

BYLAWS
OF
APAC - ACCESSIBILITY PROFESSIONALS ASSOCIATION CERTIFICATION
A Texas Non-Profit Corporation

These Bylaws (the “**Bylaws**”) shall govern the affairs of APAC - Accessibility Professionals Association Certification (APAC), a non-profit corporation (the “**Corporation**”), organized under the Texas Business Organizations Code (the “**Texas Code**”).

ARTICLE I
OFFICES

I.1 Principal Office. The principal office of the Corporation shall be located in Austin, Travis County, Texas, or in such other places as the Board of Directors may determine from time to time.

I.2 Other Offices. The Corporation may have such other offices, either within or without the State of Texas, as the Corporation’s board of directors (the “**Board of Directors**” or “**Board**”) may determine or as the affairs of the Corporation may require from time to time.

I.3 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered agent of record with the Texas Secretary of State. The address of the principal office and the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

III.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

III.2 Number and Tenure. The total number of directors on the Board of Directors (the “**Directors**”) shall be designated by the Board of Directors from time to time by majority vote of the Board of Directors, but in no event shall the number be less than three. Each Director shall hold office until death, resignation, incapacity, removal or until a successor shall have been elected and qualified, and accepted office.

III.3 Appointments. The Board of Directors, or a nominating committee appointed by the Board of Directors, shall meet to recommend candidates for the open Board of Directors’ positions. The Board of Directors shall designate candidates for each position to be filled, including any vacant positions. At least a majority of the Directors must approve each candidate for the position to be valid. The Board of Directors shall determine the procedures for nomination if not specified in the Certificate of Formation or these Bylaws.

III.4 Regular Meetings. The Board of Directors may provide for regular meetings by consensus stating the time and place of such meetings. The meetings may be held either within or without the State of Texas, or virtually. No notice of regular meetings of the Board is required other than a consensus of the Board of Directors stating the time and place of the meetings.

III.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The time and place of the special meeting shall be determined in the same manner as stated for regular meetings. The person or persons calling a special meeting shall notify the Secretary or the Executive Director of the information required to be included in the notice of the meeting. The Secretary or the Executive Director shall give notice to the Directors as required in the Bylaws.

III.6 Cancellation of Meetings. A meeting may be canceled or rescheduled by consensus of the Board, except as may be otherwise provided by these Bylaws.

III.7 Notice. Notice of any meeting of the Board of Directors shall be given at least 48 hours prior thereto by notice delivered or sent by electronic mail or message to each Director at his or her address or email address as shown by the records of the Corporation. Notification, if by U.S. mail, shall be given at least five business days prior to any meeting. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the first-class postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

III.8 Meetings Held by Consent; Waiver of Notice. A meeting of the Board of Directors may be held at any time and place without notice by prior unanimous consent of the Directors, or with the presence and participation of all Directors. Any notice required to be given under this Section 3.8 may be waived by the person entitled thereto.

III.9 Quorum. A majority of the voting members of the Board of Directors, by presence or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are represented, by presence or by proxy, at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

III.10 Proxy. Any member of the Board of Directors may appoint another member of the Board to serve as proxy with full power of substitution to attend and represent them at any Board meeting. The proxy appointment shall be in written form, signed by the Director appointing the proxy, and must clearly identify the specific meeting for which the proxy is authorized. A proxy shall be void if the Director who executed it personally attends the meeting.

III.11 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present, either in person or by proxy, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

III.12 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. The appointment of Directors to replacement terms shall be by a majority of the Directors present at the meeting in which such vote takes place.

III.13 Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. However, nothing shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

III.14 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors or any committee, or any action which may be taken at a meeting of Directors or any committee, may be taken without a meeting if a consent in writing, including email, setting forth the action to be taken is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted.

III.15 Resignation or Removal of Directors. Any Director may resign at any time. A Director who fails to attend three consecutive regular meetings of the Board of Directors may be removed without notice by resolution of the Board. Any Director may be removed by resolution passed by a majority of the seated Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

III.16 Attendance by Electronic Means. Members of the Board of Directors may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE IV

OFFICERS

IV.1 Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer and such other officers as may be appointed in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall have the authority and perform the duties prescribed by law, by these Bylaws, and by the Board of Directors.

IV.2 Appointment and Term of Office. The officers of the Corporation shall be appointed by the Board of Directors at the regular annual meeting of the Board of Directors or the next following Board meeting and will assume office immediately upon appointment. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified. All officers are eligible to be elected to successive terms of office as outlined in the APAC Standing Rules and Policies. Terms of office will be defined in the APAC Standing Rules and Policies, and the terms shall be staggered such that the terms of all officers will not run concurrently.

IV.3 Removal. Any officer appointed by the Board of Directors may be removed by resolution passed by vote of the majority of seated Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

IV.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

IV.5 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. If an Executive Committee is appointed, the President shall be the Chair of the Executive Committee and shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer, committee or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Unless otherwise ordered by the Board of Directors, the President will have full power and authority on behalf of the Corporation to attend, act and vote at any meetings of stockholders, members or partners of any entity in which the Corporation may hold a beneficial interest. At any such meeting the President may exercise any and all rights incident to the ownership of such stock, and which the Corporation might have possessed and exercised as its owner. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

IV.6 **President-Elect.** In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect (or if there is no President-Elect, the Secretary) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

IV.7 **Treasurer.** The Treasurer or their designee shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in the sum and with a surety or sureties as the Board of Directors shall determine. The Treasurer shall be responsible for filing any and all required forms and taxes required by Federal, State, or local governments for the execution of the business of the Corporation, and to insure compliance with IRS regulations governing 501(c)(3) tax exempt organizations.

