BYLAWS

AMERICAN POLYGRAPH ASSOCIATION

Adopted August 27, 2019
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Article I. Mission

1.1 The American Polygraph Association (APA) is a professional organization that exists to provide training, best practices, and professional resources for the continued growth of ethical and evidence-based detection of deception through the use of polygraph. The APA membership consists of professional polygraph examiners, educators and researchers who share a common commitment to the public interest through the development, communication, and promotion of valid and ethical polygraph practices.

Article II. Prior Actions

2.1 No action or proceeding commenced before these Bylaws take effect, and no right accrued, is affected by the provisions of these Bylaws, but all provisions thereafter taken herein shall conform to the provisions of these Bylaws.

Article III. Membership

3.1 To fulfill its mission objectives, the APA defines several categories of regular membership, including: Associates, Members, Life Members, and Fellows. Several categories of special membership are also defined, including Science and Technology Members, Honorary Members, and Retired Members. Each different membership category includes inherent rights, privileges and obligations.

3.1.a Rights and obligations

3.1.a.i All Associates, Members, Life Members and Fellows shall have the right to speak from the floor and vote on all matters before the General Membership and shall have the right to serve on Standing and Ad Hoc committees.

3.1.a.ii All Science and Technology Members and Honorary Members shall have the right to speak from the floor on all matters before the General Membership and shall

have the right to serve on Standing and Ad Hoc committees.

3.1.a.iii All members of the APA who conduct polygraph examinations shall do so in compliance with the APA Code of Ethics and Standards of Practice.

3.1.a.iv To remain in good standing, all persons in all categories of membership shall meet all financial, continuing education, and other obligations pertaining to their membership category.

3.1.a.v All members of the APA shall accurately represent their membership category (i.e., Associate, Member, Life, Fellow, Science and Technology, Honorary, or Retired).

3.1.a.vi Other rights and obligations may be defined for each membership category.

3.2 Associate

3.2.a Associates of the APA are those persons who:

3.2.a.i Have graduated from a basic polygraph education and training program or a program that is substantially equivalent to the APA accreditation standards in place at the time of graduation, and;

3.2.a.ii Shall be eligible to become Members upon satisfying the requirements defined for that membership category.

3.2.a.ii.1 Accredited polygraph programs are those entities that have been determined by the APA Board of Directors as having met the requirements of the Education Accreditation Committee policies.

3.2.a.iii Certify they have read and are in compliance with the APA's Code of Ethics and APA Standards of Practice.

3.2.b Associates shall:

3.2.b.i Have the right to vote in all matters before the General Membership but may not hold any APA elective office.

3.2.b.ii Be eligible to serve on any APA Standing or Ad Hoc Committee.

3.2.b.iii Shall not represent themselves as any type of APA member other than an Associate.

3.2.b.iv Meet all financial obligations required of Associates.

3.3 Member

3.3.a Members are those persons who:

3.3.a.i Have served as an Associate for at least twenty-four (24) months immediately prior to Member status.

3.3.a.ii Certify they have read and are in compliance with the APA's Code of Ethics and APA Standards of Practice.

3.3.a.iii Have provided certification from an APA Member in good standing that they have completed not fewer than two-hundred (200) field polygraph examinations using validated polygraph techniques while an Associate of the APA.

3.3.a.iv Within the thirty-six (36) months preceding their application to become a Member have completed a minimum of sixty (60) hours of continuing education on topics directly related to polygraph testing, including at least one (1) APA Annual Seminar, during the time they are an Associate.

3.3.a.v Have earned a minimum of a Baccalaureate (four-year post-secondary) Degree from a college or university accredited by an accreditation board recognized by the United States Department of Education or the Council for Higher Education Accreditation or an equivalent degree from a college or university outside of the United States recognized by the international educational community as meeting similar standards.

3.3.a.v.1 Associate who have entered the polygraph profession through roles that do not already require University (4-year post-secondary) education, and who have not yet completed a Baccalaureate Degree shall be eligible to

transition to Member class after a period of five consecutive years in good standing with the APA, and after having attended five APA annual seminars, provided they satisfy the other requirements of 3.3, including the completion of 200 exams and 60 continuing education hours

3.3.b Members shall:

3.3.b.i Have the right to vote in all matters before the General Membership.

