or corporation may obtain one vote, in addition to the one (1) vote authorized per firm or corporation, for each additional dues payment. Such additional votes shall be limited to the number of persons in the firm or corporation.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **SECTION 1: NUMBER OF DIRECTORS, TERMS OF OFFICE, AND FUNCTIONS.**

The affairs of the eChapter shall be managed by a Board of Directors, hereinafter referred to as "the Board," which shall consist of no less than seven (7) and no more than eleven (11) directors, as stipulated in the Bylaws. The actual current number of Directors, their terms of office, and their functions and duties shall be stipulated by the Board as the needs of the Association require. These stipulations shall be recorded in the manual of Board policies.

**SECTION 2: EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer, the Secretary, and other Directors who are designated by the Board.

**SECTION 3: COMPENSATION.** No Director shall receive compensation for any service rendered to the Association as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of duties as a Director. Nothing herein shall preclude a Director from serving the Chapter in any other capacity and receiving compensation for such services as approved by the Board.

**SECTION 4. ACTION TAKEN WITHOUT A MEETING.** The Executive Committee shall be empowered to act on behalf of the Board in the interim between annual meetings of the Board and shall have the right to take any action in the absence of a meeting which they could take at a meeting of the Board by obtaining either the electronic / written approval or a voice vote of approval of a majority of the Executive Committee. Any action so approved shall have the same effect as though taken at a meeting of the Board.

**SECTION 6. QUORUM.** A simple majority of the Directors shall constitute a quorum, and official action may only be taken upon affirmative vote of a majority of those Directors present and voting. The quorum must include the President or President-Elect.

## **ARTICLE V: NOMINATION AND ELECTION OF DIRECTORS**

### **SECTION 1. NOMINATING COMMITTEE.**

- a. Nominations for officers shall be placed before the association by a nominating committee at the summer meeting, at which time nominations may also be made from the floor. Permission should be obtained from all nominees prior to their names being placed in nomination.
- b. The nominating committee shall consist of the immediate past-president of the association and two other Chapter members appointed by the President. Officers and Board members seeking re-election should not be included on the committee. The nominating committee shall prepare a slate of officers for a new President-Elect as well as for all other Officers or Vice Presidents reaching the end of their two-year terms or otherwise vacating their positions.
- c. The president shall have discretionary authority to appoint standing committees. The chairperson of each committee shall serve as an ex-officio member of the board of directors.

**SECTION 2. NOMINATION PROCESS.** Members may self-nominate or encourage others to run for office. Members' names may appear on the ballot if they meet the qualifications required for the position they are seeking and have completed procedures established by the Nominating Committee.

### **SECTION 3. QUALIFICATIONS.**

- a. The following qualifications are required for nomination to all Board positions:
  1. At least one (1) year of current continuous membership in the Chapter;
  2. Previous involvement in the organizational aspects of the Chapter or APT at the chapter, regional, national, or international level;
  3. Willingness to commit the necessary time to fulfill the responsibilities of the position.
- b. The Board of Directors may stipulate additional qualifications for specific Directors.

#### **SECTION 4. ELECTIONS.**

- a. Election of officers and directors shall be held at the fall meeting each year, with terms beginning on January 1. Installation of officers and directors should occur as part of a suitable Chapter festivity. Directors shall be elected by electronic ballot or by mail-in ballot, except those Directors designated by the Board to be elected or appointed by appropriate bodies representative of the mission of the Chapter (e.g. the Director of Interest Areas). A ballot shall be e-mailed to each current member of the Association at least thirty (30) days prior to the date when the ballots are due, and addressed to the member's electronic address last appearing on the books of the Chapter or supplied by the member for the purpose of the ballot mailing.
- b. Each member of the Chapter may cast one (1) vote for each position to be filled. Balloting procedures shall be determined by the Board of Directors. A quorum for the purposes of the election shall consist of those official ballots received from the membership. The nominees receiving the most votes for each position will be elected.
- c. Given the nature of the Chapter as Internet-based, voting will be conducted electronically. Votes will be collected, tabulated, and verified by an independent agent appointed and approved by the Board.

#### **SECTION 5. BOARD TENURE.**

- a. Each year, a new President-Elect is chosen through membership election. After serving in the position for one year, the President-Elect becomes Chapter President for a one-year term, and in the following year is known as the Immediate Past President.
- b. Other board members are elected to two-year terms. To allow for continuity of leadership, terms of board members will be staggered so about half of the current slate will be up for election each year. No member of the Association shall serve more than two (2) consecutive terms in the same position on the Board. No one shall serve more than eight (8) consecutive years on the Board.

