

**Bylaws of
ASSOCIATION OF THREAT ASSESSMENT PROFESSIONALS
A CALIFORNIA NONPROFIT CORPORATION
(2021)**

Article I NAME AND PRINCIPAL OFFICE

The name of the corporation is the Association of Threat Assessment Professionals. The principal office for the transaction of the activities and affairs of this Corporation is located at 700 R St., Suite 200 Sacramento, CA 95814. The Board of Directors may change the location of the principal office at any time, which may be noted by the Secretary without amending these bylaws.

Article II STATEMENT OF PURPOSE

The Association of Threat Assessment Professionals is a nonprofit organization whose objective is to utilize a multidisciplinary approach to learn more about how best to protect victims of stalking, harassment, threat situations, and targeted violence. Our mission is to educate threat assessment and management professionals through sharing, and facilitating the experiences, studies and techniques of professionals in the field of threat assessment and/or threat management.

Article III ABBREVIATIONS AND DEFINITIONS

The following abbreviations and definitions are used herein:

- A. “ATAP™” refers to the entire Association of Threat Assessment Professionals, including the Association Board and all affiliated chapters and their Boards of Directors. ATAP may be referred to in these Bylaws as the corporation or the Association.
- B. “A-BOD” means the Association Board of Directors. The A-BOD may be referred to in these Bylaws as the Board.
- C. “BOD” identifies the Board of Directors of a given ATAP Chapter located within the United States.
- D. “Chapter” identifies individual chapters of ATAP located within the United States.
- E. “International Organizational Affiliate” is an entity located outside the United States that has entered into an agreement with ATAP as described more fully herein.

Article IV MEMBERSHIP

- A. Qualifications and Classes of Membership
 - a. Class of membership: This Corporation shall have three (3) classes of members, designated as Regular, Retired, and Student Members. Only

Regular Members shall have the right to vote and to serve as Corporation or Chapter officers or as Directors. Retired and Student Members shall not have the right to vote, and may not serve as Corporation or chapter officers or as Directors.

- i. Regular Membership: Membership in this corporation is limited to individuals who, by the nature of their compensated employment: conduct threat assessments or violence risk assessments; design or participate in threat management plans; participate on threat assessment/management teams; conduct investigations of threat/violence risk cases; provide support services to victims of threat/violence risk cases; provide legal services or legal counsel related to the prosecution of instigators of threat/violence risk cases, or represent individuals/entities who are the victims of threats/violence risk cases; provide mental health or behavioral science expertise related to threat/violence risk cases; or conduct and publish scientific research involving threat assessments or violence risk assessments. Additional specific requirements for membership may be established by the A-BOD in its sole discretion from time to time.
- ii. Retired Membership: A regular member in good standing for the last five consecutive years, who, due solely to retirement from his or her primary occupation, no longer meets the above-described qualifications for Regular Membership, can apply to the A-BOD for Retired Membership status. A retired member currently holding an association or chapter office may complete his or her current term of office. For the remainder of his/her term in office, that member will retain voting rights and be subject to meeting attendance requirements.
- iii. Student Membership: A graduate level student in good academic standing attending a regional- or national-level accredited educational institution who wishes to become a member of the association, but does not qualify for Regular Membership, may apply for a student membership.
 1. The student must be currently engaged in study and/or research in the behavioral sciences criminal justice and/or related studies and must be actively involved in the study or research of threat assessment or violence risk assessment.
 2. Student applicants must be sponsored by an ATAP member in good standing.

B. Any member who no longer meets the criteria for his/her class of membership must immediately notify his/her chapter president of this change in circumstance.

C. Application for Membership:

- a. An applicant for any class of membership must be sponsored by a member in good standing. A prospective member shall submit his or her completed

application and a nonrefundable application fee to Association headquarters by the method currently specified by the Association. Approval of applicants for membership in the Association shall be at the discretion of the applicant's local or other designated Chapter based on criteria and requirements for membership established from time to time by these Bylaws and the A-BOD. In general, Chapter assignment should be made based on geographical proximity to an applicant's site of employment, study, or residence.

- b. An applicant whose application for membership is approved by the appropriate local or designated chapter shall become a member upon such approval.

D. Good Standing Requirements: To be a member in good standing, all members must:

- a. Meet membership criteria for their class of membership;
- b. Pay the required dues, fees, assessments and any other financial obligations to the association, including registration fees for conferences attended, in the manner specified and within 30 days of when such amounts are due;
- c. Comply with attendance requirements for the applicable class of membership;
- d. Comply with all other provisions of these Bylaws, Code of Ethics, and all other duly promulgated rules and policies of ATAP or a member's Chapter;
- e. Must not meet any criteria for termination of membership as articulated in this Article, Section I.

E. Attendance Requirements:

- a. Those classes of members who must comply with meeting attendance requirements as indicated in this Article, Section A, must attend either:
 - i. one (1) or more membership meetings, either in person at the primary meeting location or any "hub" established as an official viewing location, of his or her local Chapter or any other Chapter (provided, however, that the Regular Member provides his or her local Chapter Membership Chair with notice of his/her attendance at another Chapter's meeting) during any given the calendar year (January through December) or,
 - ii. two (2) or more membership meetings, by virtual attendance, of his or her local Chapter or any other Chapter, or attendance at one of our approved international TAP affiliate meetings (provided, however, that the Regular Member provides his or her local Chapter Membership Chair with notice of his/her attendance at another Chapter's meeting) during any given the calendar year (January through December) or,
 - iii. the Association's national and/or regional conferences, or

- iv. an approved local Chapter-sponsored, co-sponsored, or supported educational seminar of four to eight hours in length which shall count as attendance at two Chapter meetings.
 - 1. Approval of such seminar must be obtained from the A-BOD by the Chapter President or his/her representative prior to the occurrence of the seminar by presentation of the seminar information and material to the A-BOD at a regularly scheduled Board meeting. However, in the event that waiting for a regularly scheduled A-BOD meeting will prevent chapter members from being able to attend or register for the seminar for attendance credit, a Chapter President or his/her representative may present information regarding seminar to the Association President who is authorized to review and grant meeting credits for the seminar under such circumstances.
 - 2. If a seminar is not sponsored, co-sponsored or supported by a Chapter, attendance shall not meet these attendance requirements unless the sponsor of the seminar is a 501(c)(3) corporation and the educational material in the seminar is being presented by trainers of similar quality and background as those that provide training at the ATAP Annual TMC or WC, and the A-BOD has approved the seminar according to criteria established by the A-BOD from time to time.
 - b. Virtual attendance is attendance via an ATAP-specified remote means such as electronic or telephonic transmission.
 - c. A member may be granted a waiver from the meeting attendance requirement upon written request to the chapter president. He/she must clearly, and in detail, indicate how his/her inability to comply with the yearly meeting requirement is due to employment, military assignment, or to unforeseen schedule disruptions such as was caused by the 2020 COVID-19 pandemic. The request must include the anticipated dates and duration of the assignment. Chapter presidents will be responsible for reporting these cases to the A-BOD for final approval of the waiver.
 - d. A member who becomes an approved member of ATAP on or after April 1 of a calendar year is exempt from meeting the attendance requirement for that calendar year.
- F. The A-BOD has the authority, at its sole discretion, to adopt policies which designate other activities as equivalent to these attendance requirements. In order for any activity to be certified for such purposes, the activity must be one that advances ATAP's Statement of Purpose as set forth above. In addition, the A-BOD has the authority to adopt policies, at its sole discretion, specifying the procedures to be followed by members in documenting compliance with good standing requirements.