3.3.b.ii Be eligible to hold any elective office in the APA.

3.3.b.iii Be eligible to hold any appointed position in the APA; and serve as the Chair of any APA Standing or Ad Hoc Committee.

3.3.b.iv Meet all financial obligations required of Members.

3.4 Fellow

3.4.a APA Fellows are persons who:

3.4.a.i Have been nominated for Fellowship by the APA President for having been in good standing with the APA in any category of membership for a period minimally consisting of not less than 10 consecutive years immediately preceding nomination, and who have made substantive and long-term contributions to the APA, the polygraph profession, and the professionalism of others in the profession, and who meet any of the following criteria:

3.4.a.i.1 Have published not fewer than 10 articles in APA publications.

3.4.a.i.2 Have served on not fewer than 10 Standing or Ad Hoc committees.

3.4.a.i.3 Have presented information and training at not fewer than 10 APA Annual Seminars, or:

3.4.a.i.4 Any combination of 10 of these activities.

3.4.a.ii Whose nomination has been approved by at least a two-thirds (2/3) vote of the APA Board of Directors at which a quorum is present;

3.4.a.iii Whose nomination has been confirmed by a majority vote of all APA voting members present at a meeting of the General Membership

3.4.b Fellow Members Shall:

3.4.b.i Have the right to vote in all matters before the General Membership

3.4.b.ii Be eligible to hold any elective office in the APA

3.4.b.iii Be eligible to hold any appointed position in the APA and serve as the Chair of any APA Standing or Ad Hoc Committee

3.5 Life Member

3.5.a Life Members are any persons who:

3.5.a.i Have been nominated by another APA member for Life Membership status.

3.5.a.ii Whose nomination has been approved by at least a two-thirds (2/3) vote of the APA Board of Directors at which a quorum is present.

3.5.a.iii Whose nomination has been confirmed by a majority vote of all APA voting members present at a meeting of the General Membership.

3.5.a.iv Abide by the APA's Code of Ethics and the APA Standards of Practice.

3.5.b Life Members shall:

3.5.b.i Have the right to vote in all matters before the General Membership.

3.5.b.ii Be eligible to hold any elective office in the APA.

3.5.b.iii Be eligible to hold any appointed position in the APA and serve as the Chair of any APA Standing or Ad Hoc Committee.

3.5.b.iv Be exempt from annual membership dues to the APA.

3.6 Science and Technology Member

3.6.a Science and Technology Members are those persons who have demonstrated professional or scientific interest in the promotion and advancement of professional polygraphic credibility assessment testing though polygraph research or development of instrumentation and technology.

3.6.b Science and Technology Members shall:

3.6.b.i Not have the right to vote in matters before the General Membership.

3.6.b.ii Not be eligible to hold any elective office in the APA.

3.6.b.iii Be eligible to serve on any Standing or Ad Hoc Committee.

3.6.b.iv Meet all APA financial obligations required of Science and Technology Members.

3.6.b.v Abide by APA's Code of Ethics and the APA Standards of Practice.

3.7 Honorary Members

3.7.a Honorary Members are those persons who:

3.7.a.i Have made an outstanding contribution to the APA or the polygraph profession.

3.7.a.ii Have been nominated by a voting member for Honorary Membership.

3.7.a.iii Have had their nomination approved by at least a two – thirds (2/3) vote of the Board of Directors at which a quorum is present.

3.7.a.iv Whose nomination has been confirmed by a majority vote of all APA voting Members present at a meeting of the General Membership.

3.7.a.v Abide by the APA's Code of Ethics and the APA Standards of Practice.

3.7.b Honorary Members shall:

3.7.b.i Not have the right to vote in matters before the General Membership.

3.7.b.ii Have the right to speak on any issue before the General Membership of the Board of Directors.

3.7.b.iii Not be eligible to hold any elective office in the APA.

3.7.b.iv Be eligible to serve on any Standing or Ad Hoc Committee.

3.7.b.v Be exempt from annual membership dues to the APA.

3.8 Retired Members

3.8.a Retired Members are those persons who:

3.8.a.i Are at least 65 years of age.

