

CONSTITUTION

AMERICAN POLYGRAPH ASSOCIATION

(With Amendments through September 2013)

ARTICLE I

Name

The name of this organization shall be the American Polygraph Association.

ARTICLE II

Goal

The goal of the American Polygraph Association is to provide mankind with a valid and reliable means to verify the truth of the matter asserted by:

- A - Serving the cause of truth with integrity, objectivity and fairness to all persons.
- B - Encouraging and supporting research, training and education to benefit members of the Association as well as those who support its purpose and by providing a forum for the presentation and exchange of information derived from such research, training and education.
- C - Establishing and enforcing standards for admission to membership and continued membership in the Association.
- D - Governing the conduct of members of the Association by requiring adherence to a Code of Ethics and a set of Standards of Practice.

ARTICLE III

General Provisions

- A - This document shall be known as the Constitution of the American Polygraph Association.
- B - All persons who, at the time this Constitution is adopted, hold offices under any previous Constitution, which offices are continued by this Constitution, shall continue to hold the same offices according to the former tenure thereof.
- C - No action or proceeding commenced before this constitution takes effect, and no right accrued, is affected by the provisions of this Constitution, but all provisions thereafter taken herein shall conform to the provisions of this Constitution.
- D - Unless the context otherwise requires, the General Provisions hereinafter set forth shall govern the construction of this Constitution and By-Laws established by the Board of Directors.

- E - Writing shall include any form of recorded message capable of comprehension by ordinary visual means. Whenever any notice, report, statement or record is required by this Constitution or the By-Laws of this Association, it shall be made in writing in the English language. The mailing of any notice, report or record by first class mail shall be sufficient compliance with any requirement of this Constitution or except as established by Board policy in accordance with Articles VII and IX of this constitution.
- F - Whenever any reference is made to any portion of this Constitution, such reference shall apply to all amendments and additions thereto now or hereafter made.
- G - The present tense includes the past and future tense; and the future, the present. The singular includes the plural and the plural the singular. The masculine gender includes the feminine and neuter. "Shall" is mandatory and "may" is permissive.
- H - "Accredited school" shall mean any school of polygraphy or forensic psychophysiology as accredited by the American Polygraph Association.
- I - "Association" shall mean the American Polygraph Association or any successor thereto.
- J - "Board" shall mean the Board of Directors of the Association.
- K - "By-Laws" shall mean any set of rules or other writings established by the Board of Directors for the purpose of the administration of the affairs of the Association. The Board of Directors shall establish and maintain By-Laws. The By-Laws shall include, but are not limited to, a Code of Ethics and a set of Standards of Practice.
- L - "Director," unless otherwise described in this Constitution, shall mean any natural person elected to hold office under the provisions of this Constitution.
- M - "Elective Year" shall mean the period between meetings of the General Membership held for the purpose of electing Directors and Officers of this Association.
- N - "Meeting" shall mean any meeting of the General Membership of this Association, any meeting of the Board of Directors of this Association or any meeting of any committee authorized by this Constitution or convened at the direction of the President or the Board of Directors.
- O - "Member" shall mean any natural person, partnership or division as defined and or limited by the Constitution or By-Laws of this Association.

- P - "Officer" shall mean any natural person elected to one of the following offices: President, President Elect, Immediate Past President, and Vice-Presidents (Private, Government and Law Enforcement).
- Q - "Person" shall mean a human being as opposed to a partnership or division.
- R - "Polygraph" may mean "forensic psychophysiology" when used in detection of deception.
- S - "Voting Member" shall mean any member of the Association as defined or limited by the By-Laws.
- T - APA "Year" shall mean the calendar year beginning on January 1 at 0001 hours and ending on December 31 at 2400 hours of any year. The affairs of this Association shall operate on the basis of a calendar year. A fiscal year may be utilized for financial accounting.
- U - In the event this Constitution, or any part thereof, or any additions or amendments made subsequently thereto, or the application thereof to any person or circumstance, be found in conflict with any law, federal or state, such conflict shall be resolved in favor of the law; provided, that if the provisions of law be less than the requirements of this Constitution, such conflict shall be resolved in favor of this Constitution.

