



Standard Operating Procedures
ACPA-College Student Educators International
Last updated April 2017

ARTICLE I: ELECTIONS AND NOMINATIONS

Section 1.01 Nominations and Elections Committee. The Past President serves as chair of the Nominations and Elections Committee, which includes as members the President, the Vice President, the five Assembly Coordinators, and the Director of Equity and Inclusion.

Section 1.02 Nominations. The entire membership of the Association has the opportunity to nominate themselves or individuals for officer positions, for seats on the Governing Board, and for positions as Coordinators of Commissions, Coalitions, Communities of Practice, State Chapters, and International Members and Divisions as Assembly Leaders under procedures developed by the Nominations and Elections Committee and approved by the Governing Board.

The Nominations & Elections Committee is to establish and publicize sufficiently in advance of the nominations deadline, nomination and appointment procedures along with position descriptions for the available positions in order to permit interested members to submit on-line and written self- nominations and open nominations and statements of qualifications and interest (where applicable) for all ACPA leadership positions including Committee positions.

Commissions, Coalitions, Communities of Practice, State, Chapters, and International Divisions may establish, and if so shall publicize, internal procedures for recommending to the Committee nominees (preferably two) for their respective seats to the Assembly. Any such procedures shall reflect consideration of all nominations and must be approved by the Nominations and Elections Committee.

Section 1.03 Candidates. The Nominations and Elections Committee is expected to have at least two (2) individuals to run as candidates for each elective position. Where more than two nominations are submitted, the Nominations and Elections Committee shall select two.

Section 1.04 Elections. The election for elected Association Officers, Directors, Members-at-Large, Assembly Coordinators, and each Coalition Chair will be held via ballot, whether in writing or electronically, of the membership sent approximately with 45 days of the end of the calendar year preceding the annual convention when elect terms begin. The qualified candidate(s) receiving the greatest number of votes for the respective position(s) shall be elected.

Section 1.05 Report of Election. The report of the election shall be published within 15 days of the end of the calendar year preceding the annual convention when elect terms begin and shall be publicized to the membership in an official publication of the Association.

ARTICLE II: STATE CHAPTERS

Section 2.01. Organization of State Chapters. A group of Association members within a state may organize a state entity and apply to affiliate with the Association. The Association owns all rights, title, and interest in the name "(state) College Personnel Association." A state entity wishing to use the College Personnel Association name, tax status, or other rights and privileges must agree to abide by terms and conditions established and amended from time to time by the Governing Board. State Chapters must be organized and operated in accordance with the Bylaws and major purposes of the Association. Only approved State Chapters in good standing may use the name "(state) College Personnel Association."

Section 2.02 Working Relationships. For purposes of identifying and managing any potential liability, State Chapters must obtain the approval of the Executive Director or their designee in advance of entering into any working relationships with other organizations. Any such relationships, in any event, must not be inconsistent with the purposes of the Association. No State Chapters may affiliate with any other organization without the written consent of the Executive Director or their designee.

Section 2.03 Formation of State Chapters. The procedure for the formation of State Chapter is as follows:

1. The Governing Board shall have the power to charter State Chapters. The Coordinator of State Chapters will forward candidates for chartering to the Governing Board with a recommendation.
2. Unless otherwise approved by the Governing Board, only one State Chapter may be chartered in any state and the proposed State Chapter will be considered for chartering in consultation with the Coordinator of the State Chapter.
3. The Coordinator of State Chapters is responsible for the development and implementation of a process, subject to the review and approval of the Governing Board, to assess the viability and potential success of any new state Chapter prior to forwarding candidates for chartering to the Governing Board.
4. All new State Chapters must submit proposed bylaws, an inaugural annual plan, a prospective membership list, and the completed ACPA Chapter Affiliation and Agreement to the Coordinator of State Chapters to review prior to submission for review by the ACPA Governing Board.

Section 2.04 Autonomy of State Chapters.

1. A State Chapter shall be autonomous in the conduct of its affairs, consistent with the Bylaws of the Association.
2. A State Chapter shall have the power to choose its own officers, to form its own committees, and to establish a dues structure.
3. A State Chapter shall be responsible for its own fiscal management and planning; however, an annual financial report must be filed with the International Office.
4. Additionally, a chapter must abide by one of the two chapter types to maintain affiliation with ACPA.
 - a. An Internal Chapter need not separately incorporate, not obtain a separate EIN, and be accepted by ACPA to be treated as a program within ACPA, with Chapter financial activity reported on ACPA's Form 990, and have its Chapter members be full ACPA members who receive a special discount for dual-membership (25 percent discount off ACPA qualifying type) and be an "**Internal Chapter**". These members receive the member rate at Convention and other ACPA sponsored

activities and ACPA will maintain a web presence for each Chapter. **“Internal Chapters”** will incur a 2-percent service charge on the gross income for their operational year. Internal Chapters must operate on a calendar fiscal year.