#### **SECTION 6. REMOVAL AND RESIGNATION OF ELECTED DIRECTORS.**

- a. Any Director may be removed from the Board with or without cause by a majority vote of the members of the Chapter at a special meeting called for this purpose, or for cause by a vote of the Board of Directors following procedures outlined in other Articles of these Bylaws.
- b. Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **SECTION 7. BOARD VACANCIES.**

- a. If a vacancy occurs in any elected office other than president or president-elect between normal elections, the president shall appoint a successor to serve out the rest of the term with the confirmation of the Board of Directors.
- b. If a vacancy occurs in the office of President during a term, the President-Elect shall immediately become President and shall continue as president for the remainder of the current term and the entire following term. If a vacancy occurs during a term in office of President-Elect, a special election shall be held at the next association meeting which allows sufficient time to conduct the election process.
- c. The normal succession to the Presidency shall be the President-Elect and the Vice-President of Programs. If neither is able to serve, the Secretary shall immediately call for a special election. The Secretary shall serve as President during the interim.
- d. At any time during the term should the Immediate Past President resign, or should the Immediate Past President leave with no plans to return, this office shall be declared vacant for the remainder of the term; all sections of these By-Laws pertaining to this office will not be in effect until the next Immediate Past President assumes the duties of the office.

**SECTION 8. BOARD ABSENCES.** If a board member has three absences, that member's position can be deemed vacant, per approval of two-thirds of board members.

**ARTICLE VI:**  
MEETING OF DIRECTORS

**SECTION 1: NOTICE OF MEETINGS.** Meetings of the Board shall be held at least twice a year at a day and time and place to be established annually by the Board and on file in Chapter records.

**SECTION 2: SPECIAL MEETINGS.** Meetings of the Board shall be held when called by the President of the Association, or by any five (5) Directors after not less than fifteen (15) days' notice to each Director.

**ARTICLE VII:**  
POWERS AND DUTIES OF THE BOARD

**SECTION 1. POWERS.** The Board shall have the power to exercise for the Chapter all powers, duties, and authority vested in or delegated to the Chapter and not reserved to the membership by other provisions of these Bylaws.

**SECTION 2. DUTIES.** It shall be the duty of the Board to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Association, or at any special meeting when such a statement is requested in writing by one-fourth (1/4) of the membership;
- b. Supervise all Directors, agents, and employees of the Chapter and see that their duties are properly performed. If question arises regarding performance of a Director including but not limited to misconduct, negligence, unlawfulness, dishonesty, or inattention to the business of the Chapter, supervision shall take the form of oral or written directives by the Directors. In the event that the supervision and directives prove unsuccessful in the opinion of three-fourths (3/4) of the Directors, then the Directors shall have the authority to remove the individual from the position and fill the position with another Director to fulfill an unexpired term or until such time as members can meet and initiate removal procedures as stated in other Articles of these Bylaws.

## **ARTICLE VIII: DUTIES OF OFFICERS AND DIRECTORS**

**SECTION 1. OFFICERS.** The officers of the association shall consist of a President, President-Elect, Vice President of Programs, Vice President of Membership, Vice President of Communications, Vice President of Technology, Secretary, and Treasurer.

- a. President. The President shall preside at meetings, act as business head of the organization, and appoint all standing committees.
- b. President-Elect. The President-Elect shall develop service and information functions and, in addition, shall perform all duties normally performed by the President in that person's absence.
- c. Vice-President of Programs. The VP Programs shall plan and coordinate programs, workshops, and seminars for the professional growth and development of its members.
- d. Vice-President of Membership. The VP Membership shall recruit new members, maintain current membership, and maintain a current directory of members.
- e. Vice-President of Communications. The VP Communications shall gather information and distribute the newsletter on a regular basis.
- f. Vice-President of Technology. The VP Technology shall make recommendations regarding technology needed for the good and welfare of chapter members, as well as oversee the ongoing support and maintenance of the technology infrastructure.
- g. Secretary. The Secretary shall keep the minutes, conduct the organization's correspondence, and notify members of meetings.
- h. Treasurer. The treasurer shall collect all dues, pay all bills, and render financial statements as directed by the Board of Directors.

**SECTION 2. BOARD OF DIRECTORS.** The board of directors shall be comprised of the elected officers and the immediate past president. With ratification of two-thirds of the board members, two Members-At-Large may serve as board members.

**SECTION 3. ELIGIBILITY.** Only those members in good standing for a year or more may be nominated for elective offices. The President and President-Elect must be qualified to use the MBTI.

**SECTION 4. BOARD MEETINGS.** The Board of Directors shall meet at least quarterly. A simple majority of the Board constitutes a quorum. The President or President-Elect must be present.

