

BYLAWS

ARTICLE XI – BOARD OF TRUSTEES

Section 1

The Board of Trustees shall be an honorary organization within the structure of the Association. The Board of Trustees shall provide general support, financial support and guidance to the Board of Directors and the Association. They shall be known as goodwill ambassadors of the Association.

Section 2

Members of the Board of Trustees may be any Regular, Regular Founding, Regular Life, Associate, Associate Founding, Associate Life member in good standing or Honorary Member of the Association. Eligible members may be nominated by any member in good standing and approved by a majority vote of the Board of Directors. Trustees shall serve an initial term of three (3) years and may be reappointed to serve additional three (3) year terms at the discretion of the Board of Directors. Trustees who resign for any reason during their term shall not be replaced.

Section 3

There shall be no limit as to the number of members of the Board of Trustees.

Section 4

The current Immediate Past President of the Board of Directors shall serve as the Chairman of the Board of Trustees and the current Vice President of the Board of Directors shall serve as the Vice Chairman of the Board of Trustees. The Executive Director of the Association shall serve in a non-voting capacity of Secretary on the Board of Trustees.

Section 5

The Annual Meeting of the Board of Trustees shall be held prior to the Annual Meeting of the Association. Special meetings may be called at any time by the Board of Trustees or the Board of Directors. Special meetings of the Board of Trustees may be held via telephone or electronic communication.

Section 6

All members of the Board of Directors may attend all meetings of the Board of Trustees and may participate in such meetings, but shall not be entitled to vote at any such meeting. The Chairman of the Board of Trustees, in consultation with the Board of Directors, may invite observers to attend any meeting of the Board of Trustees.

Section 7

The Secretary of the Association shall serve as Secretary of the Board of Trustees. The Board of Trustees shall keep a summary record of its proceedings which shall be available to all members and which shall be filed with the Board of Directors for its guidance. Said proceedings shall be posted on the website of the Association. The Board of Trustees shall have prepared for presentation at the Annual Meeting of the Association an annual report outlining the activities of the Board of Trustees during the previous fiscal year.

BYLAWS

Section 8

Under the direction of the Board of Directors, the Chairman and Secretary of the Board of Trustees shall prepare an agenda for each meeting of the Board of Trustees and shall cause such agenda to be transmitted to each member of the Board of Trustees with the notice of such meeting. Additional subjects may be placed on the agenda for any meeting of the Board of Trustees by any Trustee provided that he/she shall give notice thereof to the Chairman of the Board of Trustees not less than seven days prior to the date set for such meeting. In special circumstances the Chairman of the Board of Trustees by direction of the Board of Directors may at any time place additional subjects on the agenda for any meeting of the Board of Trustees. The Board of Trustees may at any time authorize any subject to be placed on the agenda for any meeting of such Board even though the notice required by this section shall not have been given. Except as otherwise specifically directed by the Board of Trustees, the Chairman and Secretary of the Board of Trustees jointly with the President of the Board of Directors shall have charge of all arrangements for the holding of meetings of the Board of Trustees.

Section 9

The Board of Trustees shall be responsible for interviewing all nominees for the office of Director of the Association. The Secretary of the Board of Trustees shall organize and schedule a conference call interview with each of the nominees. All members of the Board of Trustees shall also be invited to participate on the call. The purpose of this interview shall be to confirm that the nominees have a thorough understanding of the mission, goals and objectives of the Association as well as a dedication to the financial well-being of the Association. Once the interview is complete the Board of Trustees shall make recommendations to to AAPF/CAPF Nominating Committee which will confirm a member's candidacy for the office of Director of the Association.

Section 10

All decisions of the Board of Trustees shall be made by a majority of the votes cast. At any meeting the Chairman may ascertain the sense of the meeting in lieu of a formal vote but he/she shall require a formal vote upon the request of any Trustee. Proxies at meetings of the Board of Trustees are not permitted.

Section 11

The Board of Trustees may adopt such rules and regulations, including financial regulations, as may be necessary or appropriate to conduct the business of the Association. Any rules and regulations so adopted, and any amendments thereof, shall be subject to review by the Board of Directors at its next meeting. Any request for funds shall be made through the Finance Committee of the Association and approved by the Board of Directors.