- b. An **External Chapter** must separately incorporate, file its required annual State corporate reports, obtain its own Employer ID Number and 501(c)(3) status, submit its own Form 990 each year, and obtain exemption from State income and sales tax (or pay those taxes), and have its Chapter members be full ACPA members who receive a special discount for dual-membership (25 percent discount off qualifying type) and therefore be an **“External Chapter.”** These members receive the member rate at Convention and other ACPA sponsored activities and ACPA will maintain a web presence for each Chapter. ACPA will reimburse up to \$400 for each Chapter electing the **“External Chapter”** path for qualification and accept all membership fees in behalf of the Chapter. The **“External Chapters”** are encouraged to use a calendar fiscal year.
5. All members of state chapters shall be members of the Association per IRS guidelines for non-profits as explained in the ACPA Chapter Affiliation and Agreement Form.
 6. The Bylaws and Articles of Incorporation cannot be amended without the prior written consent of the Executive Director and their designee.

Section 2.05 Responsibilities of State Chapters. A State Chapter shall have the following responsibilities:

1. A State Chapter is responsible for working in conjunction with and reporting to the Association.
2. State Chapters shall transmit to the Executive Director annual financial reports and the names of their officers forthwith upon their election or appointment.
3. Amendments to the State Chapter Bylaws shall be reported to the Executive Director, including its officers, a membership list, and the projects and activities pursued during the preceding twelve months.

Section 2.06 Dissolution, Revocation, Withdrawal of State Chapters. The guidelines for the dissolution, revocation, or withdrawal of State Chapters are as follows:

1. A State Chapter may request dissolution by filing a notice of intent to dissolve with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action.
2. The Governing Board shall have the power to revoke the charter of a State Chapter when it is deemed in the best interest of the Association to do so.
 1. Before final action may be taken with respect to the dissolution of a State Chapter, a notice of intent to dissolve must first be passed by a majority of the Governing Board present and voting and the State Chapter in question advised in writing of the reason for the proposed action. The State Chapter shall have until the next annual meeting of the Association (but in no case less than nine months) to affect remedial measures.
 2. A two-thirds vote of the Governing Board members present and voting shall be necessary to revoke the charter of a State Chapter.
 3. A State Chapter may request authorization to withdraw from the Association by filing notice of intent to withdraw from the Association with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action. After withdrawal of the State Chapter or termination of its affiliation with the Association for any reason, all rights, title, and interest in the name "(state) College Personnel Association" shall revert to the Association. In addition, there is the reversion of all rights, title, or interest in the name to the Association.
 4. ACPA shall have the right to disaffiliate from a State Chapter as described in the ACPA Chapter Affiliation Application and Agreement.

ARTICLE III: INTERNATIONAL DIVISIONS

Section 3.01. Organization of International Divisions. A group of Association members within a country or countries may organize an international entity and apply to affiliate with the Association. The Association owns all rights, title, and interest in the name "(country) College

Personnel Association." An international entity wishing to use the College Personnel Association name, tax status, or other rights and privileges must agree to abide by terms and conditions established and amended from time to time by the Governing Board. International Divisions must be organized and operated in accordance with the Bylaws and major purposes of the Association. Only approved International Divisions in good standing may use the name "(country) College Personnel Association."

Section 3.02 Working Relationships. For purposes of identifying and managing any potential liability, International Divisions must obtain the signature of the Executive Director or their designee in advance of entering into any working relationships with other organizations. Any such relationships, in any event, must not be inconsistent with the purposes of the Association. No International Divisions may affiliate with any other organization without the written consent of the Executive Director or their designee.

Section 3.03 Formation of International Divisions. The procedure for the formation of an International Division is as follows:

1. The Governing Board shall have the power to charter an International Division. The Coordinator of International Members and Divisions will forward candidates for their Division for chartering to the Governing Board with a recommendation.
2. Unless otherwise approved by the Governing Board, only one International Division may be chartered in any country or designated region and the proposed Division will be considered for chartering in consultation with the Coordinator of International Members and Divisions.
3. The Coordinator of International Members and Divisions is responsible for the development and implementation of a process, subject to the review and approval of the Governing Board, to assess the viability and potential success of any new international division prior to forwarding candidates for chartering to the Governing Board.

