

BYLAWS

The Academy of Geo-Professionals (AGP)

of Civil Engineering Certification, Inc.



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**Approved by the Academy of Geo-Professionals
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TABLE OF CONTENTS

Article 1. Name	1
Article 2. Definitions	1
Article 3. Objectives of the Academy	1
Article 4. General Organization	2
Article 5. Certification.....	2
Section 5.1. Specialty Fields.....	2
Section 5.2. Certification Classes	2
Article 6. Board of Trustees	3
Section 6.1. Powers and Duties of the Board of Trustees	3
Section 6.2. Composition of the Board of Trustees	3
Section 6.3. Terms of Office.....	4
Section 6.4. Nominations and Elections	4
Section 6.5. Officers of the Academy	5
Section 6.6. Meetings of the Board of Trustees	6
Article 7. Certification.....	6
Section 7.1. Application Procedure	6
Section 7.2. Requirements for Certification.....	6
Section 7.3. Application Process	7
Section 7.4. Certification by Examination.....	8
Section 7.5. Recertification.....	8
Section 7.6. Denial of Certification	8
Section 7.7. Issuance of Certificates	9
Section 7.8. Suspension	9
Section 7.9. Revocation of Certificates.....	9

Article 8. Finance	10
Section 8.1. Fiscal Year	10
Section 8.2. Assets.....	10
Section 8.3. Fiscal Responsibility	11
Section 8.4. Academy Budget.....	11
Section 8.5. Records	11
Section 8.6. Reporting	11
Section 8.7. Review of Books.....	11
Article 9. Committees	11
Section 9.1. Admissions Committee	12
Section 9.2. Executive Committee.....	12
Section 9.3. Nominations and Elections Committee.....	12
Article 10. Administration.....	13
Section 10.1. Parliamentary Authority.....	13
Section 10.2. Conflicts of Interest.....	13
Section 10.3. Indemnification	13
Section 10.4. Resignations.....	13
Section 10.5. Removal.....	13
Section 10.6. Vacancies	14
Article 11. Amendments	14

BYLAWS

Article 1. Name

The name of the academy shall be The Academy of Geo-Professionals (AGP) of Civil Engineering Certification, Inc. (CEC), which is a separately incorporated and wholly owned subsidiary of the American Society of Civil Engineers (ASCE).

Article 2. Definitions

Geo-Profession. The Geo-Profession comprises the individuals and professional organizations that analyze the materials and processes forming the earth's crust, in the context of the built environment.

Geotechnical Engineering. Geotechnical engineering is the branch of civil engineering concerned with the engineering behavior of the materials and processes forming the earth's crust, in the context of the built environment.

Additional Fields within the Geo-Profession. In the name of and on behalf of the AGP, the Board of Trustees (see Article 6 of these Bylaws) may, in its sole discretion, identify and define suitable specialty fields of expertise within the Geo-Profession. Such identification and definition of the specialty fields shall include amendment in accordance with Article 11 of these Bylaws and shall be approved by a three-quarters majority vote of the Board of Trustees.

Article 3. Objectives of the Academy

The objectives of AGP shall be to improve the practice, elevate the standards, and advance the Geo-Profession for the benefit of the public by:

1. Identifying and granting board certification to individuals with specialized knowledge in the Geo-Profession.
2. Recognizing the ethical practice of the Geo-Profession.
3. Enhancing the technical practice of the Geo-Profession.
4. Supporting and promoting positions on Geo-Professional issues important to the public health, safety, and welfare.
5. Encouraging life-long learning and continued professional development.

Article 4. General Organization

AGP is organized under the auspices of CEC. As such, AGP is responsible directly to the Directors of CEC. All policies and activities of AGP shall be consistent with and subject to:

1. The Articles of Incorporation, Bylaws, and Rules of Policy and Procedure of CEC.
2. All applicable federal, state, and local laws, regulations, and legal requirements.
3. All requirements to maintain the status of CEC as a not-for-profit organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the laws of the Commonwealth of Virginia.
4. All requirements imposed by the relevant jurisdiction for maintenance by CEC of any license, permit, or authority it may hold to conduct activities and do business as a foreign, not-for-profit.
5. Corporation within that jurisdiction.
6. All other policies and procedures as are authorized under these documents.