G. Rights of Regular Membership:

- a. All Regular Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, any amendment to these Bylaws which affect members' rights as specified in Article XIV, and on any election to dissolve the corporation. In addition, Regular Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

H. Nonvoting Members:

- a. This corporation may refer to Retired Members, Student Members, or other persons or entities associated with it, as "members," even though those persons or entities are not voting Regular Members as set forth herein. No such reference as "members" shall constitute anyone as a voting member of this corporation unless that person or entity is a Regular Membership pursuant to these Bylaws. The A-BOD may adopt policies which grant some or all of the rights of a Regular Member, other than voting rights, to such nonvoting members, but no such person or entity shall be a Regular Member by virtue of such grant of rights.

I. Financial Obligations:

Each member must pay, within the time and on the conditions set by the ABOD, the dues, fees, and assessments in amounts to be fixed from time to time by the A-BOD. The dues, fees, and assessments shall be equal for all members of each class of membership, but the A-BOD may, in its discretion, set different dues, fees, and assessments for each class of membership. Conference tuition owed for ATAP-sponsored conferences and training events must also be paid within the time and on the conditions set by ABOD, or a sponsoring chapter or group of chapters, whichever is applicable to each event.

J. Termination of Membership:

- a. A membership may be terminated, and the member shall not be in good standing, on occurrence of any of the following events:
 - i. Failure to meet good standing requirements in this Article, Section C;
 - ii. Engaging in conduct that is unbecoming of a member of ATAP, including conduct which: violates the ATAP Code of Ethics; is unlawful; is unprofessional, inappropriate, or inconsiderate; is in derogation of the rights of any person; as determined in the sole discretion of the A-BOD;
 - iii. Conviction of a felony offense or conviction of a misdemeanor that the A-BOD, in its sole discretion, determines is inconsistent with membership in ATAP;
 - iv. Failure to disclose, or concealment of any, information specified on the application for membership, including without limitation,

the provision of false or misleading information, regardless of when such omission or concealment, took place or came to the attention of the A-BOD, as determined in the sole discretion of the A-BOD;

- v. Breach of the Association's Confidentiality Agreement or other disclosure of confidential information; or
- vi. Resignation of the member.
- vii. Determination by the A-BOD that a member has failed in a material way and to a serious degree to observe the rules of conduct of this corporation, or has engaged in conduct materially and seriously prejudicial to this corporation's purposes and interests, in the sole judgment of the A-BOD.
- viii. Membership granted in error, in the sole judgment of the A-BOD, may also be revoked.

K. Procedures for Termination of Membership: If grounds appear to exist for terminating a member under Section I of this Article, the following termination procedures shall be followed.

- a. The A-BOD shall give the member at least 30 days' prior notice of the proposed termination and the reasons for the proposed termination of membership. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class mail to the member's last address as shown on the Association's records, and the 30 days referenced herein shall begin five days following the latter of mailing or postmark. Notice provided in-person, by electronic mail, by telephone, or by other immediate means will cause the 30 days to begin immediately.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination of membership. A hearing shall be held or a written statement considered by the A-BOD, which is solely responsible for determining, in its sole discretion, whether the termination of membership should occur.
- c. The decision of the A-BOD shall be final.
- d. Any action challenging a termination of membership, including a claim alleging defective notice, must be commenced within one year after the effective date of termination of membership.
- e. In the event that a member whose membership is terminated by the A-BOD is a member of the A-BOD or a Chapter BOD, such termination of membership shall include removal from the A-BOD or Chapter BOD.

L. Reinstatement of Membership: A member who has been terminated may request reinstatement of membership in writing to the A-BOD, subject to the following terms and conditions:

- a. A member who is terminated due to failure to satisfy the attendance requirement can have his or her membership restored by requesting restoration, in writing, to the A-BOD and paying the appropriate fee.

However, restoration of membership due to lack of attendance may only be exercised once within any three (3) year period unless determined by the A-BOD, in its sole discretion, that circumstances warrant waiver of this limitation.

- b. A member whose membership has been terminated for failure to pay dues or fees shall have his or her membership restored upon payment of the full amount in arrears if such payment is received prior to the last day of the calendar year in which the member failed to pay.
- c. Any person whose membership is terminated after a finding that the person was a member not in good standing, under requirements other than attendance or payment of dues or fees, is not eligible to re-apply for membership for two years from the date of termination. However, the A-BOD retains the right to refuse membership to any person whose membership has been previously terminated after a finding that the person was a member not in good standing whether or not the person meets any or all other membership criteria.
- d. Any application for reinstated membership following a period in excess of one year from a date of termination shall be subject to the rules and procedures prescribed for an original application for membership.
- e. The A-BOD shall resolve all questions pertaining to eligibility or continuance of membership in ATAP.

M. Transfer of Membership: Memberships in this Association are not transferable to another individual or entity. All membership rights cease upon termination of membership, a member's death, or dissolution of the Association.

N. Meetings of the Members:

- a. Annual Meeting. A general meeting of members shall be held at least annually at such time and place, and on such notice, as the A-BOD may determine. Unless elected by ballot, non-designated directors shall be elected at this meeting during odd years. Any other proper issues for membership consideration and action may be transacted at this meeting.
- b. The A-BOD may, at its sole discretion, call other meetings of members during the year.
- c. Location of Meetings. Meetings of the members shall be held at any place within or outside California, as designated by the A-BOD.
- d. Electronic Participation. The A-BOD may, but is not required to, authorize members who are not present in person at a members' meeting to participate by electronic transmission or electronic video communication pursuant to procedures and guidelines adopted by the A-BOD, or in response to unforeseen schedule disruptions such as was caused by the 2020 COVID-19 pandemic. A member participating in a meeting by electronic transmission shall be deemed present in person and permitted to vote at such meeting.
 - i. Requirements for Electronic Participation. Annual and special meetings of the members may be conducted in whole or in part by

electronic transmission or by electronic video screen communication by and between the A-BOD and members if all of the following criteria are satisfied:

1. the A-BOD implements reasonable procedures to provide members participating by means of electronic communication a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to hear the proceedings of the meeting including comments of members participating in person substantially concurrent with such proceedings; and
 2. any votes cast by a member by means of electronic communication by and between the A-BOD and a member must be recorded and maintained by the corporation; and
 3. each member participating in a meeting by electronic communication must have previously provided written consent to the use of electronic transmission for such communications during a meeting. Any request for such consent sent by the ABOD or staff to members shall include a notice that absent written consent from a member, such meeting shall be held at a physical location in accordance with the provisions of these Bylaws.
- e. Nothing in this section shall be construed to require the A-BOD to call a meeting in order to take a vote on any issue.
- f. Special Meetings. The President of A-BOD, or 5% or more of the members, may call a special meeting of the members for any lawful purpose, at any time. Such a special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted and addressed to the attention of the President of the A-BOD. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the A-BOD. The meeting date shall be at least 35 but no more than 90 days after receipt of the request. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.
- g. Notice of Meetings. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and location of the meeting, and the means of electronic participation available if any. For the annual meeting, the notice shall state the matters the A-BOD intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when the notice is given. The timing of notice shall precede the meeting date by at least 30 days.