3.8.a.ii Are receiving and expect to receive no more than nominal compensation in connection with polygraph employment.

3.8.a.iii Have been members of the APA for at least twenty (20) years.

3.8.a.iv Have attended a minimum of five (5) APA annual seminars.

3.8.a.v Have had their nomination approved by a least two – thirds (2/3) vote of the Board of Directors at which a quorum is present.

3.8.a.vi Have had their nomination confirmed by at least a majority vote of all APA voting members present at a meeting of the General Membership.

3.8.b Retired Members shall:

3.8.b.i Have the right to vote in all matters before the General Membership.

3.8.b.ii Be eligible to hold any elective office in the APA.

3.8.b.iii Be eligible to hold any appointed position in the APA and may serve as the Chair of any Standing or Ad Hoc Committee.

3.8.b.iv Be eligible to serve on any Standing or Ad Hoc Committee.

3.8.b.v Abide by the APA's Code of Ethics and the APA Standards of Practice.

3.8.b.vi Be exempt from annual membership dues to the APA.

3.9 General Membership Provisions

3.9.a Subject to the terms and conditions of this Article III, any member's membership status with the APA shall be terminated upon their conviction of any felony crime or its equivalent. For the purpose of this Section, conviction shall mean the judgment of any court of competent jurisdiction, local, state or federal and shall include a guilty plea, a plea of "no contest" or nolo contendere.

3.9.b Any member who has been formally charged in any court of competent jurisdiction on a charge amounting to a felony crime or its equivalent shall, within ten (10) days of such charge, notify the APA Chairperson of the Ethics and Grievance Committee of such charge. Notification shall be in writing and shall include the nature of the charge, the name and address of the court where the member was charged, the date of the charge and the case or docket number assigned by the court. Any member who fails to comply with the provisions set forth in this section may be immediately suspended by the Ethics and Grievance Committee or Board of Directors in their sole discretion.

3.9.c The Board of Directors may suspend or terminate a member's membership status with the APA for:

3.7.c.i. Any act contrary to the provisions of the APA Code of Ethics and the APA Standards of Practice.

3.7.c.ii. Failure of any member to meet his, her or its financial obligations to the APA when due.

3.7.c.iii. Conduct which brings discredit to the APA or the polygraph profession.

3.9.d The membership status of any member who resigns from the APA shall be reinstated upon approval of the Board of Directors; provided that the member:

3.9.d.i Qualifies for the class of membership to which they qualified for at the time of resignation.

3.9.d.ii Meets all APA financial obligations for the year in which reinstatement is sought.

3.9.d.iii Was not the subject of an unresolved investigation by the Ethics and Grievance Committee at the time of his or her resignation. Any such unresolved investigation must be resolved prior to reinstatement.

3.9.e Any applicant for APA Associate or those under consideration for a change in membership class shall not be eligible for such membership status until all current grievance investigations are satisfactorily resolved.

3.9.f All members who conduct polygraph examinations shall do so in accordance with the APA Code of Ethics and the APA Standards of Practice.

3.9.g Changes or additions to classes, qualifications, and rights and privileges of all APA membership classes must be recommended by at least two – thirds (2/3) of the Board of Directors. These changes or additions must be approved by a majority vote of all voting Members either via electronic voting or by those present at any meeting of the General Membership at which a quorum of voting members is present.

3.10 General Membership Meetings, Voting, Dues and Special Assessments

3.10.a Each voting member shall be entitled to one (1) vote on each matter submitted to the membership. That vote may take place in one of three ways. A) electronically through a secure third-party election platform, B) at the General Membership Meeting at the Annual Seminar as outlined in 3.10.b or through a Special General Membership Meeting as outlined in 3.10.c.

3.10.b The General Membership shall meet once each calendar year for a General Membership Meeting in conjunction with the Annual Seminar

at which time it shall act on all 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 General Membership Meeting.

3.10.c Special General Membership meetings may be called by the Board of Directors or by not less than ten percent (10%) of voting members. The Board of Directors shall designate the place of any Special General Membership meeting.