Section 3.04 Autonomy of International Divisions.

1. An International Division shall be autonomous in the conduct of its affairs, consistent with the Bylaws of the Association.

2. An International Division shall have the power to choose its own officers, to form its own committees, and to establish a dues structure.
3. An International Division shall be responsible for its own fiscal management and planning, however an annual report must be filed with the International Office.
4. All elected officers shall be members of the Association.
5. The Bylaws and Articles of Incorporation cannot be amended without the prior written consent of the Executive Director or their designee.

Section 3.05 Responsibilities of International Divisions. An International Division shall have the following responsibilities:

1. An International Division is responsible for working in conjunction with and reporting to the Association.
2. International Divisions shall transmit to the Executive Director annual financial reports and the names of their officers forthwith upon their election or appointment. Amendments to the International Division Bylaws shall be reported to the Executive Director, including its officers, a membership list, and the projects and activities pursued during the preceding twelve months.

Section 3.06 Dissolution, Revocation, Withdrawal of International Divisions. The guidelines for the dissolution, revocation, or withdrawal of an International Divisions are as follows:

1. An International Division may request dissolution by filing a notice of intent to dissolve with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action.
2. The Governing Board shall have the power to revoke the charter of an International Division when it is deemed in the best interest of the Association to do so.
 1. Before final action may be taken with respect to the dissolution of an International Division, a notice of intent to dissolve must first be passed by a majority of the Governing Board present and voting and the International

Division in question advised in writing of the reason for the proposed action. The International Division shall have until the next annual meeting of the Association (but in no case less than nine months) to affect remedial measures.

2. A two-thirds vote of the Governing Board members present and voting shall be necessary to revoke the charter of an International Division.

3. An International Division may request authorization to withdraw from the Association by filing notice of intent to withdraw from the Association with the Executive Director, who shall notify the Governing Board of the Association. The Governing Board will then initiate appropriate action. After withdrawal of the International Division or termination of its affiliation with the Association for any reason, all rights, title, and interest in the name "(country) College Personnel Association" shall revert to the Association. In addition, there is the reversion of all rights, title, or interest in the name to the Association.

ARTICLE IV: COALITIONS

Section 4.01 Coalitions. Coalitions are subdivisions of ACPA designed to perform work for the Association and to represent various constituencies and their interests. Coalitions serve as a vehicle for: (1) education of the Association and, through the Association, of higher and tertiary education, and (2) advocacy by members of those groups.

They are as follows: Disability; Graduate Students and New Professionals; Lesbian, Gay, Bisexual and Transgender Awareness; Men and Masculinities; Multicultural Affairs; and Women's Identities.

Unless otherwise specified, each Coalition will have a Coalition chair who is nominated by the general membership and elected by the general membership prior to the annual convention for a three-year term, one year as elect and two years as chair. Responsibilities for the chair of a Coalition and election procedures governing Coalitions must be in accordance with these Bylaws and the policies of the Association and approved by the Nominations and Elections Committee.

Section 4.02 Establishment of Coalitions. A Coalitions may be created upon recommendation

by the Governing Board or the Coordinator for Coalitions, if the recommendation is supported by a majority vote of the current Coalition Chairs, and is approved by a vote of the membership sufficient enough to amend the bylaws.

Section 4.03 Termination of Coalitions. A Coalition may be terminated upon recommendation by the Governing Board or the Coordinator for Coalitions, if the recommendation is supported by a majority vote of the current Coalition Chairs, and is approved by a vote of the membership sufficient enough to amend the bylaws.

Section 4.04 Removal of Coalition Chair. A Coalition Chair may be removed from office with cause, by the same removal criteria as apply to the removal of officers.

1. Procedures for removal of a Coalition chair shall be as follows:

1. Upon submission of a request for removal of a Coalition chair via written statement of evidence of proper cause, signed by one-third of the directorate body members of that Coalition, the Coordinator for Coalitions is required to present the matter to the full directorate body for a vote.
2. The Coordinator for Coalitions will notify the chair involved by mail or email of the request for removal within two weeks. Such notification shall include the allegations involved in the request for removal and ask for a written response to the request.
3. The chair involved has the right to present a written response to the request for removal within two weeks of receipt of the request for removal.
4. The Coordinator for Coalitions will conduct the vote in the following manner:
 1. Within two weeks after receipt of the written response (if any) the Coordinator for Coalitions must conduct a ballot of the full directorate.
 2. The ballot must include the original request for removal including the specific allegations of proper cause and the written response if desired by the Coalition chair.