IV.8 Secretary. The Secretary or their designee shall keep the minutes of the meetings of the Executive Committee, if any, and of the Board of Directors; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE V COMMITTEES

V.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees which may include an Executive Committee and certain standing committees as provided in Section 5.4. In addition, the Board of Directors shall appoint a Finance Committee, and if the Corporation is compensating any officer or Director for his or her services in any capacity to the Corporation, the Board of Directors shall establish a Compensation Committee. Each committee shall consist of two or more Directors, shall have and exercise the authority of the Board of Directors in the management of the Corporation, to the extent delegated by the Board of Directors. However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or the Director by law.

V.2 Executive Committee. If an Executive Committee is established, it shall include the President (Chair of the Committee), the immediate past president, and such other members of

the Board of Directors as shall be designated by the Board. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall meet at the discretion of the President. A majority of the voting members of the Executive Committee shall constitute a quorum.

V.3 Finance Committee. The Finance Committee shall consist of at least two Directors including the Treasurer who will serve as Chair of the Finance Committee.

V.4 Standing Committees. The Board of Directors may establish other committees, as determined by majority vote. Other committees not having the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by a majority of the Executive Committee present at an Executive Committee meeting at which a quorum is present or, if no Executive Committee exists, by the Board of Directors. Such committees will have the responsibilities and powers deemed proper by the Executive Committee or by the Board of Directors, if no Executive Committee exists. The President of the Corporation shall appoint someone as Chair of each committee. Any members of a committee may be removed by the President of the Corporation or the Chair of the committee whenever in their judgment the best interests of the Corporation shall be served by such removal.

V.5 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or the member is removed, resigns, or ceases to qualify as a member.

V.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as original appointments are made.

V.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

V.8 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI MANAGEMENT

VI.1 Management Staff. The President, with the approval of the Board of Directors, may hire or appoint an Executive Director and other employees as he or she deems appropriate to conduct the activities of the Corporation. The Board of Directors will determine the pay, conditions of employment, and responsibilities and powers of the Executive Director, unless the Board of Directors delegates this authority to the President.

VI.2 Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief administrator of the Corporation responsible for management functions under the direction of the President. He or she shall employ, and may terminate, members of the staff as appropriate to carry on the work of the Corporation, shall fix their compensation within the approved budget, subject to the direction and approval of the President and the Board of Directors, and supervise them in the conduct of their duties.

ARTICLE VII BUDGET, CONTRACTS, CHECKS, DEPOSITS AND FUNDS

VII.1 Budget. Before incurring any expenses of any kind, the Finance Committee shall prepare and submit for the approval of the Board of Directors, a detailed budget, and no expenses shall be incurred in excess of such budget, except upon approval of the Board of Directors. Thereafter, budgets for annual operations shall be similarly prepared and submitted to the Board of Directors for its approval.

VII.2 Contracts. The Board of Directors may authorize any officers or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

VII.3 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such

officers or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, the President, or President-Elect of the Corporation.

VII.4 Loans. No loans shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board of Directors and the Executive Committee, if any. Such authority may be general or confined to specific instances.

VII.5 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

VII.6 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

VII.7 Interest of Directors, etc. Subject to the restrictions of Sections 7.8 and 7.9, the Corporation may enter into contracts or other transactions with any other person or entity even though one or more of the Directors or officers of the Corporation may be a party to or interested directly or indirectly in such contracts or transactions in some capacity other than as a Director or officer. However, if any Director or officer having such other interest acts in any way for or on behalf of the Corporation in connection with such matter, such other interest shall be fully disclosed to the Board of Directors before it finally authorizes or approves the contract or transaction.

VII.8 Prohibition Against Sharing in Corporate Earnings. No private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, and no person shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation; provided that this shall not prevent the payment to any person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed in accordance with these Bylaws. On such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the

assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to entities which are qualified as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended (the “Code”).

VII.9 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE VIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days’ written notice is given of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE IX

MISCELLANEOUS PROVISIONS

IX.1 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas and the Code. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

IX.2 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

IX.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Books, records, and other documentation may be kept in electronic format.

IX.4 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

IX.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Code, or the Certificate of Formation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

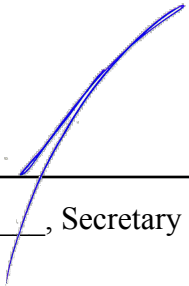
IX.6 Headings. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

IX.7 Gender. Wherever the context requires, all pronouns shall be construed to include the masculine, feminine, neuter, singular or plural, as the antecedent may require.

IX.8 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

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The undersigned Secretary of the Corporation hereby certifies that these Bylaws were duly adopted by the Board of Directors of the Corporation as of January 8, 2025.



Walter L. Qualls, Secretary