3.10.d Notice stating the place, day, and time of any electronic vote or General Membership Meeting shall be sent by physical or electronic mail, published in the *APA Magazine* or other method of member communication, to members, no less than seven (7) days before the date of such vote or meeting. In case of Special General Membership Meetings, or when required by statute or by these Bylaws, the purpose for which the vote or meeting is called shall be stated in the notice.

3.10.e For purposes of any General Membership Meeting a quorum requires no less than five percent (5%) of the voting members to be present. For purposes of any electronic ballot or other electronic vote requires participation of no less than twenty percent (20%) of the voting members. Unless otherwise provided in these Bylaws, a majority of the voting members present shall be sufficient to carry any motion. All votes at the General Membership Meeting shall be taken by either a voice vote or a show of hands unless the motion requires a vote by secret written ballot.

3.10.f Any member shall be entitled to speak on the floor at any meeting of the General Membership. Only voting members shall have the right to vote upon motions, elections or any other business brought before the General Membership.

3.10.g Member and Divisional Affiliate dues shall be established by a majority vote of the Board of Directors. Dues shall be levied against all members on an annual calendar year basis and in equal amounts within each dues paying class of members. Dues shall be levied against all Divisional Affiliates on an annual basis. The Board of Directors may establish policies and penalties for late payments.

3.10.h Special assessments may only be established and levied by the Board of Directors, provided that no single special assessment shall exceed the amount of dues levied in the year in which the special assessment is imposed. All members except Life, Retired and Honorary Members may be subject to any special assessment.

3.10.i Any member who fails to meet financial obligations to the APA within 90 days of the due date for payment shall be suspended without action of the Board of Directors until the next meeting of the Board of Directors at which time the Board of Directors may, in its sole discretion, remove the suspension, revoke or continue the suspension, or terminate, the membership of such member.

3.10.j When it is inexpedient to call a meeting of members, a vote by mail or via electronic ballot or telecommunication on any question on which an expression is deemed necessary may be directed to be taken by the President with the approval of at least four (4) Directors. Notice of the result shall be given to all members within thirty (30) days of completion of the vote.

Article IV. Divisional Affiliates

To fulfill its mission objectives to promote the continued growth of ethical and evidence-based best practices in the detection of deception through the use of polygraph, the APA desires to formally recognize other professional organizations that support the APA's mission. This recognition is achieved by awarding those polygraph organizations that 1) desire such recognition, and 2) meet the requirements herein with the status of Divisional Affiliate. This status reflects a commitment by Divisional Affiliates to uphold the APA Code of Ethics and Standards of Practice. Status as a Divisional Affiliate does not imply membership in the APA; however, it does attest those organizations holding such status have voluntarily agreed to hold their members to the highest ethical and professional standards of polygraph practice.

4.1 Divisional Affiliates are those organizations that:

4.1.a. Are nonprofit polygraph associations that desire a professional relationship with the APA and whose members agree to abide by the APA Code of Ethics and the APA Standards of Practice. Divisional Affiliates are not members of the APA because of their Divisional Affiliates status. No person may claim APA membership based on his or her relationship with any Divisional Affiliate,

4.1.b. Are accepted as such by at least a majority vote of the APA's Board of Directors according to 4.2.b.

4.2 An applicant for Divisional Affiliate shall:

4.2.a Have a minimum of ten (10) members, at least 25% of whom

must be current voting members of the APA.

4.2.a.i The Board of Directors may grant a one-time, two-year waiver of 4.2.a upon satisfactory demonstration by the requesting divisional affiliate applicant that it is working to meet the requirement of 4.2.a.

4.2.b. Submit a copy of its organizational documents. The organizational documents must clearly indicate the organization requires its members to abide by the APA Code of Ethics and Standards of Practice. Additionally, it must provide a list of all its members and the email address and polygraph school from which each member graduated.

4.2.c. Be granted Divisional Affiliate status upon a majority vote of the APA Board of Directors at which a quorum is present.

4.3 Divisional affiliates shall:

4.3.a Pay annual dues as determined by the APA Board of Directors.

4.3.b. Provide to the APA bi-annually, a date determined by the APA Board of Directors, updated information requested in 4.2.b.

4.3.c. Cooperate with the APA in addressing any complaint alleging an APA member is not abiding by the APA Code of Ethics or the APA Standards of Practice.