3. The full directorate has two weeks to respond to the ballot. Upon a two-thirds vote for removal by the members of the directorate body, the Coordinator for Coalitions declares the chair position vacant and normal procedures for filling the vacancy will be followed.

ARTICLE V: COMMISSIONS

Section 5.01 Definition of Commissions. Commissions are subdivisions of ACPA that are organized around: (1) specific functional and broad skill areas in student affairs or student services; (2) the place of work; (3) the students served; or (4) programmatic issues of importance to students' well-being.

Section 5.02 Establishing Commissions.

Upon approval from the Governing Board via a recommendation from the Coordinator of Commissions, in consultation with Assembly leadership, an interest group will first be recognized as a task force prior to gaining full commission status. The "task force" status will enable the group to recruit members, establish an identity, etc., prior to gaining full commission status. When a task force has established a membership, held elections for directorate board members, elected a chair, and created operating documents, a proposal may be submitted to the Coordinator of Commissions requesting to be converted from a task force to commission status.

A commission may be established or appointed by the Governing Board in consultation with the President and the Coordinator for Commissions under the following conditions.

1. Recommendation for establishment of the commission is made by the Coordinator for Commissions and is supported by a majority vote of current commission chairs;
2. Those individuals seeking commission status must submit a complete proposal for a new commission; and,
3. Once a commission has been established, neither a name change nor a commission's purpose/focus can change without approval from the Governing Board.

Section 5.03 Membership and Leadership. The membership and leadership of all commissions

shall be as follows:

- 1. Commission Membership.** Each commission will accept for membership any Association member who wishes to become affiliated with the commission.
- 2. Commission Directorate Membership.** Directorate body members are elected from the general membership of the commission for three-year terms in accordance with the policies and procedures of the Association.
- 3. Commission Chair.** Each commission will have a commission chair that is nominated by directorate body members and elected by the total commission membership for a two-year term. Responsibilities for the chair of a commission and election procedures governing commissions must be in accordance with these Bylaws and the policies of the Association.

Section 5.04 Authority and Limitations of Commissions. Commissions are subject to the general power and authority of elected officers of the Association and the Governing Board.

Section 5.05 Termination of Commission. The guidelines for termination of a Commission are as follows:

1. A commission may be deactivated by a vote of the Governing Board upon recommendation of the Coordinator for Commissions and the majority of current commission chairpersons.
2. A request for deactivation may be initiated by the chair and directorate body of the commission wishing to be terminated, a member of the commission, the Coordinator for Commissions, or the President. Procedures to be followed for deactivation of a commission shall be consistent with the express policies of the Association.

Section 5.06 Removal of Commission Chair. A Commission Chair may be removed from office with cause, by the same removal criteria as applied to the removal of officers.

1. Procedures for removal of a commission chair shall be as follows:
 1. Upon submission of a request for removal of a commission chair via written

statement of evidence of proper cause, signed by one-third of the directorate body members of that commission, the Coordinator for Commissions is required to present the matter to the full directorate body for a vote.

2. The Coordinator for Commissions will notify the chair involved by mail or email of the request for removal within two weeks. Such notification shall include the allegations involved in the request for removal and ask for a written response to the request.

3. The chair involved has the right to present a written response to the request for removal within two weeks of receipt of the request for removal.

4. The Coordinator for Commissions will conduct the vote in the following manner:

1. Within two weeks after receipt of the written response (if any) the Coordinator for Commissions must conduct a ballot of the full directorate.

2. The ballot must include the original request for removal including the specific allegations of proper cause and the written response if desired by the commission chair.

3. The full directorate has two weeks to respond to the ballot. Upon a two-thirds vote for removal by the members of the directorate body, the Coordinator for Commissions declares the chair position vacant and normal procedures for filling the vacancy will be followed.

ARTICLE VI: COMMUNITIES of PRACTICE

Section 6.01 Definition of Communities of Practice. Communities of Practice are subdivisions of ACPA that are organized around professional level.