- O. Notice of Certain Agenda Items. Approval by the members for any of the following proposals is valid only if the notice or waiver of notice states the general nature of the proposal or proposals:
- a. Removing a director without cause;
 - b. Filling vacancies on the A-BOD;
 - c. Amending the articles of incorporation; or
 - d. Electing to wind up and dissolve the corporation.
- P. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first class mail addressed to each member entitled to vote at the address of that member as it appears on the books of the corporation. Additional policies regarding electronic notice may be established by the A-BOD.
- a. Notice given by electronic transmission shall be valid if:
 - i. It is delivered by electronic mail to the electronic mail address for that recipient on record with corporation, or by posting on an electronic message board or network that the corporation has designated for such communications together with a separate notice to the recipient of the posting that a posting was made;
 - ii. The recipient has provided an unrevoked consent to the use of electronic transmission for such communications; and
 - iii. A record capable of retention, retrieval, and review is created.
 - b. Notwithstanding the foregoing, an electronic transmission by this Corporation to a member is not authorized unless, in addition to the above requirements, the member's consent to electronic transmission has been preceded by a clear written statement to the member as to the right of the member to receive the notice in non-electronic form, and the procedures the member must use to withdraw consent for electronic transmissions from the corporation. Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to a member by that means, or the inability to so deliver notices to the member electronically becomes known to any person responsible for the giving of the notice.
 - c. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the corporate officer responsible for such notices, and filed and maintained in the corporation's minute book.
- Q. Quorum. A quorum for the transaction of business at any meeting of the members shall be 5% of the number of Regular Members. At any such meeting, the members may vote only on matters as to which notice of their general nature was given pursuant to this Article. The members present at a duly called and held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a

quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

R. Voting

- a. Eligibility to Vote. Only Regular Members in good standing on the record date shall be entitled to vote at any meeting of members.
- b. Manner of Voting. Voting may be by voice or by written ballot at a meeting of members, or by mailed ballot, or by electronic ballot. Each Regular Member entitled to vote may cast one vote on each matter submitted to a vote of the members.
- c. Approval by Majority Vote. If a quorum is present at a meeting of the members, the affirmative vote of a majority of the voting power of the Regular Members represented at the meeting shall be deemed the act of the members.
- d. Action by Written or Electronic Ballot. Any action that members may take at any meeting of members may also be taken without a meeting, by written or electronic ballot by complying with the following provisions. The Corporation shall distribute one ballot or opportunity to vote electronically (herein after “ballot”) to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of these bylaws. All solicitations of votes by ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to balance other than for election of directors, the percentage of approvals necessary to pass the measure measures; and (3) specify the time by which the ballots must be received in order to be counted. Each ballot so distributed shall set forth the proposed action, give the members an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time in which to return the ballot to the corporation.
- e. Approval Requirements. Approval by ballot shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action.
- f. Ballots as Irrevocable. A ballot may not be revoked, once cast.
- g. Record Date. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by ballot, or entitled to exercise any rights in any lawful action, the A-BOD may, in advance, fix a record date. Such record date for notice of the meeting shall be no more than 60 days before the date of any meeting; for voting, no more than 60 days before the date of the meeting; for voting by ballot, no more than 60 days before the day on which the first written ballot is mailed or electronically delivered.
- h. Proxies. Regular Members shall not have the right to vote through use of proxies.

Article V DIRECTORS OF THE ASSOCIATION BOARD OF DIRECTORS

A. Association Board Composition: This Corporation shall have a Board of Directors (the A-BOD). The A-BOD shall consist of the Association President, Association First Vice President, Association Second Vice President, Association Secretary, Association Treasurer, Association Sergeant at Arms, and Association Past President (who shall collectively be referred to as the "Officers") and the Chapter Presidents. The Officers may be referred to herein as President, First Vice President, Second Vice President, Secretary, Treasurer, Sergeant at Arms, and Past President, respectively. Members of the A-BOD may be referred to herein as "directors."

B. General and Specific Powers and Duties Of The Association Board:

a. General Powers. All of the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised by the A-BOD or under its direction. The A-BOD, acting collectively, shall exercise responsibility for conducting the activities and affairs of the corporation. It shall be the duty of the directors to:

- i. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- ii. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe powers and duties and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; and require from them security for faithful service.
- iii. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, deeds of trust, mortgages, pledges, and other evidences of debt and security.
- iv. Conduct, manage, and control the corporation's affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as the A-BOD deems best.
- v. Implement, oversee, and maintain the policies and procedures of ATAP and ATAP Chapters.
- vi. Ensure that the activities of ATAP and the Chapters are consistent with the tax-exempt purposes of the Association, the Articles of Incorporation, these Bylaws, relevant law, and the objectives set forth in the ATAP Statement of Purpose.
- vii. Create, modify or terminate policies and procedures for ATAP and its affiliated chapters.
- viii. Enforce the bylaws, policies, and all other rules and regulations ATAP.

b. Specific Powers:

- i. Resolve conflict within individual Chapters or between Chapters, or, when necessary, between individual members of ATAP.
- ii. Oversee and control, to the extent necessary, the development and implementation of all training, publicity, conferences, and any other activities of ATAP or its affiliated chapters.
- iii. Oversee and direct the collection and disbursement of monies of the Chapters.
- iv. Solicit and accept gifts, legacies, donations and/or contributions of real or personal property, in any amount, upon such terms and conditions as the A-BOD may decide and in accordance with state and federal laws.
- v. Establish and approve ATAP Chapters;
- vi. Resolve all questions of eligibility for or continuance of membership in ATAP.
- vii. Organize and institute committees as needed by ATAP or its Chapters.
- viii. Plan, organize and oversee the annual Threat Management Conference, Winter Conference, and any additional conference events held on a national scale.
- ix. Exercise all powers of ATAP which are not reserved to the members by statute or the Bylaws or the Certificate of Incorporation or any amendments thereof.

C. Duty of Care and Loyalty: It is the obligation of each director of the corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the board on which a director may serve.

D. Number of and Qualifications for Directors. The Board of Directors (A-BOD) shall consist of at least six Directors elected by the Regular Membership, but no more than twenty-one total Directors, including Designated Directors, unless changed by amendment to these bylaws. The exact number of Directors shall be fixed, within those limits, from time to time by a resolution adopted by the A-BOD. Qualifications for Directors are that they must be Regular Members in good standing who satisfy all the requirements specified in Article IV Sections C and H.