4.3.d. Not misrepresent his or her status as an APA member.

4.3.d.i. Any person who is a member of an organization holding Divisional Affiliate status who is not a member of the APA may not use the APA logo in any advertisement or promotional materials or otherwise claim to imply membership in the APA. Divisional Affiliates will cooperate with the APA in enforcing the provisions of this section.

4.3.e. Be autonomous in all matters.

4.3.f. Maintain financial accounts and records separate and apart from the APA.

4.3.g Not have authority to or otherwise bind the APA to any financial commitment or responsibility, and;

4.3.h. Hold annual meetings of its membership.

4.4 Revocation of Divisional Affiliate Status:

4.4.a. Divisional Affiliate status is automatically revoked if the Divisional Affiliate fails to pay annual dues of provide the required documentation as set out in this Article.

4.4.b. Divisional Affiliate status may be revoked by a majority vote of the Board of Directors if the Divisional Affiliate fails to comply with any provisions of the Article or should the Board of Directors determine that such affiliation is not in the best interest of the APA.

Article V. Board of Directors

5.1 Responsibility. The Board of Directors is responsible for the administration of the affairs of the APA and is authorized to take any action necessary to protect the best interests of the APA.

5.2 Composition. The Board of Directors shall be comprised of eleven (11) voting members and shall consist of:

a. The President
b. The President-Elect
c. The Immediate Past President
d. Eight (8) Directors

5.3 Ex-officio Members. There shall be ex-officio members of the Board of Directors. Ex-officio members must be nominated by the President and confirmed by majority vote of the Board of Directors at which a quorum is present. Ex-officio members of the Board of Directors may attend all meetings of the Board of Directors, but shall have no vote in matters before the Board of Directors. Ex-officio members of the Board of Directors shall include, but are not limited to:

a. Treasurer
b. General Counsel
c. Editor in Chief
d. National Office Manager/Secretary
e. Seminar Program Chair
f. Education & Training Coordinator

5.4 Term. Each Director 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. Four (4) of the Directors shall be elected to office in years ending in even numbers and four (4) of the Directors shall be elected to office in years ending in odd numbers.

5.5 Vacancy. In the event of death, resignation or the inability to act of any Director, the Board of Directors shall immediately appoint any voting member to serve the unexpired term of the deceased, resigned or disabled 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 (1) 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 Chairperson 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. Nomination of one (1) or more candidates may be made by any voting member of the Board of Directors, and unless there is only one (1) 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 vote on the first or subsequent ballots, the two (2) 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 automatically shall become the President at the next annual General Membership Meeting.

5.6 Resignation or Removal. Any Board Member may resign, and such resignation shall take effect (a) at the time specified in the notice of resignation or (b) if unspecified, at the time set by the Board of Directors in accepting a resignation. Any elected Officer or Director may be removed by at least a two-thirds (2/3) vote of the entire Board of Directors or two-thirds (2/3) vote of the voting members at any General Membership Meeting or a duly convened Special Meeting at which a quorum is present. Any non-elected officer or Ex-Officio Board Member may, during their term of appointment, be removed from their office by a majority vote of the Board of Directors

5.7 Meetings and Voting.

5.7.a The Board of Directors shall convene annually within seven (7) days prior to the Annual Meeting of the General Membership and, at such other times and places as may be necessary.

5.7.b Special meetings of the Board of Directors may be called by, or at the written request of, the Immediate Past President or through petition of at least a majority of the members of the Board of Directors. The Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors. No vote shall be taken by the Board of Directors in the absence of a quorum.

5.7.c Notice of any special meeting of the Board of Directors shall be received by each Board Member by mail, overnight courier, facsimile, or other mode of written or transmittal, not less than three (3) days before the time set for such a meeting, and must include the time,

date, place and purpose of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

5.7.d Unless otherwise prohibited by law, any action to be taken at a Board of Directors meeting may be taken through the use of electronic media, including conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person.

5.7.e Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and, any action or approval required to be written or in writing may be transmitted or received by such means.

5.7.f A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.7.g The act of at least a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws. Each Director shall be entitled to one (1) vote on all matters submitted to a vote of the Board of Directors.

5.7.h Meetings and official communications of the Board of Directors shall be conducted in English.