## **SECTION 5. CHAPTER OFFICERS.**

- a. The Chapter Officers shall consist of the President, President-Elect, Vice-Presidents, Secretary, Treasurer and Immediate Past President.
- c. A current Chapter Officer may not hold a National Office. A regular or associate member may hold the office of Secretary or Treasurer.
- i. Chapter Officers shall not be paid a salary during their term of office. They shall be reimbursed for any travel, food, and lodging expenses incurred during the execution of official business with prior approval of the Board of Directors.
- j. The President and one of the following (President-Elect, a Vice President, Secretary, or Treasurer) shall attend the APT International Conference, as funds are available. If one of the Chapter Officers cannot represent the Chapter, a deserving member, as selected by the Board of Directors, may attend in their place.

## **SECTION 6. DUTIES OF THE PRESIDENT.**

- a. Shall be the ex-officio member of all Chapter Committees, except the Nominating / Ballot Committee.
- b. Shall preside at all Chapter Meetings and at all meetings of the Board of Directors.
- c. Shall represent the Chapter in its relations with Federal, State, Military organizations, and other Government bodies. The President may designate any member to represent the Chapter at public ceremonies and meetings.
- d. Shall appoint a Chairperson for all committees.
- e. Shall make a written report to the general membership during the installation activity covering the activities of the office and make appropriate recommendations which may require action.

## **SECTION 7. DUTIES OF THE PRESIDENT-ELECT.**

- a. Shall perform all duties assigned by the President and have authority to sign official correspondence by direction of the President.
- b. Shall be Chairman of the Steering Committee and By-laws Committee.

## **SECTION 8. DUTIES OF THE SECRETARY.**

- a. Shall perform all duties assigned by the President.
- b. Shall keep minutes of meetings, publish them in a timely manner, and submit them to the President.

**SECTION 9. DUTIES OF THE TREASURER.**

- a. Shall perform all duties assigned by the President
- b. Shall be the Chief Finance Officer of the Chapter
- c. Shall review the Chapter's monthly financial report.
- d. Shall ensure records and accounts are in order.
- e. Shall be the Chairperson of the Audit Committee.

**SECTION 10. DUTIES OF THE IMMEDIATE PAST PRESIDENT.**

- a. As directed by the President.

**SECTION 11. DUTIES OF COMMITTEE VICE PRESIDENTS.**

- a. Shall be outlined in the Operations Manual.

**ARTICLE IX:  
INDEMNIFICATION**

The chapter shall indemnify to the full extent authorized or permitted by the laws of the state of incorporation, as now in effect or as hereafter amended, any person made or threatened to be made a party to any proceeding (whether an action by or on behalf of the association) by reason of the fact that such a person is or was a director, officer, or committee member of the chapter.

This right of indemnification shall not be deemed exclusive of any other rights to which such person might be entitled apart from this Article IX. This indemnification shall continue once a person ceases to be a director, officer, or committee member and shall remain in effect for the benefit of the heirs, executors, administrators, and other legal representatives of such person.

**ARTICLE X:  
PROFESSIONAL DEVELOPMENT**

The Board of Directors is authorized to establish programs for training members and others for the personal and professional use of personality type. The Board is further authorized to appoint a Steering Committee and to delegate to it full authority to plan and supervise programs, within policy guidelines specified by the Board.

**ARTICLE XI:  
ETHICAL PRINCIPLES**

The APT eChapter will follow ethical principles established by APT International. Such principles will be upheld by the Board of Directors.

**ARTICLE XII:**  
GEOGRAPHIC LOCATION OF MEMBERS

The APT e-Chapter encourages representation from all geographic locations, and is open to membership for all APT International members in good standing who have access to the Internet. In the event that initial membership recruitment efforts do not accomplish the goal for widespread geographic representation, it will be the responsibility of the sitting Board to seek out such members.

**ARTICLE XIII:**  
INTEREST GROUPS

As membership in the eChapter grows and is appropriate, Interest Groups will be created.

**ARTICLE XIV:**  
BOOKS AND RECORDS

The books, records, and papers of the Chapter shall at all times and with proper notice be subject to inspection by any member. The Articles of Incorporation and Bylaws of the Chapter shall be available for inspection by any member on the Chapter website or by contacting the Chapter President. One copy shall be provided upon request at no cost to any member.

**ARTICLE XV:**  
DUES AND ASSESSMENTS

Dues and assessments shall be established and ratified by the Board of Directors.

Because members outside the USA and Canada potentially incur more personal costs to participate in meetings and programs held via teleconference (members are responsible for their own long-distance charges), a moderate reduction in the full membership rate will be offered to them.

As of March 7, 2006, the yearly dues structure is as follows:

- USA and Canada – US\$25
- Outside USA and Canada – US\$20