E. Designated Directors. No more than fifteen (15) Directors shall be Designated Directors. No more than fourteen (14) of the Designated Directors are designated by each of the fourteen (14) Association Chapters as that Chapter's current President elected by that Chapter's Regular Members. One Designated Director shall serve by virtue of his or her status as the elected Immediate Past President of the Corporation

- F. Compensation: Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in this Article. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of this Article

- G. Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

- H. Insurance For Corporate Agents: This corporation shall have the right to and will purchase and maintain insurance to the fullest extent required by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officers, directors, employees, or agents status as such.

- I. Indemnification by Corporation of Directors, Officers, Employees and Other Agents:
 - a. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Nonprofit Corporation Law section 5238(a) (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. (Expenses as used in this Bylaw shall have the same meaning as in that section of the Nonprofit Corporation Law.)
 - b. On written request to the board by any person seeking indemnification under Nonprofit Corporation Law section 5238(b) or section 5238(c), the board shall promptly decide pursuant to Nonprofit Corporation Law section 5238(e) whether the applicable standard of conduct set forth in Nonprofit Corporation Law section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.
 - c. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

- J. Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the A-BOD may be “interested persons.” An

interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law of such person. However, any violations of this section shall not affect the validity or enforceability of transactions entered into by the Corporation.

- K. Contracts with Directors. No director of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation unless (1) the material facts regarding that Director's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith to the A-BOD, noted in the minutes, and known to all members of the A-BOD prior to its consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority vote of the A-BOD without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the A-BOD considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (2) result in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

- L. Loans to Directors and Officers. This Corporation shall not lend any money or property to, or guarantee the obligation of any Director or Officer without the approval of the California Attorney General, provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation.

Article VI MEETINGS OF THE A-BOD

- A. Regular and Annual Meetings: Regular meetings of the A-BOD shall be held monthly by conference call or any other electronic means approved by the A-BOD. The annual board meeting of each calendar year shall be held in

conjunction with the annual Threat Management Conference and shall be designated the Annual Meeting. The annual meeting requires physical attendance by members of the A-BOD, and will not be held by conference call or other electronic means.

- B. Special Meetings: Special meetings of the A-BOD may be called by the President, a Vice President, the Secretary, or by any three directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the corporation. Special Meetings may also be called as a meeting to be held by either conference call or other electronic means approved by the A-BOD.

- C. Meetings by Telephone or Other Remote Communications Equipment. Any A-BOD or Chapter board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both of the following apply: (1) Each member participating in the meeting can communicate concurrently with all other members; and (2) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation, or Chapter, as the case may be.

- D. Minutes: The A-BOD shall be responsible for recording and/or maintaining minutes of the proceedings of the meetings of the board, and of committees of the board. The Association Secretary shall record, or cause to be recorded, the minutes of all A-BOD meetings, and the Chapter Secretary of each Chapter shall record, or cause to be recorded, minutes of each meeting of the Board of Directors of each Chapter and meetings of the members of each Chapter. Minutes of all Chapter Board meetings, Chapter Membership meetings and Chapter committee meetings will be sent to the A-BOD Secretary or Secretary's designed within 30 days of such meeting. Minutes of A-BOD meetings shall be approved at the next regular meeting of the A-BOD.

- E. Notice of Meetings of the A-BOD:
 - a. Notices of A-BOD regular and special meetings are valid if made by:
 - i. First-class mail, postage prepaid;
 - ii. Personal delivery of a written notice;
 - iii. Delivery by overnight courier or private delivery service that can be and is confirmed;
 - iv. Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;

- v. Facsimile;
 - vi. Electronic mail (e-mail); or
 - vii. Other electronic means;
 - viii. Provided, however, that notice may only be provided by facsimile, e-mail or other electronic means to a director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded. Failure to file a written objection with the Association Secretary to receiving notice by electronic transmission shall be deemed consent to receive notice by such means.
- b. Notice of regular A-BOD meetings need not be given if fixed by a resolution of the board that is noted in minutes and distributed to all directors by any of the methods described above. Notice of regular meetings shall be valid if made no less than 15 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail which is not valid unless made 4 days prior to the date of the meetings.
 - c. All notices of board meetings shall be given or sent to the directors' address, telephone number, fax number or e-mail address as shown on the corporation's records.
 - d. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.
 - e. Contents of Notice: Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. In the event that the meeting is occurring by conference call or other electronic means, the notice of the meeting will include the call-in telephone number or other electronic access information. The purpose of any regular or special meeting of the board need not be specified in the notice.

F. Waiver of Notice and Consent to Holding Meetings

- a. Notice of a meeting of the A-BOD need not be given to any director who, either before or after the meeting,
 - i. Signs a waiver of notice, or
 - ii. Signs a written consent to the holding of the meeting, or
 - iii. Signs a written approval of the minutes of the meeting, or
 - iv. Attends the meeting and who, before or at the beginning of the meeting, does not expressly protest the lack of proper notice to him or her.
- b. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records made a part of the minutes of the meetings.

G. Quorum for A-BOD Meetings:

- a. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment.
- b. If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.
- c. Except as otherwise provided in these Bylaws, in the corporation's Articles of Incorporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

H. Majority Action as A-BOD Action: The A-BOD may take action or make a decision (e.g., pass a resolution) by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present, subject to the more stringent provisions of these Bylaws or the California Nonprofit Corporation Law including, without limitation, provisions relating to: (1) Approval of contracts or transactions in which a director has a direct or indirect material financial interest; (2) Approval of certain transactions between corporations having common directorships; (3) Creation of, and appointment to, committees of the board; and (4) indemnification of directors.

I. Conduct of Meetings: Meetings of the A-BOD shall be presided over by the Association President of the corporation or, in his or her absence, by the Association First Vice President of the corporation or, in the absence of both of these persons, by the Association Second Vice President, or in the absence of all of these persons, by a person chosen by a majority of the directors present at the meeting.

J. Action by Unanimous Written Consent Without Meeting: Any action required or permitted to be taken by the A-BOD may be taken without a meeting if all members of the board individually or collectively consent in writing to such action and if, subject to Corporations Code section 5224 (a), the number of the directors then in office constitutes a quorum, provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an interested director as defined in Section 5233 of the Nonprofit Corporation Law (California Corporations Code section 5000 et seq.) and these Bylaws shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Article VII NOMINATIONS, ELECTIONS AND REMOVAL OF OFFICERS OF THE ASSOCIATION BOARD