Article 5. Certification

Section 5.1. Specialty Fields

AGP shall grant certification to individuals who have achieved and maintain the requirements of Article 7 of these Bylaws in the specialty fields of the Geo-Profession listed below and defined in Article 2 of these Bylaws. The certification listed shall be awarded for the corresponding specialty field:

<u>Specialty Field</u>	<u>Certification</u>
Geotechnical Engineering	Diplomate, Geotechnical Engineering (D.GE)

Section 5.2. Certification Classes

The following certification classes are established:

Diplomate designated D.GE. A professional engineer, who actively practices geotechnical engineering, satisfies all requirements for certification, holds a current professional engineering license, adheres to the ASCE's Code of Ethics, and complies with the requirements for continuing professional development. As an advisory, those practicing in California and Oregon must also have the additional Geotechnical Engineering license before they can represent themselves as a Geotechnical Engineer.

Retired Diplomate designated D.GE (Ret). A professional engineer who had been an active Diplomate in good standing for a minimum of two years, adheres to the ASCE's Code of Ethics, and has retired from active practice. A retired Diplomate is defined as an engineer who no

longer requires their professional engineering license as part of their professional activities or and engineer that maintains their professional engineering license but no longer practices.

Distinguished Diplomate designated D.GE (Dist). AGP does not grant this class.

Honorary Diplomate designated D.GE (Hon). An individual may be granted the status of Honorary Diplomate, upon an affirmative vote of a two-thirds majority of the Trustees at a duly constituted meeting of the Board of Trustees, who does not otherwise meet the certification requirements, but who meets one or more of the following criteria: attained a level of prominent recognition in one or more of the specialty fields of the AGP identified in the Bylaws, made a noteworthy achievement or sustained noteworthy contributions to the advancement in one of those specialty fields, or rendered outstanding service over a sustained period of time to one of those specialty fields. An Honorary Diplomate shall not be required to submit documentation of their professional experience or pass an examination, and shall not be required to pay certification fees.

All Diplomates shall hold and enjoy equal rights and privileges, except as may be otherwise set forth by these Bylaws.

Article 6. Board of Trustees

Section 6.1. Powers and Duties of the Board of Trustees

The Board of Trustees shall manage the affairs of AGP in accordance with the laws under which AGP is organized. The Board of Trustees shall have fiduciary and strategic responsibilities to:

1. Focus on continuous strategic planning.
2. Determine desired outcomes.
3. Develop and approve appropriate policies, rules, and operating procedures.
4. Guide operations.
5. Monitor AGP's work toward meeting its objectives.
6. Monitor and manage the financial transactions of AGP.

Section 6.2. Composition of the Board of Trustees

The affairs, activities, and business of AGP shall be under the direction of the Board of Trustees. The Board of Trustees shall include the following voting members:

1. President
2. President-Elect
3. Immediate Past President
4. At least three At-Large Trustees
5. Public Member
6. President or a member of the Board of Governors of the G-I (Ex Officio)

7. Secretary/Treasurer

The Secretary/Treasurer shall be an employee of ASCE and as such shall be hired or terminated by ASCE's Executive Director following consultation with the Board of Trustees. The Secretary/Treasurer shall be a non-voting member of the AGP Board. Certification in AGP shall not preclude employment as the Secretary/Treasurer, but the Secretary/Treasurer shall not be required to be a Diplomat. The Public Member shall be an individual who is neither a Diplomat of AGP nor qualified to apply for any AGP certification. The Public Member shall represent the interests of the general public whom the members serve. The G-I representative on the Board may or may not be a Diplomat.

Section 6.3. Terms of Office

At-Large Trustees shall serve a three-year term. No trustee shall serve more than two (2) consecutive terms. A term will be abbreviated if elected to serve as President-Elect prior to completion of the three years of service as an At-Large Trustee. The President-Elect shall serve a term of one year; after which, that member shall serve as President for a term of one year. That member shall then serve as Immediate Past President for a term of one year. The Secretary/Treasurer shall serve a term of one year, and may be reappointed by ASCE in accord with Section 6.2 of these Bylaws.