Section 6.02 Establishing Communities of Practice. Upon approval from the Governing Board via a recommendation from the Coordinator of Communities of Practice, in consultation with Assembly leadership, an interest group may propose a Community of Practice. The group will first be recognized as a Pre-Community of Practice prior to gaining full Community of Practice status. The "Pre" status will enable the group to recruit members, establish an identity, etc., prior

to gaining full Community of Practice status. When a Pre-Community of Practice has met the goals it outlined in its initial proposal regarding membership, elections and appointments for directorate board members and chair, and creation of operating documents, a request may be made to the Coordinator of Communities of Practice requesting to be converted from a Pre-Community of Practice to a Community of Practice. A Pre-Community of Practice has a period of three-years to meet their goals in their proposal and request to be converted to a Community of Practice. If the Pre-Community of Practice does not meet it's goals within three years, the Pre-Community of Practice will be deactivated. A Community of Practice may be established or appointed by the Governing Board in consultation with the President and the Coordinator for Communities of Practice under the following conditions.

1. Recommendation for establishment of the Community of Practice is made by the Coordinator for Communities of Practice and is supported by a majority vote of current Community of Practice chairs;
2. Those individuals seeking Community of Practice status must submit a complete proposal for a new Committee of Practice; and,
3. Once a Community of Practices has been established, neither a name change nor a Community of Practice's purpose/focus can change without approval from the Governing Board.

Section 6.03 Membership and Leadership. The membership and leadership of all Community of Practices shall be as follows:

1. Community of Practice Membership. Each Community of Practice will accept for membership any Association member who wishes to become affiliated with the Community of Practice.
2. Community of Practice Chair. Each Community of Practice will have a Community of Practice Chair that is nominated by directorate body members and elected by the total Community of Practice membership for a two-year term, with a third year as an elect before term begins. Responsibilities for the chair of a Community of Practice and election procedures governing Community of Practices must be in accordance with these Bylaws and the policies of the Association.
3. Community of Practice Directorate Membership. Directorate body members are elected from the general membership of the Community of Practice elected for three years in accordance with the policies and procedures of the Association.

Section 6.04 Authority and Limitations of Community of Practices. Communities of

Practices are subject to the general power and authority of elected officers of the Association and the Governing Board.

Section 6.05 Termination of Community of Practice. The guidelines for termination of a Community of Practice are as follows:

1. A Community of Practice may be deactivated by a vote of the Governing Board upon recommendation of the Coordinator for Communities of Practices and the majority of current Community of Practice chairpersons.
2. A request for deactivation may be initiated by the chair and directorate body of the Community of Practice wishing to be terminated, a member of the Community of Practice, the Coordinator for Communities of Practices, or the President. Procedures to be followed for deactivation of a Community of Practice shall be consistent with the express policies of the Association.

Section 6.06 Removal of Community of Practice Chair. A Community of Practice Chair may be removed from office with cause, by the same removal criteria as apply to the removal of officers.

1. Procedures for removal of a Community of Practice chair shall be as follows:
 1. Upon submission of a request for removal of a Community of Practice chair via written statement of evidence of proper cause, signed by one-third of the directorate body members of that Community of Practice, the Coordinator for Communities of Practice is required to present the matter to the full directorate body for a vote.
 2. The Coordinator for Communities of Practices will notify the chair involved by mail or email of the request for removal within two weeks. Such notification shall include the allegations involved in the request for removal and ask for a written response to the request.
 3. The chair involved has the right to present a written response to the request for removal within two weeks of receipt of the request for removal.
 4. The Coordinator for Communities of Practices will conduct the vote in the following manner:
 1. Within two weeks after receipt of the written response (if any) the Coordinator for Communities of Practices must conduct a ballot of the full directorate.
 2. The ballot must include the original request for removal including the

specific allegations of proper cause and the written response if desired by the Community of Practice chair.

3. The full directorate has two weeks to respond to the ballot. Upon a two-thirds vote for removal by the members of the directorate body, the Coordinator for Communities of Practices declares the chair position vacant and normal procedures for filling the vacancy will be followed.

ARTICLE VII: PUBLICATIONS

Section 7.01 Journal of College Student Development. The Association's official publication, the Journal of College Student Development, shall be published on a regular basis.

1. Editor of the Journal. The editor of the Journal of College of Student Development shall be appointed by a majority vote of the Governing Board, in consultation with the Director of Research and Scholarship. The Editor shall present nominees for the Associate and/or Assistant Editor(s) and members of the editorial board of the Journal to the Governing Board for approval.
2. The subscription rates of the Journal of College Student Development shall be made in consultation with the Director of Research and Scholarship by the Governing Board.

