

BYLAWS

ASIA PACIFIC CAREER DEVELOPMENT ASSOCIATION

Adopted June 20, 2012

Revised July 2013, May 2014, July 2018, July 2019, July 2020

APCDA is incorporated as a Not for Profit organization. It is incorporated in the State of Maryland and subject to the legislated requirements of that state as well as United States requirements.

ARTICLE I MISSION AND SCOPE

- 1.1 **Name.** The name of the organization shall be the Asia Pacific Career Development Association (hereafter referred to as the APCDA or as the Association).
- 1.2 **Vision.** *the Association is a forum for sharing career development ideas and practices in the Asia Pacific region and engaging the world about these insights.*
- 1.3 **Mission.** The Mission of APCDA is:
 - 1.3.1 To promote collaboration among career practitioners throughout the Asia Pacific region
 - 1.3.2 To inspire existing and potential career practitioners to deliver exemplary, effective services
 - 1.3.3 To promote research in the field of career development
 - 1.3.4 To advocate for exemplary workforce policies and practices that foster inclusion and access to decent work for all
- 1.4 **Official Language.** English is the official language of the Association and all the Association communications will be in English.
- 1.5 **Definition of Service Region.** the Association intends to serve these countries: Australia, Azerbaijan, Bangladesh, Bhutan, Brunei Darussalam, Cambodia, Canada, China (including Hong Kong and Macau), Cook Islands, Micronesia, Fiji, India, Indonesia, Japan, Kazakhstan, Kiribati, Korea, Laos, Malaysia, Maldives, Marshall Islands, Micronesia, Mongolia, Myanmar, Nauru, Nepal, New Zealand, Pakistan, Palau, Papua New Guinea, Philippines, Samoa, Singapore, Solomon Islands, Sri Lanka, Taiwan, Thailand, Timor-Leste, Tonga, Tuvalu, USA (including Guam), Vanuatu, and Vietnam.

ARTICLE II MEMBERSHIP

- 2.1. **Member Eligibility:** Anyone who wishes to become a member may join the Association, regardless of country of origin, profession or practice.
- 2.2. **Categories of Membership.** Each member shall have one vote, regardless of category of membership. The categories of membership in the Association shall be defined as:
 - 2.2.1 **Regular Member:** A person employed in the field of career development, for example as a counselor, teacher, advisor, coach, consultant, trainer, etc.
 - 2.2.2 **Student/Retired Member:** A person studying in a full-time career development or related program or retired from work in the sector but still interested in retaining membership
 - 2.2.3 **Organizational Member:** An association, company, or institution that provides career planning services or represents career development professionals in one of the countries in our service region. Organizational Members have one vote and the membership must be assigned to one person who represents the organization.
 - 2.2.4 **Lifetime Member:** A regular member who pays for a lifetime membership
 - 2.2.5 **Legacy Partner Lifetime Member:** A person who desires to make a major financial contribution to the Association. APCDA, in return, will recognize this person in perpetuity.
- 2.3. **Adjustments to Membership Fees**

Suggested membership fees shall be adjusted on October 1 each year based on the Country/Area of residence and on Gross National Income (GNI) per capita, as reported by the Asian Development Bank.
- 2.4. **Continuity of Membership.** Membership in the Association shall be continuous on an annual basis. Membership expires after one year (365 days) and must be renewed annually unless lifetime members.
- 2.5. **Termination of Membership.**

Members may be dropped from membership for unethical behavior as defined in a code of ethics of a relevant career development association or for conduct that injures the Association or affects its reputation adversely. Members must be notified by the Board of the precise nature of the allegation and given an opportunity to present evidence on their own behalf before their membership can be terminated.