Section 6.4. Nominations and Elections

No later than 90 days prior to the annual meeting (see Operations Manual, Section 1.5) of the Board of Trustees, the Immediate Past President, the President and the President-Elect shall jointly nominate one of the current at-large members of the Board of Trustees for the next President-Elect. This nomination must be conducted in advance of the nominations for at-large trustees below in order to determine the number of at-large vacancies that will need to be filled.

No later than 30 days prior to the annual meeting of the Board of Trustees, the Nominations and Elections Committee shall identify at least one nominee for each pending at-large trustee vacancy from among the current Diplomates of AGP. Also at this time, in years when the Public Member's term is about to expire, the President shall nominate one candidate for that position.

Background information shall be obtained for At-Large and Public Member nominees and shall include as a minimum appropriate biographical and professional information for each nominee and a signed letter from each nominee indicating acceptance of the nomination and willingness to serve. This information shall be submitted to the Secretary/Treasurer for distribution to the Board of Trustees no later than 30 days prior to the annual meeting of the Board of Trustees.

Elections shall be held at the annual meeting of the Board of Trustees. All positions shall be elected by a majority vote of the Board of Trustees. Elections for the President and Immediate Past President shall not be required, as the President-Elect and President, respectively, shall automatically succeed to those positions.

The Secretary/Treasurer shall publicly announce the election results prior to the first day of October through AGP publications, G-I publications, and/or ASCE publications.

Section 6.5. Officers of the Academy

The Officers of AGP shall be the President, President-Elect, Immediate Past President, and Secretary/Treasurer. Except for the Secretary/Treasurer, the Officers shall be Diplomates in good standing of AGP.

The President shall have general supervision over all of the affairs and operations of AGP and shall:

1. Preside at all meetings of the Board of Trustees and the Executive Committee.
2. Represent AGP in all official matters.
3. Sign, execute, and acknowledge, in the name of AGP, agreements and other instruments as authorized by the Board of Trustees.
4. Appoint members and chairs to those committees deemed necessary for the effective operation of AGP, subject to approval by the Board of Trustees.
5. Perform other duties incident to the office, or the Board of Trustees may assign that.

The President-Elect shall:

1. Preside at all meetings of the Board of Trustees in the absence of the President.
2. Represent AGP in all official matters as designated by the President.
3. Assist the President in performing the duties of that office.
4. Perform other duties as assigned by the President or the Board of Trustees.

The Immediate Past President shall:

1. Serve as Chair of the Nominations and Elections Committee.
2. Perform other duties as assigned by the President or the Board of Trustees.

The Secretary/Treasurer shall:

1. Be responsible for all correspondence of the Board of Trustees.
2. Give proper notice of, attend, and keep minutes of all meetings of the Board of Trustees, unless specifically excused by the Board of Trustees.
3. Maintain custody of the official minutes and other documents of AGP.
4. Notify applicants who have been newly admitted into AGP.
5. Maintain and publish annually a summary of certification activities to include a roster of the Diplomates in good standing as of January 31st each year, number certified and recertified. The Board of Trustees shall approve the form and format of the roster.
6. Supervise the funds, securities, and budget of AGP.
7. Maintain adequate records of AGP's income and expenditures, and prepare an annual financial report to the Board of Trustees within ninety days of the close of the fiscal year.
8. Act as advisor to the Board of Trustees for AGP's fiscal matters and invests AGP's funds,

to the extent warranted and subject to the Board of Trustees policies and the advice of the Executive Committee.

9. Perform other duties as assigned by the President or the Board of Trustees.

Section 6.6. Meetings of the Board of Trustees

The Board of Trustees shall meet at least annually to conduct any business that may properly come before it. The President shall set the date, time, place, and agenda of the annual meeting. All members of the Board of Trustees shall be given at least thirty days prior notice of all meetings. Additional scheduled meetings of the Board of Trustees may be held each year, at times and locations designated by the President. Notice shall include an agenda. These additional meetings may be carried out by conference call, provided all decisions made are reconfirmed and documented at the annual meeting.