- A. Election of A-BOD Officers: A-BOD Officers may be elected either at the annual meeting of the members in every odd numbered year, or, as an alternative, the A-BOD may authorize a ballot election by Regular Members for A-BOD Officers pursuant to Article IV Section Q of these Bylaws.
- B. Term of Office: Each officer shall serve a term of office consisting of two (2) years commencing September 1 of the calendar year in which they are elected and until a successor has been elected. An officer elected to fill a vacancy shall hold office for the balance of the unexpired term of the vacant position.
- C. Term Limits: Officers of the A-BOD are limited to two (2) consecutive terms in the same office, not counting a partial term if an officer has been elected to fill a vacancy, mid-term.
- D. Qualifications: Regular Members in good standing as of the date of the election shall be eligible to serve as an Officer of the A-BOD.
- E. Nominee's Right to Solicit Votes: The A-BOD shall formulate policies and procedures that allow a reasonable opportunity for a nominee for Officer to communicate to Regular Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.
- F. Removal of Directors
 - a. Any Director elected to A-BOD by the Regular Members may be removed, with or without cause, by the vote of a majority of Regular Members in good standing at a meeting, or by ballot, in which a quorum of Regular Members is present, or has cast a ballot.
 - b. Any Director designated as a member of the A-BOD by virtue of his or her election as the President of a Chapter, may be removed, with or without cause, from membership in the A-BOD, by the vote of a majority of Regular Members in good standing of that Chapter which designated such Director by election, at a meeting in which a quorum of Regular Members of the Chapter are present, or by ballot.
 - c. Any elected A-BOD Officer who does not attend three (3) of the monthly A-BOD meetings in any calendar year shall be provided a written notice of warning by the Association Secretary concerning his or her non-attendance at the monthly A-BOD meetings. Should that Officer miss a fourth meeting in the same calendar year, said Officer shall be removed from his or her office unless such absence is expressly excused by a vote of the majority of the A-BOD.
 - d. Any Chapter President serving as a Designated Director who does not attend three (3) monthly A-BOD meetings in any calendar year, will be provided a written

notice of warning by the Association Secretary concerning the Chapter's non-attendance at the monthly A-BOD meetings. Should a fourth meeting be missed in the same calendar year by the Chapter President, said Chapter President shall be removed from his or her office as Director and Chapter President, and the Association President shall notify the next successive Chapter Officer to fulfill the remainder of the term of the removed Chapter President, unless such absence is expressly excused by a vote of the majority of the A-BOD. Chapter Presidents may appoint an officer of their chapter to attend a monthly A-BOD meeting as a proxy and attendance by the proxy will constitute attendance by the Chapter President. However, a Chapter President may not designate a proxy to attend consecutive monthly A-BOD meetings or more than 3 times during a calendar year.

- e. A Director shall not be removed as a Director if:
 - i. The Director requests a leave of absence for a limited period of time, and the leave was approved by the A-BOD at a regular or special meeting. If such leave is granted, the number of board members may be reduced by one determining whether a quorum is or is not present; or
 - ii. The Director suffers from an illness or disability which prevents him or her from attending meetings and the A-BOD by resolution waives the automatic removal procedure of this section; or
 - iii. The A-BOD by resolution of the majority of board members agrees to reinstate the Director who has missed three (3) meetings.

G. Vacancies:

- a. Vacancies on the A-BOD shall exist:
 - i. Whenever a Director misses four (4) A-BOD meetings in the course of a calendar year (which event may result in the removal of that Director from office as set forth above); or
 - ii. On the death or resignation of any Director; or
 - iii. On the vote of a majority of all members, to remove any Director(s); or
 - iv. On the declaration by A-BOD resolution of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been determined, by two-thirds vote of the A-BOD to have breached any duty under Section 5230 et seq. of the California Nonprofit Corporation Law or whose conduct has been determined, by two-thirds vote of the A-BOD, to have put other members of the A-BOD at risk of breaching their duty under Section 5230 et seq. of the California Nonprofit Corporation Law; or
 - v. On the termination of a Director's Regular Membership in the Association; or
 - vi. After a finding that the Director is a Regular Member not in good standing.
 - vii. Any Director may resign effective upon giving written notice to the Association President, the Association Secretary, or the A-BOD, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a

- duly elected Director in charge of its affairs, except upon notice to the Attorney General of the State of California.
- b. No reduction of the number of authorized Directors shall have the effect of removing any Director before that Director's term of office expires except in the case of a Chapter President serving as a Director in the event his or her Chapter charter has been terminated by the A-BOD.
 - c. Except for a vacancy created by the removal of a Director by the vote of the Regular Members, vacancies in the office of any Elected Director may be filled by a majority vote of the A-BOD or, if the number of Directors then in office is less than a quorum, by:
 - i. The unanimous written consent of the Directors then in office;
 - ii. The affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or a waiver of notice complying with these Bylaws; or
 - iii. A sole remaining Director.
 - d. A person elected to fill a vacancy as provided by this Section shall hold office as a Director for the balance of the unexpired term of the person vacating the office, and until the next annual meeting or ballot of Regular Members at which an election is conducted to fill that seat on the A-BOD, or until his or her death, resignation, or removal from office prior to the expiration of the balance of the term.
 - e. If the A-BOD does not fill a vacancy of a Director of the A-BOD within six (6) months after the vacancy arises, the Regular Members may elect an eligible Regular Member to fill the vacancy.
 - f. Vacancies in the office of a Chapter President as a Designated Director of the A-BOD shall be filled either by a majority vote of that Chapter's Board to appoint an Officer to fill such vacancy, or an election by the members of that Chapter to select a new Chapter President to serve as a Designated Director on the A-BOD.
 - g. If the office of Association Past President shall become vacant for any reason, said office shall remain vacant on the A-BOD until the next election of Directors
 - h. Any reduction in the authorized number of Directors shall not result in any Director being removed from office before his or her term of office expires.

Article VIII DUTIES OF ASSOCIATION OFFICERS

- A. Duties of Association President: The Association President shall:
 - a. Be the chief executive officer of the Corporation and subject to the control of the A-BOD shall be the general manager of the corporation and shall generally supervise, direct and control the corporation's activities, affairs, and officers. Notwithstanding the preceding, the board may assign some or all of these duties to an employee who may or may not have the title 'Chief Executive Officer.'
 - b. Preside at all meetings of the A-BOD.
 - c. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the A-BOD.

- d. Name Association committee chairpersons.
 - e. Act as spokesperson for ATAP and handle all media contracts and press statements. However, the Association President may authorize another member of the A-BOD or staff to handle such contacts and statements if appropriate.
 - f. Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the A-BOD.
- B. Duties of Association First Vice President: In the absence or disability of the Association President, the First Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Association First Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the A-BOD or the President.
- C. Duties of Association Second Vice President: In the absence or disability of the Association President and of the Association First Vice President, the Association Second Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Association Second Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the A-BOD or the Association President.
- D. Duties of Association Secretary: The Association Secretary shall:
- a. Certify and keep or cause to be kept at the principal office of the Corporation or other location as authorized by the A-BOD, the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
 - b. Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the A-BOD may direct, a book of minutes of all meetings, proceedings, and actions of the A-BOD and committees of the A-BOD. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the A-BOD and A-BOD committee meetings.
 - c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 - d. Be custodian of the records and of the seal of the Corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws, and by the A-BOD.
 - e. Exhibit at all reasonable times to any director or member of the corporation, or to his or her agent or attorney, on request therefore, these Bylaws and the minutes of the proceedings of the directors of the Corporation.
 - f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of

this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the A-BOD or the Association President.