ARTICLE IV Membership

- A - Membership in the American Polygraph Association is a privilege.
- B - There shall be Seven (7) classes of membership:
 - 1 - Full Member
 - 2 - Associate Member
 - 3 - Life Member
 - 4 - Science & Technology Member
 - 5 - Honorary Member
 - 6 - Retired Member
 - 7 - Divisional Membership
- C - Changes or additions to classes of membership or qualifications, rights and privileges of each class of membership shall be recommended only by a two-thirds (2/3) majority vote of the Board of Directors as set forth in the By-Laws of the Association. These changes must be approved by a majority vote of all voting members present at any meeting of the General Membership. Nothing herein shall be construed to limit the ability of the General Membership to act in accordance with Article XI (C).
- D - Subject to the terms and conditions of this Article, membership in the Association may be suspended or terminated by the Board of Directors for:

- 1 - Any act contrary to the provisions of the Code of Ethics and/or the Standards of Practice.
 - 2 - Conduct which brings, or may tend to bring, discredit to the Association or the polygraph profession.
 - 3 - Failure of any member to meet his, her or its financial obligations to the Association when due and payable.
- E - In lieu of suspension or termination of membership, the Board of Directors may censure any member, publicly or privately, or impose such other discipline as deemed appropriate, for any violation of Section D of this Article.
- F - The Board shall act upon the findings and recommendations of the Grievance Committee at the next scheduled meeting of the Board of Directors.

ARTICLE V Directors and Officers

- A - Only Voting Members authorized by the By-Laws shall hold office as a Director or as an Officer.
- B - Directors - Directors shall perform the duties and fulfill the obligations of their office as defined in the By-Laws of the Association. There shall be five (5) Directors.
- 1 - Each Director shall be elected to and shall serve a term of two (2) years or until the next meeting of the General Membership thereafter and may be reelected to consecutive terms.
 - 2 - Two (2) Directors shall be elected to office in years ending in even numbers and three (3) Directors shall be elected to office in years ending in odd numbers.
- C - Officers - Officers shall perform the duties and fulfill the obligations of their office as defined in the By-Laws of the Association. The Officers shall be six (6) in number and shall be the:
- 1 - President - The President shall serve one year in that capacity and in the subsequent year as Immediate Past President, the latter office being held by virtue of his or her election as President. The President may not be elected to consecutive terms.
 - 2 - President-Elect – The President-Elect will serve one year in that capacity upon election and in the subsequent year as President, the

latter office being held by virtue of his or her original election as President-Elect without subsequent re-election.

- 3 - Immediate Past President – The Immediate Past President shall serve one year in that capacity by virtue of his or her original election as President Elect. The Immediate Past President will act as the Chairman of the Board.
- 4 - Vice President, Private - This Vice President shall be elected to a term of one (1) elective year and may be reelected to consecutive terms.
- 5 - Vice President, Government - This Vice President shall be elected to a term of one (1) elective year and may be reelected to consecutive terms.
- 6 - Vice President, Law Enforcement - This Vice President shall be elected to a term of one (1) elective year and may be reelected to consecutive terms.

ARTICLE VI Board of Directors

- A - The Board of Directors (BOD) shall be eleven (11) in numbers and shall consist of:
 1. The President
 2. The President-Elect
 3. The Immediate Past President
 4. The three (3) Vice Presidents
 5. The five (5) Directors

- B - There may be Ex-Officio members of the Board of Directors. They must be nominated by the President and confirmed by a two-thirds (2/3) majority vote of the Board of Directors. They may attend any and all meetings of the Board, but shall have no vote in matters before the Board. Ex-Officio members may include, but not limited to:
 1. General Counsel
 2. Editor In Chief
 3. National Office Manager
 4. Treasurer
 5. Secretary
 6. Seminar Chair

- C - The Board of Directors shall convene within forty-eight (48) hours prior to every meeting of the General Membership of the Association and, at such other times and places as may be necessary. A special meeting may be

called by the Chairman of the Board of Directors or through petition of the majority of the Board members. No vote shall be taken by the Board in the absence of a quorum.

- D - The Board of Directors is responsible for the administration of the affairs of the Association and is authorized to take any action necessary to protect the best interests of the Association.

ARTICLE VII Meetings, Elections, Voting and Dues

- A - The General Membership of the Association shall meet once each calendar year for a General Membership Meeting and act upon any business brought before it. The General Membership may elect to meet at any other time for any other purpose. The Board of Directors shall establish the date, time and place of the annual seminar and annual General Membership Meeting.
- B - Voting Members as defined, present at any meeting of the General Membership shall constitute a quorum to transact any and all business brought before the membership by proper motion. A simple majority vote, unless otherwise provided in the motion, shall be sufficient to carry any motion. All votes, other than those for elective office, shall be taken by voice vote unless the motion requires a vote by secret written ballot in which case the vote shall be taken by secret written ballot.
- C - The election of the President-Elect, the three Vice Presidents, and the five Directors shall be elected by ballot by majority vote of those electors, as specified by By-Laws Division VII: Election Procedures. All Officers and Directors shall take office immediately upon taking the oath of office at the annual banquet held at the annual seminar and General Membership Meeting.
- D - In the event of death, resignation or the inability to act of any Officer or Director, the Board of Directors shall immediately appoint any Voting Member to serve the unexpired term of the deceased, resigned or disabled Officer or Director. A vacancy in the office of the President shall be filled by the immediate succession to that office of the President-Elect for the balance of the term remaining, and one year thereafter, or until a successor is duly qualified. Any vacancy in the office of the Immediate Past President will result in the duties of that office being assumed by the President, who will retain rights as a voting member of the Board while serving as Chair of the Board for the unexpired term, or until a successor as President is duly qualified. A vacancy in the office of the President-Elect will be filled by vote of the Board of Directors from among its members, or any duly qualified member in good standing in the Association. Nomination of one or more candidates may be made by any voting member of the Board of Directors, and unless there is one candidate where voice vote shall suffice, voting shall be by secret ballot with a majority vote of those voting necessary to elect. In