A simple majority of Trustees shall constitute a quorum for the transaction of all business at any meeting of the Board of Trustees. An act of a simple majority of the Trustees present shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Bylaws or other applicable instrument or law. If at any meeting there is less than a quorum present, then the President shall adjourn the meeting immediately after designating another time no sooner than thirty days later and another place.

The agenda of annual meetings shall include the confirming election of trustees and officers, approval of the annual financial statement, and any other business deemed necessary by the Board of Trustees.

Article 7. Certification

Section 7.1. Application Procedure

Applications for certification within the specialty fields of the Geo-Profession identified in Article 5 of these Bylaws shall be made on forms provided by the Secretary/Treasurer and shall be wholly completed and fully documented as required therein. The academy shall maintain the confidentiality of each person's application documents, evaluation results, recertification information, and any other information on file unless authorized to release the information by the individual or if required by law.

Section 7.2. Requirements for Certification

The Board of Trustees, upon the affirmative vote of a simple majority of its voting Trustees, at a duly constituted meeting of the Board of Trustees or by letter ballot, voice vote or show of hands may certify an applicant, provided the applicant meets the qualifications for certification. Provided further, all certification approvals shall be reviewed and approved by the Board of Trustees at

its next meeting. The requirements for certification are:

1. The applicant shall be of good moral character and of high ethical standing in the profession.
2. The applicant shall be actively engaged in the professional practice of geotechnical engineering.
3. The applicant shall possess a valid license to practice professional engineering issued by a State, Territory, Possession, or District of the United States or an equivalent license or certificate issued by a foreign country, provided that said valid license or certificate of registration or charter from a foreign country shall be evaluated by the CEC Board of Trustees on a case-by-case basis to assure that the license or certificate meets the standards set by the CEC Board of Trustees.
4. The applicant shall have been awarded a baccalaureate degree in engineering or other related field from a college of engineering program accredited by the Accreditation Board for Engineering and Technology, Inc. This requirement may be waived, provided that the applicant has mastered the requisite Body of Knowledge in a manner and form acceptable to the Academy Board of Trustees.
5. The applicant shall have been awarded either a master of science, master of engineering, or doctoral degree in engineering or other relevant field, from one or more educational institutions of recognized standing. This requirement may be waived, provided that the applicant has mastered the requisite Body of Knowledge in a manner and form acceptable to the Academy Board of Trustees.
6. The applicant shall possess a minimum of eight years of progressively increasing professional experience, in responsible charge, after receipt of their first professional engineering license. Such work experience shall be in one or more of the specialty areas established by the Board of Trustees. Further, such work shall include active participation in responsible planning, design, analysis, operation, management, regulation, research, or teaching. In the case of teaching, the work experience shall be at an educational institution of recognized standing.
7. The applicant has agreed in writing to adhere to the ASCE's Code of Ethics.
8. The applicant has mastered the requisite Body of Knowledge in a manner and form acceptable to the Academy Board of Trustees.

Section 7.3. Application Process

The applicant shall submit a complete application, together with all fees and supporting documentation as required, including written recommendations endorsing the application from no less than three of his or her peers who possess a valid license to practice professional engineering issued by a State, Territory, Possession, or District of the United States or equivalent license issued by a foreign country.

A certified individual, with the exception of an Honorary Diplomat, does not become a Diplomat until that individual has paid all required fees, has been approved by the Academy Board of Trustees, and has been notified in writing by the Academy Secretary/Treasurer, all as prescribed by the Board of Trustees.

Section 7.4. Certification by Examination

In addition to meeting all the general requirements specified in Section 7.2, the applicant shall pass an oral examination in a manner satisfactory to the Board of Trustees. The requirement for an oral examination may be waived by the Admissions Committee only when the written application clearly demonstrates that the applicant meets all the requirements specified in Section 7.2, and has at least fifteen (15) years of progressively increasing professional engineering post-licensure experience. Oral examinations shall be held in such places and in such manner as indicated by the number and location of applicants and as determined by the Secretary/Treasurer. The oral examination shall consist of two phases:

1. An oral presentation demonstrating that the applicant has a high level of specialized knowledge and has mastered the requisite Body of Knowledge in a manner and form acceptable to the Board of Trustees.
2. An oral defense of the presentation in the form of questions and answers.