ARTICLE III GOVERNANCE

- 3.1: Governing Bodies.** The governing bodies of the Association shall be the Officers, Board of Directors, Committee Council, and Country/Area Council.
- 3.1.1 **Officers:** The Officers of the Association shall be the President, President-Elect, immediate Past-President, Secretary, and Treasurer. The Executive Director shall be a non-voting member of the Officers. The Officers shall be chaired by the President.
- 3.1.2 **Board of Directors:** The Board of Directors shall consist of the Officers, two members appointed by the Committee Council, and four members appointed by the Country/Area Council. The Board of Directors shall be chaired by the President.
- 3.1.3 **Committee Council:** The Committee Council shall consist of the Chairs of the Committees. The Committee Council shall elect its own chair each year at their first meeting after October 1 and shall elect two representatives to the Board of Directors.
- 3.1.4 **Country/Area Council:** The Country/Area Council shall consist of the representatives of each country or area (a part of a country) which is within our service area. The Country/Area Council shall elect its own chair each year at their first meeting after October 1 and shall elect four representatives to the Board of Directors.
- 3.2 Non-Governing Bodies.**
- 3.2.1 **Staff:** The Board of Directors shall engage an Executive Director who shall be considered "staff," whether paid or unpaid. The Executive Director has the authority to engage other staff within the constraints of the budget.
- 3.2.2 **Finance Council:** The Finance Council shall consist of active members of the Association who have agreed to act as legal Agents of the Association within the country where the Association is incorporated. The members of the Finance Council shall take the titles /finance Council President, Finance Council Secretary, and Finance Council Treasurer so that they may represent themselves as holding positions of authority related to the finances of the Association and accept legal responsibility within the country in which Association is incorporated.
- 3.3 Responsibilities of the Leadership Bodies.**
- 3.3.1 **Board of Directors.** The Board of Directors shall be the agency through which the policies of the Association shall be determined. The Board shall have the following powers and functions:
- 3.3.1.1 To establish policies to govern the affairs of the Association.
- 3.3.1.2 To act on recommendations from the members at the Annual Meeting.
- 3.3.1.3 To grant or revoke Organizational and Individual membership.
- 3.3.1.4 To act on the reports of the Committee Council and the Country/Area Council.
- 3.3.2 **Officers.**
- 3.3.2.1 The Officers may act on behalf of the Board of Directors between meetings of the Board.
- 3.3.2.2 The Executive Director shall be authorized to carry out the wishes of the Board and make decisions consistent with the Board's instructions in the process of conducting the business of the Association.
- 3.3.2.3 The Executive Director may hire other staff, with the approval of the Board of Directors.
- 3.3.3. **Committee Council.** The Committee Council shall coordinate the work of the committees, which advance the mission of the Association, as specified in the Policies and Procedures Manual. They shall report to the Board of Directors on their progress, concerns, and desired improvements.
- 3.3.4 **Country/Area Council.** The Country/Area Council shall assure that information about career services in each member country/area is provided to the public and that information about the Association's activities are disseminated to career professionals within member countries/areas.
- 3.3.5 **Finance Council.**
- 3.3.5.1 The members of the Finance Council are authorized to establish banking, investment, and credit accounts in the country where the Association is incorporated and to sign financial documents.
- 3.3.5.2 The members of the Finance Council shall annually Initiate a review of the financial actions of the Association in the past year to assure members that sound governance and due diligence has been exercised in the fiscal management of the Association funds. Members who conduct the financial review shall:
- 3.3.4.1.1 have experience in financial management / accounting
- 3.3.4.1.2 not hold positions of financial responsibility in the Association
- 3.3.4.1.3 not be residents of the country in which the Association is incorporated.

3.4: Selection of Leadership.

- 3.4.1 The officers shall be elected as specified in Article IV.
- 3.4.2 Committee Chairs shall be selected by each committee, then submitted to the President for approval.
- 3.4.3 Country/Area Representatives shall be selected by members within a country/region, then submitted to the President for approval.
- 3.4.4 The Finance Council shall be active members who are residents of the country where the Association is incorporated and who have knowledge of financial practices in that country. They shall be selected by the Officers and approved by the President.
- 3.4.5 The Officers shall engage the Executive Director.