- E. Duties of Association Treasurer: The Association Treasurer shall:
- a. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - b. Send or cause to be given to the directors and members such financial statements and reports as are required to be given by law, by these Bylaws, or by the A-BOD. The books of account shall be open to inspection by any director at all reasonable times.
 - c. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of Corporation with such depositories as the A-BOD may designate, and (b) disburse, or cause to be disbursed, the Corporations funds as the A-BOD may order.
 - d. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation.
 - e. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - f. Bill or cause to be billed all ATAP members for payment of annual dues, and be responsible for notifying the A-BOD of all members who have not timely paid their annual dues.
 - g. Be responsible for obtaining, maintaining and renewing Director's and officer's liability insurance, and other insurance policies as the A-BOD may deem appropriate.
 - h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the A-BOD or the Association President.
 - i. If required by the A-BOD, the Association Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the A-BOD for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
 - j. Provide, or cause to be provided, to the public, all Internal Revenue Service filings and certified audits required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

- F. Duties of Association Sergeant at Arms: The Association Sergeant at Arms shall:

- a. Conduct investigations regarding potential violations of these bylaws, Association policies, or the Code of Ethics
- b. Ensure that all ATAP affiliate Chapters are in compliance with these bylaws and all policies and procedures adopted by the A-BOD regarding the organization and operations of Association Chapters.
- c. Maintain order at all A-BOD meetings and Association functions.
- d. In general, perform all duties incident to the office of Sergeant at Arms and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or other matters which may be assigned to him or her from time to time by the A-BOD or the Association President.

G. Duties of Association Past President:

- a. ATAP recognizes the need for continuity in the management of this Association. Therefore, the Association has established the voting office of Association Past President. The immediate past Association President of the A-BOD shall fill this position, provided that said past Association President completed his or her term in good standing.
- b. It shall be the duties of the Association Past President to:
 - i. Advise and provide counsel to the A-BOD on various matters as needed or requested.
 - ii. Perform other duties as requested by the President or that may be assigned to him or her from time to time by the board.

H. Removal of Officers.

- a. The A-BOD may remove any officer with or without cause at any time.
- b. Resignation of Officers. Any officer may resign at any time by giving written notice to the A-BOD. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. The resignation need not be accepted to be effective. However, pursuant to Article VII, G(a)(vii), no Director may resign if the corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General of the State of California.

- I. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the A-BOD. However, national officer vacancies need not be filled on an annual basis.

Article IX ASSOCIATION COMMITTEES

A. Board Committees:

- a. The A-BOD may, by a vote of a majority of the Directors, create committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the A-BOD. The A-BOD may appoint one or more Directors as alternate members of any such committee, who may replace any

absent member at any committee meeting. Any such committee shall be known as a Board Committee, and shall have all of the authority of the A-BOD, to the extent provided in an A-BOD resolution.

- b. The following powers are reserved to the A-BOD as a whole and may not be delegated to any Board Committees thereof:
 - i. Filling of vacancies on the A-BOD or on any committee that has the authority of the board;
 - ii. Removal of members of the A-BOD;
 - iii. Appointment of Board Committees or the members thereof.
 - iv. Fixing of compensation of the directors for serving on the A-BOD or on any committee.
 - v. Amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation.
 - vi. Amendment or repeal of any resolution of the A-BOD.
 - vii. Approving the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
 - viii. Approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the Nonprofit Corporation Law.
- c. By a majority vote of the Directors then in office, the A-BOD may at any time revoke or modify any or all of the authority so delegated to a Board Committee, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from the members of the A-BOD.
- d. Each Board Committee shall keep regular minutes of its proceedings, cause them to be filed with the A-BOD Secretary, and report the same to the A-BOD from time to time as the A-BOD may require.

- B. Advisory Committees: The A-BOD, by majority vote of Directors, may create one or more advisory committees. These additional committees shall act in an advisory capacity only and shall be clearly titled as "advisory" committees.
 - a. Advisory committees may consist partially or entirely of persons who are not also members of the A-BOD.
 - b. Advisory committee members may be members of the Association or non-members who serve as consultants or advisors to the Association.
 - c. Each Advisory Committee shall keep regular minutes of its proceedings, cause them to be filed with the A-BOD Secretary, and report the same to the A-BOD from time to time as the A-BOD may require.

- C. Meetings and Action of Committees:
 - a. Meetings and actions of Board committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the A-BOD, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the A-BOD and its members; excepting, however, that the

time for regular meetings of committees may be fixed by resolution of the A-BOD or by the committee. The time for special meetings of Board Committees may also be fixed by the A-BOD or the committee.

- b. The A-BOD may adopt rules and regulations pertaining to the conduct of meetings of Board and Advisory Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article X CERTIFICATION PROGRAM

- A. By A-BOD resolution, the Certified Threat Manager™ program was created as a means of testing and certifying individual attainment of understanding of and experience in applying a prescribed body of knowledge. A majority vote of the A-BOD may also terminate the certification program.

- B. Certification Committee

- a. The Certification Program Committee will act as an autonomous body, responsible for developing its policies, procedures, and structure independent from influence by the A-BOD on matters of eligibility standards, development, administration and scoring of the assessment instruments, selection of personnel, and operational processes.
 - b. The President of the A-BOD will nominate a Chair to the Certification Committee, who must be confirmed through a majority vote by the A-BOD.

- C. Complaint Adjudication: The Sergeant at Arms of the A-BOD will receive, investigate and adjudicate all complaints regarding the Certification Program and provide a report of all investigations to the Chair of the Certification Committee and President of the A-BOD.

Article XI CHAPTERS

- A. Formation and Operation of U.S. Chapters:

- a. The A-BOD may authorize the formation and operation of Chapters throughout the United States. All U.S. Chapters shall operate under the control and authority, and as branches, of ATAP. They shall not have independent legal existence and shall operate under the sole discretion of the A-BOD. All references to Chapters in this Article means Chapters located within the United States.

- i. Operation of Chapters:

- 1. All Chapters shall be subject to, and operate in accordance with these Bylaws and such rules, regulations and policies as may be promulgated by the A-BOD from time to time.
 - 2. Each Chapter shall be known as "ATAP" joined with a geographic descriptor, e.g. "ATAP - Washington D.C.," and shall adopt and utilize the approved ATAP logo,

letterhead and otherwise adhere to all design specifications as directed by the A-BOD.