Section 7.5. Recertification

All Diplomates shall be required to recertify annually by paying a recertification fee as determined by the CEC Board of Trustees. As part of the annual recertification process, each practicing Diplomate is required to earn a minimum of twenty (20) professional development hours (PDHs) in their engineering specialty, including at least two (2) hours of professional development in ethics, and one (1) professional development hour in sustainability, every year. All PDHs shall conform to the current edition of the NCEES guidelines for continuing professional competency. When requested, each Diplomate shall (1) provide satisfactory proof for the minimum professional development hours on forms provided by the Academy; and (2) shall provide satisfactory proof of current professional engineering licensure status.

The failure of a Diplomate to pay the annual recertification fee or to provide satisfactory proof of current possession of a professional engineering license, and of the required continuing professional development by their respective recertification period, for which the fee and proof are due shall result in the automatic suspension of the individual's certification and Diplomate status in the Academy.

Section 7.6. Denial of Certification

When an applicant for certification is recommended for denial, because the applicant does not meet one or more of the requirements set forth in the Bylaws, the Secretary/Treasurer will promptly inform the applicant in writing of the areas of deficiency in the application. If the applicant chooses to appeal and supplement their application within 60 days, the Admissions Committee will consider the additional information before making a recommendation to the Board of Trustees. Following review and consideration of the applicant's additional information, the Admissions Committee shall submit a recommendation to the Board of Trustees, who shall make the final

determination. The Secretary/Treasurer shall inform the applicant in writing of the Board of Trustees' decision. Where the ruling is unfavorable to the applicant, reasons for the ruling will be given. The ruling of the Board of Trustees shall be final.

Section 7.7. Issuance of Certificates

Upon satisfactorily meeting all of the applicable requirements for certification, the Board of Trustees shall promptly issue a suitable certificate of certification in the appropriate specialty field of the Geo-Profession to the successful applicant. The appropriate Officers of AGP shall sign and seal the certificate of AGP affixed thereto. The effective date of the certificate shall be the date when the applicant was certified and shall be noted on the certificate when issued. The person to whom the certificate is issued is entitled to its possession unless and until it is revoked.

Section 7.8. Suspension

The failure of a Diplomate to pay the renewal fee, to provide requested satisfactory proof of the required continuing professional development hours, or to provide satisfactory proof of current possession of a professional engineer license by December 31st of the year for which the fee and proof are due may result in the suspension of the individual's certification in AGP, pending action of the Board of Trustees. A former Diplomate, whose certification was suspended for any of these three reasons, may be reinstated by the Secretary/Treasurer upon recommendation of the Admissions Committee, providing all of the following conditions are satisfied:

1. All fees in arrears are paid in full.
2. Satisfactory proof of all required continuing professional development hours is provided.
3. Satisfactory proof of current professional engineer license status is provided.
4. A reapplication fee as determined by the Board of Trustees is paid.

Section 7.9. Revocation of Certificates

A certificate may be revoked and a Diplomate expelled from AGP for the following reasons:

1. Conduct in violation of AGP's Bylaws or ASCE's Code of Ethics, conduct which results in disciplinary action by any professional engineer licensure board, or for conduct which, in the opinion of the Board of Trustees, is improper or prejudicial to the best interests of AGP.
2. Failure to maintain a valid license to practice professional engineering as required, except those in Honorary or Retired status.
3. Sufficient evidence of fraud or dishonesty, misrepresentation or concealment of facts on the application, or conviction of a crime involving moral turpitude.