3.5. Terms of Office.

- 3.5.1 The President-Elect shall be elected annually and shall hold office for one year or until his or her successor is chosen.
- 3.5.2 The President-Elect shall succeed to the Presidency for a one-year term and then to Past-Presidency for a one-year term.
- 3.5.3 The President shall be ineligible to serve again as President-Elect or President for a period of two years following previous service in either office.
- 3.5.4 In the event of resignation, continued absence, illness, or death of any officer other than the President, the Board shall, by majority vote, elect a successor to serve. If the President-Elect is unable to assume the duties of President, the Board may, by majority vote, choose a member of the Board to serve as President until his or her successor takes office.
- 3.5.5 The Secretary, Treasurer, Committee Chairs and Country/Area Representatives shall serve for a period of two years.
- 3.5.6 The Secretary, Treasurer, Chairs, and Representatives may not serve in their respective offices for more than two consecutive terms. However, they shall become eligible for a position formerly held after a one-term lapse in the continuity of office.
- 3.5.7 The Finance Council shall have no specific term limits.

- 3.6. Sanction and Removal from Office.** Any member of the leadership, including Officers, may be removed from office for engaging in conduct prejudicial to the best interest of the Association or for repeated failure to perform their duties and responsibilities.

3.7. Meetings of the Governing Bodies.

- 3.7.1 Each body is to meet at least annually.
- 3.7.2 Meetings may be held at the call of the President or the Council Chair, or of a majority of the members of the body.
- 3.7.3 At least 50 percent of the Members of the Bodies constitutes a quorum.
- 3.7.4 Meetings of the body may occur in person or alternate media.
- 3.7.5 Votes may be taken in person or electronically.

**ARTICLE IV
NOMINATIONS AND ELECTIONS**

4.1 Elections.

- 4.1.1 The Board sets an annual election schedule.
- 4.1.2 Procedures for the election process shall be defined in the Policies and Procedures Manual.
- 4.1.3 Ballots shall be sent and collected by email.

4.2 Nominations.

- 4.2.1 Members shall be nominated or shall self-nominate for office as specified in the Policies and Procedures Manual.
- 4.2.2 A call for nominations shall be published in an official publication of the Association at least 30 days prior to the elections.

**ARTICLE V
ANNUAL MEMBER MEETING**

- 5.1 The Association shall hold a Members Annual Meeting at a time and place fixed by the Board. Written notice of the annual meeting shall be sent to the membership no less than two months prior to the meeting time. The Association may hold other meetings at a time and place fixed by the Board. The Board shall give reasonable notice to the membership of any Association meeting.

5.2 Quorum.

- Quorum at the Annual Members Meeting shall be at least 5% of the members in good standing.

5.3 Powers of the Members at the Annual Meeting.

- 5.3.1 Act on recommendations of the Board.
- 5.3.2 Review policies established by the Board.
- 5.3.3 Act on reports of the Board, Committee Council, and Country/Area Council.
- 5.3.4 Elect members of the Nominations and Elections Committee
- 5.3.5 Review amendments to the Bylaws as presented by the Board in accordance with Article VIII.
- 5.3.6 Present amendments to the Bylaws and vote on them in accordance with Article VIII.
- 5.3.7 Present information or raise issues of concern related to their own Country/Area or the Association.

5.4 Emergency Action.

In an emergency and on recommendation of two-thirds vote of the Board, business may be presented by mail or email ballot to the membership. Such ballots shall be taken by the Secretary of the Association and shall have the same effect as if said action had taken place at the Annual Meeting.

**ARTICLE VI
COMMITTEES AND SPECIAL INTEREST GROUPS**

6.1 Committees. The committees and special interest groups of the Association are determined by the Board as required and are defined in the Policies and Procedures Manual:

**ARTICLE VII
FINANCES**

7.1 Dues and Special Assessments.

- 7.1.1 Annual dues for all classes of membership shall be established by the Board.
- 7.1.2 The Board may specify the way dues and assessments shall be collected.

7.2 Salaried Employees or Management Services Agreement. The Board may authorize the employment of such staff or management company as may be necessary to fulfill the objectives of the Association and set compensation for such employees or management company.