5.8 Indemnification. The APA shall provide a defense to and indemnify any and all of its Board and Committee Members, or former Board and Committee Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Board and Committee Members of the APA, except in relation to matters as to which any such Board and Committee Member has been adjudged to be liable for willful neglect or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive to any other rights to which those indemnified may be otherwise entitled.

Article VI. Nominations of President-Elect and Directors

6.1 Nominations of President-Elect. Any member qualified under Article III to hold APA elected office may have his or her name appear on the ballot if the member:

6.1.a Attended at least 3 past APA annual seminars with one of them occurring within the last five years or has served in an elected director's position for at least 1 term and has been nominated by at least one (1) voting member. A voting member may self-nominate. The nomination shall be made in writing and submitted to or received by the APA's National Office at least ninety (90) days prior to the commencement of the APA annual seminar. Any form of written communication (e.g., electronic, facsimile, etc.) is acceptable, provided the communication can be authenticated, if necessary.

6.1.b 6.1.a With the exception of self-nominees, the Immediate Past President shall notify each President-Elect nominee in writing of his or her nomination no later than eighty five (85) days prior to the commencement of the APA annual seminar. Within two (2) business days of notification, nominees must notify the Immediate Past President in writing of his or her acceptance or rejection of the nomination. If the nominee does not timely and properly notify the Immediate Past President, the nominee will be deemed to have rejected the nomination.

6.2 Nominations of Directors Other Than President-Elect. Any member qualified to be a Director may have his or her name appear on the ballot to be a Director if nominated by at least (1) voting member. A voting member may self-nominate. The nomination shall be made in writing and submitted to APA's National Office at least ninety (90) days prior to the commencement of the APA annual seminar. Any form of written communication (e.g., electronic, facsimile, etc.) is acceptable, provided the communication can be authenticated, if necessary.

6.2.a With the exception of self-nominees, the Immediate Past President or designee shall notify each Director nominee in writing of his or her nomination no later than eighty-five (85) days prior to the commencement of the APA annual seminar. Within two (2) business days of the notification, nominees must notify the Immediate Past President in writing of his or her acceptance or rejection of the nomination. If the nominee does not provide a timely and proper notification to the Immediate Past President, the nominee will be deemed to have rejected the nomination.

6.3 A nominee shall only compete for a single President-Elect or Director position in any one (1) election year. If nominated for more than one (1) position, the nominee must submit in writing to the Immediate Past President at the APA National Office which position the nominee wants to be considered. Such notice must be provided within two (2) business days of such nominee's receipt of notification about his or her nominations. If the nominee does not provide a timely and proper notification to the Immediate Past President about which position he or she wants to be considered, the nominee shall not be placed on the ballot for any elected office in that election year.

6.4 The Immediate Past President, or his or her designee, shall notify all President-Elect and Director candidates in writing about the results of the election.

Article VII. Election Procedures for President-Elect and Directors

7.1 Except for run-off and elections described in Sections 7.5, 7.6 and 7.8, elections shall be conducted by electronic ballot and completed by no later than sixty (60) days prior to the commencement of the APA Annual Seminar.

7.2 The electronic ballot shall list the candidates for the President-Elect and each Director position in alphabetical order by last name.

7.3 Each voting Member shall be entitled to cast one (1) electronic ballot for any vacant President-Elect or Director position.

7.4 The election period shall remain open for seven (7) calendar days for all elections held electronically.

7.5 If no candidate wins more than fifty percent (50%) of the vote for the President-Elect or Director position, a runoff election shall be completed no later than thirty (30) days prior to the commencement of the APA annual seminar.

7.5.a The runoff election shall include only the two (2) candidates receiving the most votes unless there is a tie among more than two (2) candidates for the two (2) ballot positions, in which case:

7.5.a.i In a tie for the most votes, only those candidates with the most votes shall appear on the ballot regardless of their number; and;

7.5.a.ii In a tie for the second-most votes, the runoff ballot shall include the candidate with the most votes and all those candidates tied for second-most votes.

7.6 If no candidate in the runoff election wins at least fifty percent (50%) of the vote for the President-Elect or Director position, a final vote will be taken for all of the candidates on the runoff ballot during the APA General Membership Meeting at the annual seminar.