The following procedure shall govern Board of Trustees actions for the revocation of certification and expulsion:

1. A written complaint shall be filed first with the Board of Trustees.
2. The Secretary/Treasurer shall acknowledge receipt of the complaint in writing.
3. The Secretary/Treasurer shall review the complaint and request any further information that may be required.
4. The Secretary/Treasurer, with the knowledge and advice of the Board of Trustees, shall do one or more of the following:
 - a) Dismiss the complaint in writing.
 - b) Refer the complaint to the appropriate professional engineer licensing board, and advise the complainant.
 - c) Contact the subject of the complaint in writing, with a complete description of the complaint and a request for a response. If no response is received within thirty days, then a second notice shall be issued in writing. If no response is received within fifteen days, then a final notice shall be issued by certified or registered mail. Following receipt of the response or after fifteen days from the date of the final notice, the entire matter shall be referred to the Executive Committee for consideration.
5. After due consideration and review of the complaint and the response, the Executive Committee shall take one or more of the following actions, as appropriate:
 - a) Dismiss the complaint.
 - b) Defer the decision with a request for more information.
 - c) Refer the matter to the appropriate professional engineer licensing board.
 - d) Recommend expulsion.

Upon recommendation from the Executive Committee to expel a Diplomat, the Secretary/Treasurer shall inform all parties in writing by certified or registered mail of the decision and of the right of the Diplomat to appeal the decision to the Board of Trustees. If no response is received within 30 days, the decision shall be considered final. If the Diplomat appeals the decision, the Diplomat shall be given a fair hearing at an official meeting of the Board of Trustees. Expulsion shall occur following the hearing, with an affirmative vote of a three-quarters majority of the voting members of the Board of Trustees. Decisions of the Board of Trustees following said hearing shall not be subject to further appeal.

Article 8. Finance

Section 8.1. Fiscal Year

The fiscal year of AGP shall be the same as CEC, which is currently from the first day of October to the last day of September.

Section 8.2. Assets

All assets held by or for AGP are vested in CEC and shall be handled in accordance with its fiscal policies.

Section 8.3. Fiscal Responsibility

The Board of Trustees shall oversee the funds and assets of AGP and shall direct their management by the Secretary/Treasurer. No AGP Officer, Trustee, Diplomate, or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way to financially bind CEC. The Board of Trustees shall provide annual financial statements to the CEC Board and shall not administer the funds and assets of AGP contrary to CEC direction.

Section 8.4. Academy Budget

The Executive Committee shall prepare a budget for AGP annually. The Board of Trustees in accordance with established guidelines shall review the annual budget.

Section 8.5. Records

The Secretary/Treasurer shall keep the financial books and accounts of AGP.

Section 8.6. Reporting

At the close of each fiscal year, the Secretary/Treasurer shall provide a preliminary statement of the affairs of AGP, including a balance sheet and fiscal statement of operations for the preceding year. The report shall be submitted to the Board of Trustees within ninety days of the close of the fiscal year.

Section 8.7. Review of Books

The Secretary/Treasurer shall procure annually an external review of the books and records of AGP. Such review may be performed in conjunction with the annual audit of CEC.

Article 9. Committees

The Board of Trustees may by resolution and at its discretion define, establish, and discharge organizational elements such as councils or committees as necessary or desirable to conduct the affairs of AGP. The President of the Board of Trustees nominates committee chairs to a term of two years and the Board of Trustees confirms the nomination. No committee member shall serve more than two (2) consecutive terms. Reappointment of chairs following completion of their two-year term may be permitted if approved by a three-quarter-majority vote of the Board of Trustees.

All appointees serve at the pleasure of the Board of Trustees. The President, at any time and with the confirmation of the Board of Trustees, may replace a committee member for inadequate performance. The organization and operation of the committees shall conform to the policies and

procedures established by the committees and approved by the Board of Trustees. All committee members and chairs shall be Diplomates in good standing of AGP.

Section 9.1. Admissions Committee

The Admissions Committee shall consist of a chair and at least two other Diplomates of AGP. One of the Board of Trustees shall serve as a member and as liaison to the Board of Trustees. The committee shall:

1. Review all applications and determine the eligibility of each applicant for certification.
2. Determine whether an oral examination may be waived in accordance with Article 7.4 of these Bylaws, or whether some or all of the other application requirements may be waived.
3. Conduct and evaluate the results of the oral examination of each applicant.
4. Make recommendations to the Board of Trustees to issue or not issue certifications to each applicant.
5. Committee members are prohibited from providing training that would give an individual candidate an unfair advantage for the purpose of obtaining the AGP board certification.