7.3 Fiscal Year. The fiscal year of the Association shall be October 1st through September 30th.

7.4. Finance Council. In compliance with laws related to incorporation in the United States, the Finance Council shall monitor fiscal responsibilities.

7.5. Annual Audit. Before the financial records are presented to the Board at the end of the fiscal year, the Finance Council shall review these documents. Their report shall be transmitted to the Board with any recommendations that may be appropriate.

7.6. Reporting of Association Financial Condition. A full report on the financial condition of the Association and any official commitments shall be made available to the membership upon written request.

**ARTICLE VIII
AMENDMENTS**

8.1 Amendments. These Bylaws may be amended from time to time by the membership in accord with either of the following methods:

- 8.1.1 A proposed amendment may be presented at the Annual Meeting by the Board or by any member, provided that in the case of an individual the proposed amendment shall be presented over the signatures of at least 5 voting members of the Association. All such proposed amendments shall be presented in writing to the Secretary of the Association at least 30 days prior to the Annual Meeting. They shall be reviewed by the Bylaws Committee and emailed to the membership at least 15 days prior to the Annual Meeting.
- 8.1.2 An amendment also may originate at an Annual Meeting. A two-thirds majority vote by the members in attendance is required to approve the amendment and to be forwarded to the general membership for approval.

8.2 Adoption. A proposed amendment as presented in either A or B above shall be considered adopted if approved by a majority of those members of the Association voting via email ballot.

**ARTICLE IX
RULES OF ORDER**

9.1 **Rules of Order.** shall be determined by the Board as required

9.2. **Unbiased Language.** In all official Association communication and publications, unbiased language shall be used, as described in the Policies and Procedures Manual

9.3 **Discrimination.** the Association opposes discrimination against any individual based on age, culture, disability, ethnicity, race, religion/spirituality, creed, gender, gender identity and expression, sexual orientation, marital/partnership status, language preference, socioeconomic status, any other characteristics not specifically relevant to job performance.

Article X Conflicts of Interest

10.1: Purpose. The purpose of the conflicts of interest policy is to protect this tax-exempt Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or leader of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit and charitable Associations.

10.2: Definitions.

- 1.2.1 Interested Person. Any member of the leadership, which includes Officers, Council Members and Staff, is an interested person.
- 1.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1.2.2.1 An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
 - 1.2.2.2 A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - 1.2.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
- 1.2.3 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

10.3: Procedures

10.3.1 Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the leadership.

10.3.2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or council meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or council members shall decide if a conflict of interest exists.

10.3.3. Procedures for Addressing Conflicts of Interest

- 10.3.3.1.** An interested person may make a presentation at the board or council meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflicts of interest.
- 10.3.3.2.** The chairperson of the board or council shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 10.3.3.3.** After exercising due diligence, the board or council shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 10.3.3.4.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or council shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

10.3.4. Violations of the Conflicts of Interest Policy

- 10.3.4.1.** If the board or council has reasonable cause to believe a leader has failed to disclose actual or possible conflicts of interest, it shall inform the leader of the basis for such belief and afford the leader an opportunity to explain the alleged failure to disclose.

10.3.4.2. If, after hearing the leader's response and after making further investigation as warranted by the circumstances, the board or council determines the leader has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.4: Records of Proceedings

The minutes of the board and councils shall contain:

- 10.4.1.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or council's decision as to whether a conflict of interest in fact existed.
- 10.4.2.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.5: Compensation

- 10.5.1.** A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- 10.5.2.** An Officer, whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- 10.5.3.** No Officer, whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

10.6: Annual Statements

Each leader shall annually sign a statement which affirms such person:

- 10.6.1.** Has received a copy of the conflicts of interest policy,
- 10.6.2.** Has read and understands the policy,
- 10.6.3.** Has agreed to comply with the policy, and
- 10.6.4.** Understands the Association is charitable and in order to maintain its US federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.7: Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Finance Council. The periodic reviews shall, at a minimum, include the following subjects:

- 10.7.1.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- 10.7.2.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

10.8: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 10.7, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.