- ii. Each Chapter shall deliver and file all documents required of it by the A-BOD in a timely manner, including but not limited to financial statements and meeting minutes, to the Association Treasurer and the Association Secretary, as may be appropriate, or to their respective designated agents for the collection of such documents. Such documents shall include, without limitation, those:
 1. Necessary or advisable in order for ATAP to maintain its tax-exempt status; and
 2. Necessary or advisable to insure that ATAP and its Chapters maintain compliance with these Bylaws with all applicable local, state and federal laws.
- iii. At all times the A-BOD, at its discretion, shall retain the sole and exclusive right, power and authority to determine, implement or change any rules and regulations with regard to the control, guidance, operation or continuance of any Chapter.
- iv. All Chapter funds are the sole property of ATAP and may be controlled, transferred or disbursed by the A-BOD or according to its direction. Each Chapter is responsible for reporting any and all information regarding its financial accounts, holdings or financial condition to the A-BOD upon request. Failure to comply with such request may result in sanctions, up to and including termination of the Chapter and/or removal of its Officers, at the sole discretion of the A-BOD.
- v. Each member and officer of every Chapter BOD shall execute such documents as may be determined by the A-BOD, at its sole discretion, with regard to the organization and operation of any Chapter, and shall agree to abide by all rules, regulations, instructions, and directives as may be promulgated by the A-BOD.
- vi. Any member or officer of a Chapter BOD that breaches the rules, regulations, instructions, or directives with regard to the organization and operation of the Chapter, or is a Regular Member not in good standing, shall be sanctioned, up to and including removal from office and/or termination of membership at the sole discretion of the A-BOD.
- vii. The A-BOD retains the authority to revoke any Chapter's charter to operate (i.e., terminate the Chapter) upon any violations of its charter, these Bylaws, or any other duly promulgated rule or regulation of ATAP or for any other reason, in the sole discretion of the A-BOD, that prevents such Chapter from operating in furtherance of the stated purpose of ATAP. The failure of the A-BOD to act upon any such violation shall not constitute a waiver of the A-BOD's right to act upon the occurrence of any subsequent such violation.

b. Chapter Member Meetings:

- i. Each Chapter shall hold bi-monthly meetings. Additionally, each Chapter BOD has the discretion to hold additional meetings beyond the bi-monthly requirement. The first meeting of each calendar year shall be Chapter annual meeting for the purpose of electing officers (when their terms have expired), receiving annual reports, and conducting any other business that may arise. However, the Chapter may conduct its election of officers by written ballot prior to the annual meeting. If the Chapter chooses to proceed in this manner, the results of the election will be announced and confirmed at the annual meeting.
- ii. Regular, bi-monthly Chapter meetings shall be held on the same day of the month (e.g., the first Thursday, the fourth Monday, etc.) and at the same time of day, unless otherwise determined by the Chapter BOD, or due to unforeseen schedule disruptions such as was caused by the 2020 COVID-19 pandemic. Written notice of the date, time, and location shall be sent to all Chapter members in a manner devised to provide delivery of notice to members as effectively as possible. Notice may be provided by e-mail.
- iii. Attendance at Chapter meetings shall be restricted to ATAP members in good standing and invited, non-member guests. Guests shall be pre-approved by a Chapter Officer and must sign a confidentiality statement. Non-member guests are limited to attending two (2) meetings per year.

c. Nominations, Elections and Voting:

- i. Chapter Regular Members in good standing may run for the Chapter Board of Directors or any Chapter Office in the Chapter in which he or she is a member. Any Chapter Regular Member who desires to seek office shall submit a statement of intent to the Chapter Secretary at least 30 days prior to the first meeting of each calendar year or 30 days prior to the date of the written ballot depending upon which process the Chapter has chosen for the election of Directors and Officers. All qualified candidates shall be placed on the ballot.
- ii. All Regular Members of a Chapter who are in good standing shall be entitled to one vote whenever a vote of the Chapter membership is called for, either at a regular, special meeting, or by mail ballot. The affirmative vote of a majority of Chapter Regular Members who cast votes shall be the act of the members of the Chapter.
- iii. Terms of office for Chapter Directors and Officers shall commence on the first day of the month following the election of new Chapter Directors and Officers and shall run for two years. No person may hold a specific Chapter office for more than two consecutive terms (e.g., a member in good standing may serve as Chapter Secretary

for two consecutive terms and remain eligible to run for a different Chapter Office).

d. Chapter Board of Directors:

- i. Each Chapter shall have a Chapter Board of Directors, or Chapter BOD elected by the Regular Membership of that Chapter. Chapter BODs may also be referred to with the appropriate geographical indicator as a prefix followed by "-BOD" (e.g., example, the Los Angeles Chapter Board of Directors is designated LA-BOD).
- ii. Each Chapter BOD shall have a Chapter President, Chapter Vice-President, Chapter Secretary, Chapter Treasurer, and a Chapter Sergeant at Arms, collectively referred to as the "Chapter Officers." Chapter Officers are also elected by the Regular Membership of each Chapter.
- iii. The Chapter BOD shall hold monthly meetings. The meetings may be held in person or by conference call or by combination of both. The purpose of the meeting is to conduct the business of the Chapter. Each Chapter Officer shall attend at least 75% of the Chapter BOD meetings.
- iv. The Chapter BOD shall have authority to act only through the Chapter President who, as a member of the A-BOD, is delegated the authority of the A-BOD to exercise the authority of the A-BOD with regard to Chapter, within such limits on that authority as may be determined by the A-BOD at its sole discretion.
- v. Each Chapter Officer shall attend at least 50% of Chapter membership meetings during any calendar year.
- vi. In no event shall the Chapter BOD have the authority to impose requirements regarding attendance or other responsibilities on Chapter directors that are greater or more onerous than those set forth herein.

e. The Chapter President shall fulfill the following duties:

- i. Preside at all Chapter BOD and membership meetings or designate an elected officer to attend and preside at the meeting in his/her place.
- ii. Serve as a member of the A-BOD and unless specifically relieved of this responsibility by the Association President, attend A-BOD meetings as required herein for A-BOD members, or subject to the limitation set out in Article VII, Section F(d), designate another Chapter board member to act in this capacity. This includes monthly telephonic meetings and all in-person A-BOD meetings and planning sessions.
- iii. Appoint all Chapter committees and committee chairpersons and oversee the progress of such committees.
- iv. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, or the acts of the A-BOD, in the

name of the Corporation execute such contracts, checks, or other instruments for the benefit of the Chapter that either may, from time to time be authorized by the A-BOD, or that are within the authority delegated by the A-BOD to the Chapter President.

- v. Refer all media contacts and press statements to the Association President.
- f. The Chapter Vice-President shall fulfill the following duties:
- i. Act as chairperson of committees as assigned by the Chapter President.
 - ii. Perform all duties of the Chapter President during the Chapter President's absence.
- g. The Chapter Secretary shall fulfill the following duties:
- i. Receive, convey and reply to all Chapter all correspondence as directed by the Chapter President.
 - ii. Send copies of all correspondence to the A-BOD secretary.
 - iii. Coordinate plans and mailings for all Chapter meetings.
 - iv. Record, transcribe and distribute and maintain minutes of all Chapter membership, Chapter BOD and Chapter committee meetings. Send copies of all such minutes to the A-BOD Secretary.
- h. The Chapter Treasurer shall fulfill the following duties:
- i. Prepare or have prepared, and present a financial report for presentation at each Chapter BOD meeting.
 - ii. Receive all monies, including dues, donations, or gifts received by or on behalf of the Chapter.
 - iii. Be the custodian of the Chapter's funds and shall keep such funds in an appropriate financial institution.
 - iv. Prepare or have prepared monthly and annual financial statements as directed by the A-BOD.
 - v. Maintain liaison with the Association Treasurer regarding financial matters of the Chapter.
 - vi. Bear responsibility for preparing all checks and assuring that all checks are properly co-signed by the Chapter President or Chapter Vice-President if required.
 - vii. Exercise appropriate spending authority for Chapter purposes in amounts not to excess of \$500 (unless with the approval of the Chapter President).
- i. The Chapter Sergeant at Arms shall fulfill the following duties:
- i. Ensure that meetings are conducted in accordance with established rules of order and ensure that all non-member visitors to the Chapter meetings sign the approved Confidentiality form.