7.7 Any candidate wishing to contest the election results must submit a formal, written petition to the Board of Directors no later than seven (7) days before the next General Membership Meeting setting forth all pertinent information. If the matter is not resolved by the Board of Directors to the satisfaction of all parties directly concerned it shall be presented to the General Membership during the General Membership Meeting for final disposition.

7.8 If, after the timely and proper request of any candidate for the President-Elect or Director position, the Board of Directors deems an election to be null and void, the Board of Directors may authorize an election from the floor at the General Membership Meeting.

7.9 The Board of Directors will officially certify the election results at the next General Membership Meeting.

7.10 The President-Elect and Directors shall take office immediately upon taking the oath of office at the Annual Seminar and General Membership Meeting.

7.11 Amendments to the Election Procedures may be made only as follows:

7.11.a By at least a two-thirds (2/3) vote of all voting members at a meeting of the APA General Membership

7.11.b Notwithstanding anything set forth in Section 7.11.a above, the Member Services Committee, with the approval of the Board of Directors, may make purely administrative or clerical changes to the Election Procedures in order to effectively and efficiently carry out the intent and purposes of the Election Procedures. In such event, the decision of the Board of Directors shall be final.

7.11.c Election Procedure amendments approved by the Board of Directors shall be submitted by the Secretary to the Membership in accordance with the procedures set forth in these Bylaws, as applicable.

Article VIII. Officers and Ex Officio Members

8.1 President. The President shall serve as President for one (1) year and subsequently and automatically for (1) year as Immediate Past President. The President may not serve as President for consecutive terms. The President shall:

8.1.a Preside over all meetings of the APA General Membership;

8.1.b In the absence of the Immediate Past President, preside over all meetings of the Board of Directors;

8.1.c Have general supervision over the affairs and administration of the APA and of the duties of those appointed to office;

8.1.d Perform such duties as the Board of Directors may assign;

8.1.e Represent the APA at all official APA functions, and;

8.1.f Appoint the Chairpersons of all Standing or Ad Hoc Committees.

8.2 President-Elect. The President-Elect shall serve as President-Elect for one (1) year and shall automatically become President after his/her term as President-Elect terminates. The President-Elect shall:

8.2.a Assist the President in the performance of his or her duties;

8.2.b Discharge the duties of the President in the event of the President's absence, disability, or refusal to act, and;

8.2.c If the office of the President becomes vacant for any reason, the President-Elect shall succeed to the Presidency until the expiration of the President's remaining term and for the term of one (1) year thereafter, or until a successor is duly qualified.

8.3 Immediate Past President. The Immediate Past President shall:

8.3.a Serve as Immediate Past President for one (1) year and automatically shall become Immediate Past President after his or her term as President terminates;

8.3.b Be the presiding Chairperson at Board of Directors' meetings but shall not be a voting member thereof except in cases of a tie;

8.3.c Shall call a meeting of the Board of Directors upon request of the President, or as may be required by majority vote of the Board of Directors. and;

8.3.d Shall undertake such other duties as may be assigned by the President or the Board of Directors.

8.4 Treasurer. The Treasurer shall:

8.4.a Be the primary custodian of all funds and securities, of whatever nature, which are the property of the APA and shall provide copies thereof to the National Office Manager;

8.4.b Maintain complete and accurate records of all financial transactions related to the APA;

8.4.c Be authorized to act in all financial matters wherein an authorized signature is required on behalf of the APA. The President may act as the Treasurer in the absence or disability of the Treasurer;

8.4.d Select an independent Certified Public Accountant, approved by the Board of Directors, to perform a certified annual audit of APA's records and financial transactions and report the results to the General Membership at the Annual Business Meeting;

8.4.e Prepare a Statement of Assets and Liabilities as well as a Statement of Income and Expenses of the APA on a quarterly basis and deliver both statements to the Board of Directors;

8.4.f Collect all dues authorized by the General Membership and all assessments levied by the Board of Directors;

8.4.g Provide a bond in an amount deemed appropriate by the Board of Directors. The bond shall be payable to the APA. The premium shall be paid by the APA;

8.4.h Assisted by the National Office Manager, be responsible for preparing or supervising such tax and other official documents as may be required by law and proposing or supplying such other budget or financial reports as the Board of Directors may direct;

8.4.i Compile and present a budget to the incoming Board of Directors subsequent to the General Membership Annual Meeting, and;

8.4.j Perform other duties as assigned by the Board of Directors.