Section 9.2. Executive Committee

The Executive Committee shall consist of the Officers of AGP. The President shall preside as chair and act as liaison to the Board of Trustees. The committee shall:

1. Exercise the powers of the Board of Trustees between meetings of the Board of Trustees, in matters, which, in the judgment of the Executive Committee, must be acted upon before the next regular meeting of the Board of Trustees. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Trustees and shall be reported to the Board.
2. Gather, evaluate, and pass judgment on information furnished by all parties when a complaint is made against a Diplomat. Render a decision on the action to be taken regarding a complaint.

Section 9.3. Nominations and Elections Committee

The Nominations and Elections Committee shall consist of the Immediate Past President, who shall preside as chair and act as liaison to the Board of Trustees, and two Diplomates of AGP appointed by the President. The committee shall guide the nominations and elections of AGP in accordance with Section 6.4 of these Bylaws.

All three members of the Nominations and Elections Committee must be Diplomates in good standing of AGP. The two additional members appointed by the President may not be sitting members of the Board of Trustees. No member of the Nominations and Elections Committee may be nominated for offices under consideration.

Article 10. Administration

Section 10.1. Parliamentary Authority

All meetings of AGP shall be conducted in accordance with Robert's Rules of Order, Newly Revised in all cases in which the rules are not inconsistent with applicable laws, rules, or procedures. The Secretary/Treasurer shall serve as Parliamentarian at all meetings of AGP.

Section 10.2. Conflicts of Interest

A conflict of interest shall be defined as any activity, transaction, relationship, service, or consideration that is, or appears to be, contrary to the best interests of AGP or in which the interests of an individual or another organization has the potential to be placed ahead of the interests of AGP. Any interested party, Officer, Trustee, or Diplomate must disclose to AGP the existence of any actual or potential conflict of interest with all material facts. Action to address the conflict of interest may be taken by the interested party, AGP, or both.

Section 10.3. Indemnification

CEC shall indemnify AGP's Officers, Trustees, and employees against claims for liability arising from the individual's duly authorized duties for or on behalf of AGP, and further provided that the performance by the party was not or is not illegal. The right accruing to any person under the foregoing provision shall not exclude any other right to which the individual may be entitled lawfully, nor shall anything herein contained restrict the right of AGP to indemnify or reimburse such individual in any proper case to the extent permitted by law even though not specifically herein provided. AGP, its Officers, Trustees, and employees, shall be protected fully in taking any action or making any payment under this Article or in refusing to do so.

Section 10.4. Resignations

Any Officer or Trustee may resign at any time by giving written notice to either the President or to the Secretary/Treasurer. Any such resignation shall become effective immediately upon the date of such notice, or at any later date specified therein. Specific Board of Trustees' acceptance of such resignations shall not be necessary.

Section 10.5. Removal

Any Officer, Trustee, or committee member may be removed from office either for or without cause by a three-quarters majority vote of the Board of Trustees, whenever in the considered opinion of the Board of Trustees such removal is in the best interest of AGP. In all cases, the decision of the Board of Trustees shall be final.

Section 10.6. Vacancies

If the Immediate Past President fails to complete a term, then the President shall perform the duties of the Immediate Past President for the remainder of the term. If the President fails to complete a term, the President-Elect shall perform the duties of the President for the remainder of the term. If the President-Elect fails to complete a term, the President and Immediate Past-President shall jointly submit a nomination for consideration and elevation of a new President-Elect, by a simple majority vote of the Board of Trustees. The new President-Elect shall assume office immediately upon such election.

If a Trustee fails to complete a term, the Nominations and Elections Committee may submit a nomination for consideration and elevation of a new Trustee. Election would be by a simple majority vote of the Board of Trustees. The new Trustee shall assume office immediately upon such election.

Article 11. Amendments

AGP’s Bylaws may be amended at a duly constituted meeting of the Board of Trustees by an affirmative vote of a three-quarters majority of the Trustees; provided, however, that the precise text of the proposed amendment or amendments has been included in the notice of the meeting at which the voting takes place. No change to the Bylaws becomes effective until the change is approved by CEC.

* * *