- ii. Ensure that all Chapter functions are conducted in accordance with these Bylaws.
 - iii. Maintain order at all Chapter functions.
- j. Committee Chairpersons: Chapter Committee Chairs appointed by the Chapter President shall serve at the pleasure of the Chapter BOD. They may be invited to attend the meetings of the Chapter BOD, individually or collectively, but shall not be members of the Chapter BOD as a Chapter Committee Chair. (i.e., a BOD Officer who is also a Chapter Committee Chairs shall be a voting member of the BOD by virtue of his or her non-committee chair office.)
- k. Recall of Chapter Elected or Appointed Officers: Upon the presentation to the BOD of a written petition to recall a Chapter Officer duly signed by at least one-third of the Chapter Regular Membership in good standing and reciting specific charges against that Chapter Officer, the Chapter BOD, upon approval of the A-BOD, shall call a special election of the Chapter Regular Membership on the question of whether to recall the Chapter Officer in question. Said special election shall be scheduled to take place at the next scheduled membership meeting that is at least 30 days from the date of submission of the petition.
- l. Vacancies in Office:
 - i. Should the Office of the Chapter President become vacant, the Chapter Vice-President shall automatically succeed to that position.
 - ii. Should the Office of the Chapter Vice-President become vacant, the Chapter President shall appoint a Chapter Regular Member in good standing to fulfill the remainder of the term subject to the approval of the Chapter BOD and the A-BOD.
 - iii. Should the Office of the Chapter President and Chapter Vice-President become vacant at the same time, a special election will be held of the Chapter Regular Membership based on nominations from Chapter members following such vacancies.
 - iv. Should the Office of Chapter Secretary, Chapter Treasurer, or Chapter Sergeant at Arms become vacant, the Chapter President shall appoint Chapter Regular Members in good standing to fulfill the remainder of the terms, subject to approval of the Chapter BOD and the A-BOD.
 - v. Once a member “terms out” of an office by serving two consecutive two-year terms, he or she may not hold the same office again before the elapse of two years

Article XII INTERNATIONAL ORGANIZATIONAL AFFILIATES

- A. In furthering its mission, the association may affiliate with other organizations with similar stated goals throughout the world.
- B. The A-BOD may establish policies and procedures related to management of the relationship with International Organizational Affiliates. These may include, but are not necessarily limited to, offering conference attendance to International Organizational Affiliate members at the same rate as ATAP members.

Article XIII ANNUAL REPORT

- A. The A-BOD shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:
 - a. The assets and liabilities of the Corporation as of the end of the fiscal year;
 - b. The principal changes in assets and liabilities;
 - c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
 - d. The Corporation's expenses or disbursements for both general and restricted purposes;
 - e. A statement of any transaction in which the Corporation was a party, in which an "interested person" had a direct or indirect material financial interest, and that involved more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved and their relationship to the corporation, and the nature of their interest in the transaction.

Article XIV FISCAL YEAR

Fiscal Year of the Corporation: The fiscal year of the corporation shall begin on the first day January in each calendar year and end on the last day of December of the same calendar year.

Article XV AMENDMENT OF BYLAWS

- A. Amendment of Bylaws. Subject to the rights of the Regular Membership specified below, the A-BOD may adopt, amend, or repeal these Bylaws unless doing so would materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer. In addition, the A-BOD may not extend a Director's term beyond that for which the Director was elected.
- B. The A-BOD may not, without the approval of a majority of the Regular Membership, adopt, amend or repeal any bylaw that would:
 - a. Fix or change the minimum or maximum number of directors;
 - b. Fix or change the authorized number of directors; or

- c. Change from a fixed number of directors to a variable number of directors or vice versa.
- d. Allow any director to hold office by designation or selection rather than by election of the members;
- e. Extend or increase a Director's term of office;
- f. Increase the quorum for members' meetings
- g. Repeal, restrict, create, expand, or otherwise change proxy rights, or authorize cumulative voting.

Article XVI AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of a majority vote of the Regular Members.

Article XVII CONFIDENTIALITY

A. Confidentiality Generally: The association intends to create both a professional and academic environment that fosters an open exchange of information. Because ATAP members are from both the public and private sector, there are certain types of information, which, because of various legal and ethical responsibilities and requirements, members are not at liberty to share. Therefore, it is vitally important that all information that is shared between or amongst ATAP members in written or oral form remains confidential. Therefore:

- a. Members of ATAP and guests to ATAP meetings are prohibited from sharing information obtained from ATAP members with persons outside of ATAP without the express written permission of the person disclosing said information.
- b. Members are further prohibited from using information obtained at ATAP meetings or from other ATAP members for their own interests or purposes without the express written permission of the person disclosing said information.
- c. Members are prohibited from using, copying, distributing, selling or otherwise transferring ATAP membership lists, in whole or in part, for commercial purposes of any sort whatsoever.

B. Confidentiality Agreement:

- a. As a condition of acceptance of an application for membership in ATAP, the applicant shall execute a Confidentiality Agreement in a form prescribed by the A-BOD.
- b. Prior to admittance, whether virtually or in-person, at any ATAP or Chapter meeting or event, every visitor and guest to such meeting or event shall execute a Confidentiality Agreement in a form prescribed by the A-BOD.

- c. All executed confidentiality Agreements shall be retained by the Chapter Secretary or retained as otherwise captured by software which facilitates virtual attendance, for seven years.
 - d. A member's disclosure of confidential information and/or breach of his or her confidentiality agreement may result in sanctions up to and including termination of membership at the sole discretion of the A-BOD.
 - e. A guest's violation of a signed confidentiality agreement is grounds for rejection of that guest's application for membership in ATAP at the sole discretion of the A-BOD.
- C. All members of ATAP must report disclosure of confidential information and/or breach of a confidentiality agreement to their Chapter President and/or the A-BOD as soon as possible after discovery. Failure to make such a report after discovery may result in sanctions, up to and including termination of membership.

Article XVIII DEDICATION OF ASSETS

- A. Prohibition Against Sharing Corporate Assets and Private Benefit: The property of this corporation is irrevocably dedicated to the purposes set forth in Article II. No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.
- B. Distribution of Assets on Dissolution: On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable and educational purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XIX INTERPRETATION AND CONSTRUCTION OF BY-LAWS

- A. Construction and Definition: Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Corporation Law of the State of California shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term person includes both the corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

- B. Interpretation: All questions of interpretation or construction of these Bylaws not addressed by Section A, above, shall be decided by the A-BOD in its sole discretion, whose decision thereon shall be final.