8.5 General Counsel. The General Counsel shall:

8.5.a Advise the Board of Directors on all legal matters which may come before it and may represent the APA in all litigation;

8.5.b Provide legal advice to the Board of Directors;

8.5.c Maintain professional liability insurance at General Counsel's own expense for professional legal services provided to the APA in an amount determined by the Board of Directors, and;

8.5.d Perform other duties as assigned by the President.

8.6 Editor-In-Chief. The Editor-In-Chief shall:

8.6.a Publish or cause to be published any and all publications, newsletters, journals or other documents authorized and directed by the Board of Directors;

8.6.b Distribute or cause to be distributed any and all publications, newsletters, journals or other documents authorized and directed by the Board of Directors;

8.6.c Recommend to the President, for approval and appointment, the names of other editorial and/or staff members. The Editor-In-Chief shall maintain financial and other records regarding publications as may be requires by the Board of Directors, and;

8.6.d Perform other duties as assigned by the President.

8.7 National Office Manager. The National Office Manager shall:

8.7.a Act as Secretary for the APA and be responsible for recording and retaining the current APA Bylaws, the official minutes, resolutions, and proceedings of the APA;

8.7.b Distribute official notices, correspondence and other materials, and record policy and procedures established during meetings of the Board of Directors;

8.7.c Manage the APA's National Office in support of members under the direct supervision of the President and the Board of Directors;

8.7.d Be the primary custodian of all records, of whatever nature; and

8.7.e Perform other duties as assigned by the President and/or Board of Directors.

Article IX. Standing Committees and Ad Hoc Committees

9.1 Standing Committees. The following are the APA Standing Committees and the President shall appoint a Chairperson from the Board of Directors for each such Standing Committee:

1) Communications and Public Relations Committee
2) Ethics and Grievance Committee
3) Member Services Committee
4) Professional Development Committee
5) Research and Development Committee
6) Education Accreditation Committee
7) Standards and Specialized Testing Committee
8) Post Conviction Sex Offender Testing Committee

9.1.a Standing Committees shall consist of a Chairperson and no fewer that three (3) eligible members appointed by the Committee Chairperson, whose total number shall be determined by the Committee Chairperson. The Committee Chairperson may appoint a Vice-Chair. The Committee Chairperson shall report to the Board of Directors; and

9.1.b Standing Committees shall have and maintain standard operating procedures, which may not be changed without a majority vote of the Board of Directors at which a quorum is present.

9.2 Ad Hoc Committees. The President may establish Ad Hoc Committees for the purpose of administering the goals and objectives of the APA. The President shall appoint the Committee Chairperson. The Committee Chairperson shall be either a member of the Board of Directors or a voting member. Ad Hoc Committees shall terminate upon the: (a) completion of their stated purpose; (b) dissolution by the President; or (c) expiration of the office of the appointing President.

9.3 Policies and Procedures established by the Board of Directors in administrating the APA shall be documented as historical record by the Secretary and retained at the APA's national headquarters.

Article X. Fiscal Year

10.1 Fiscal Year. The fiscal year of the APA shall be determined from time to time by the Board of Directors.

Article XI. Amendment

11.1 Amendment. The Bylaws may be amended only by at least a two-thirds (2/3) vote of the voting members of the Board of Directors 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 of Directors at least thirty (30) days prior to the meeting upon which the amendment is to be voted.

Article XII. Parliamentary Authority

12.1 Parliamentary Authority. In all instances, the parliamentary authority for the APA shall be Robert's Rules of Order, latest edition, as amended. All meetings of the Board of Directors and the General Membership shall be conducted in accordance with Robert's Rules of Order, latest edition, as amended.

Article XIII. Communication

13.1 All communications with the American Polygraph Association shall be in English.

Article XIV. Ratification

14.1 These Bylaws shall take effect as of the Effective Date set forth above and shall supersede all other Bylaws then in effect.