Section 7.02 ACPA Developments, About Campus, and Other Publications. The Association shall publish ACPA Developments, an Association newsletter, and About Campus, an Association magazine for practitioners, as currently entitled, on a regular schedule.

1. The editors of ACPA Developments and About Campus shall be appointed by the Governing Board.
1. Report of Business Transacted. At least one issue of Developments, whether in print or on-line, shall contain an annual record of the business transacted by the Association and the Governing Board.
2. At the discretion of the Governing Board, other publications may be authorized as appropriate.

Section 7.03 Media Board. The Books and Media Board will be constituted to govern publication of media publications, except the Journal, ACPA Developments, About Campus, but including monographs.

1. Books and Media Board Chair. Media activities are coordinated by the Media Board Chair. The Chair shall be recommended by the Director of Research and Scholarship and appointed by a majority vote of the Governing Board. The Books and Media Board Chair shall present nominees for the Books and Media Board to the Director of Research and Scholarship for approval.
2. Policies and Practices of the Books and Media Board. The Books and Media Board shall establish policies and procedures for media activities for approval by the Governing Board.

Section 7.04 Removal of Editors and Media Board Chair. The editors of the Journal of College Student Development, ACPA Developments, About Campus, or any other Association Publication or the chair of the Books and Media Board can be asked to resign and/or be replaced for just cause. Procedures for removal shall follow those outlined for removal of officers.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Section 8.01 Parliamentary Authority. The business of this Association shall, at the discretion of the President, be conducted according to Robert's Rules of Order, Revised, 2000 Edition, as from time to time amended, except where otherwise specified in these Bylaws.

Section 8.02 Parliamentarian Role. The Governing Board shall, by majority vote, appoint one of its members to serve as Parliamentarian for each board term. The role of the Parliamentarian is to assist the President and the Governing Board in following appropriate procedures and Bylaws when considering Associational business matters.

ARTICLE IX: MISCELLANEOUS

Section 9.01 Fiscal Year. The fiscal year of the Association shall be January 1 through December 31 or such other period as may be fixed by the Governing Board.

Section 9.02 Corporate Seal. The corporate seal shall be circular in form, shall have the name

of the Association inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Association was formed in the center, or shall be in such form as may be approved from time to time by the Governing Board.

Section 9.03 Checks, Notes and Contracts. The Governing Board shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts or other orders for payment of money in addition to those authorized herein; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.04 Books and Records to be Kept. The Association shall keep at its principal office (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Governing Board and any committee having any of the authority of the Governing Board and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member having voting rights, or their agent or attorney, for any proper purpose at any reasonable time. A copy of the names and addresses of the members entitled to vote shall be kept at the Association's registered office or principal office in the District of Columbia.

Section 9.05 Indemnification and Insurance. Unless otherwise prohibited by law, the Association may indemnify any Governing Board member or officer, any former Governing Board member or officer, any person who may have served at its request as a director or officer of another Association, whether for profit or not for profit, against any and all expenses and liabilities actually and necessarily incurred by the individual imposed on an individual in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which they he or she may be or areis made a party by reason of being or having been such Governing Board member, officer; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which one shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or to be liable to the Association for damage arising out of one's own negligence or misconduct in the performance of a duty to the Association but only if the person acted without good faith and knew or should have known that the conduct was improper or negligent.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties

against, and amounts paid in settlement by such Governing Board member or officer. The Association may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Governing Board member or officer; provided, however, that such Governing Board member or officer shall undertake to repay or to reimburse such expense if it should be ultimately determined that one is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, or suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Governing Board member or officer may be entitled under any statute, bylaw, agreement, vote of the Governing Board or otherwise, and shall not restrict the power of the Association to make any indemnification permitted by law.

The Governing Board may authorize the purchase of insurance on behalf of any Governing Board member or officer against any liability asserted against or incurred by them which arises out of such person's status as an Governing Board member or officer or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under the law.

Section 9.06 Loans to Governing Board Members, Officers or Members. The Association shall make no loans to its Governing Board members, Association officers, or members.

Section 9.07 Location. The principal office of the Association shall be located within or without the District of Columbia at such place as the Governing Board shall from time to time designate. The Association shall continuously maintain within the District of Columbia a registered agent at such place as may be designated by the Governing Board.