- the event no single candidate receives a majority on the first or subsequent ballots, the two candidates, plus ties, receiving the most votes shall be voted on the next ballot. The person elected shall serve the balance of the term remaining and shall automatically assume the Presidency at the next annual meeting of the Association. Members of the Board of Directors may be removed, for cause, by a majority vote of the General Membership.
- E - Any Member shall be entitled to speak on the floor at any meeting of the General Membership. Only Voting Members as defined in the By-Laws shall have the right to vote upon motions, elections or any other business brought before the general membership.
 - F - Dues, and the amount thereof, may be established by a majority vote of the Board of Directors. Dues shall be levied against all members in equal amount; provided, no dues shall be levied against Life Members, Honorary Members or Retired Members, and the amount of dues levied against Divisional Members shall be determined by the Board of Directors.
 - G - For the sole purpose of providing recruitment incentives, when deemed appropriate, the Board of Directors shall have the authority to waive, suspend, adjust, or modify the existing membership dues and/or fees for specified groups of applicants or potential applicants when such action is deemed to be in the best interest of the American Polygraph Association.
 - H - Special Assessments, and the amount thereof, may be established and levied by the Board of Directors; provided, no single special assessment shall exceed the amount of dues levied in the year in which the special assessment is imposed. All members, except honorary members, may be subject to any assessment.

ARTICLE VIII Standing and Ad-Hoc Committees

- A - The President shall establish the following standing committees and shall appoint a general chairperson from the membership of the Board of Directors for each committee:
 - 1 - Communication and Public Relations Committee
 - 2 - Ethics and Grievance Committee
 - 3 - Member Services Committee
 - 4 - Professional Development Committee
 - 5 - Research and Development Committee
 - 6 - School Accreditation Committee
 - 7 - Standards and Specialized Testing Committee
- B - The General Chair will nominate to the President appointment of eligible APA members to serve as chairpersons of each committee.
- C - The Chairpersons report to the General Chair and supervise the operation of

the various Committees

- D - The General Chair is responsible for presenting the status of the committee actions to the President and the Board of Directors.
- E - The President may establish Ad-Hoc committees for the purpose of administering the goals and objectives of the Association and may appoint any Voting Member to act as Chairperson of any such committee. Ad-Hoc committees shall dissolve upon the completion of their stated purpose, dissolution by the President or upon the expiration of the office of the appointing President.
- F - Policies and Procedures established by the Board of Directors in administrating the Association shall be documented as historical record by the Secretary and retained at the National Office.

ARTICLE IX By-Laws

- A - By-Laws to this Constitution shall be established and maintained by the Board of Directors for the purpose of promoting the mission of the Association and administering the goals and objectives thereof.
- B - Unless otherwise specified, By-Laws may be amended by a two-thirds (2/3) majority vote of the ten (10) voting members of the Board; provided, no amendment or other revision shall be voted upon unless a copy of the proposed amendment or revision has been mailed or otherwise provided to all members of the Board at least thirty (30) days prior to the meeting upon which the amendment is to be voted.

ARTICLE X Parliamentary Authority

- A - In all instances not covered by this Constitution, the parliamentary authority for the Association shall be Robert's Rules of Order, as amended.
- B - All meetings of the General Membership shall be conducted in accordance with Robert's Rules of Order, as amended.
- C - All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, as amended.

ARTICLE XI Amendments

- A - This Constitution may be amended by two-thirds (2/3) majority vote of all Voting Members, as designated:

- 1 - present and voting at any meeting of the General Membership, or
 - 2 - by mail ballot.
- B - No amendment or replacement shall be voted upon unless a copy of the proposed amendment or revision has been mailed or otherwise provided to all Voting Members at least thirty (30) days prior to the meeting at which the amendment is to be voted upon or the deadline set in the mail ballot.
- C - Amendments may be proposed by any member to the Board of Directors and shall be submitted to the General Membership either on order by the Board of Directors or by petition signed by five (5) members in good standing of the American Polygraph Association.
- D - Amendments shall take effect immediately upon approval unless otherwise stated in the amendment.

ARTICLE XII Ratification

This Constitution shall take effect and supersede, subject to the provisions of Article III of this Constitution, any other Constitution then in effect, immediately upon approval.