

CHARTER

Association for Positive Ethical eXchange { APEX }

{ ratified February 22, 2007 }

PART I

THE FOUNDATIONS OF APEX

A} NAME AND PROPER USAGE

The name of this organization shall be the Association for Positive Ethical eXchange. The only two proper ways to write the name of this organization shall be "APEX" {all capital letters} and "Association for Positive Ethical eXchange" {with a small "e" and capital "X" beginning the last word.

B} MISSION STATEMENT OF APEX

Our mission on the Internet is to increase the credibility and professionalism of all website owners, designers and users, to set ethical standards, encourage professional practices and promote fellowship among Internet users.

APEX exists to promote the ethical exchange of all ideas, goods or services where the Internet is used for the exchange.

APEX reviews websites that apply for Membership by a panel of trained and supervised persons and ensures they come under compliance with the specific requirements necessary for our seal of approval.

International web users will come to trust those sites that have earned our seal of approval as a standard and will have faith that those websites comply with the highest ideals of ethical practices concerning their products and practices.

C} THE APEX PLEDGE

As an authorized representative {authorized representatives} of an APEX Member site, I {we} pledge that I {we} will:

- ❖ Never knowingly treat others with disrespect in any public form of communication.
- ❖ Never make assumptions about another's intent. Instead, I {we} will seek clarification when the intent is not obvious.
- ❖ Demonstrate fairness and be forthcoming in agreements whether the exchange be in the form of goods, services, information or conversation.
- ❖ Only request confidentiality prior to stating that which I {we} wish to remain confidential. Further, if I {we} have agreed to confidentiality, I {we} shall honor such agreement.
- ❖ Never initiate a dispute. Further, if confronted by a dispute I {we} shall request the services of the APEX Disputes Service.

- ❖ Agree to be bound by the decision of any APEX Dispute Committee convened on my {our} behalf or the decision of the Director of Disputes that my {our} dispute does not warrant the convening of a Dispute Committee.
- ❖ Agree to make a positive and ongoing contribution as a Member of APEX, to ensure my {our} continued involvement within this ethics community.
- ❖ Agree not to affiliate with any group that defames others or has an agenda not consistent with the mission of APEX.

D) REVIEW OF THE CHARTER

The APEX Charter shall be reviewed once yearly by the APEX Board of Directors in reference to errors, omissions and / or required amendments and additions.

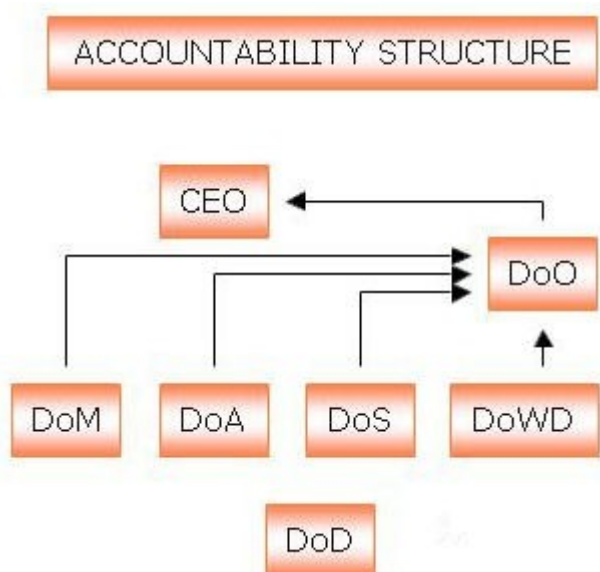
E) PUBLICATION OF THE CHARTER

The APEX Charter shall be publicly posted for viewing and reference by the Membership in the APEX Library in the online APEX [Membership Requirements](#) page.



PART II

THE STRUCTURE AND CHAIN OF COMMAND OF APEX



A) THE APEX BOARD OF DIRECTORS

APEX shall be operated by a Board of Directors, consisting of a Chief Executive Officer, a Director of Operations, a Director of Disputes, a Director of Memberships, a Director of Services, a Director of Audits and a Director of Web Development {herein referred to individually as Directors}. The Board of Directors shall at all times act in the best interests of APEX Members and to uphold the ideals upon which APEX was founded.

B} ELIGIBILITY FOR THE BOARD OF DIRECTORS

All Directors and those nominated to be Directors must be the authorized representatives of APEX Member sites meeting Full Membership requirements.

C} CHIEF EXECUTIVE OFFICER {CEO}

1} TERM OF OFFICE

The Chief Executive Officer serves for a term of two years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Chief Executive Officer is nominated by Members of the Board of Directors and is elected by a joint vote of the Board of Directors and the Membership. Both a simple majority of the votes cast by Members and a simple majority of the votes cast by Directors are necessary for election.

If a nominee does not win a simple majority of either the Board of Directors vote or the Membership vote, the nominee receiving the fewest Membership votes {if there are more than two candidates} shall be dropped and a second election shall be held only in the Board of Directors with the remaining nominees {the Chief Executive Officer, if still in office, does not participate in this second vote}

The remaining nominee who receives a simple majority of votes cast by the Directors will be the new Chief Executive Officer. If the vote by the Board of Directors is a tie, the nominee who received the most Membership votes in the first election will be the new Chief Executive Officer.

3} DUTIES

- ❖ The Chief Executive Officer is in charge of and responsible for all operations and activities of APEX. The Board of Directors assists the Chief Executive Officer in these activities.
- ❖ The Chief Executive Officer with the advice and consent of the Board of Directors decides any matter of policy that is not specified in this Charter or other APEX policies requiring immediate action due to an emergency situation. {This provision is not intended to circumvent the normal process of amending this Charter or any other APEX policies.}
- ❖ The Chief Executive Officer may assemble the Board of Directors at any time and for any reason.
- ❖ The Chief Executive Officer appoints a Provisional Executive.

4} VOTING RIGHTS

The Chief Executive Officer votes within the Board of Directors only in the event of a tie. If the Chief Executive Officer casts a tie-breaking vote the record will show a unanimous vote by the Board of Directors.



D} DIRECTOR OF OPERATIONS {DoO}

1} TERM OF OFFICE

The Director of Operations serves for a term of three years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Director of Operations is nominated by Members of the Board of Directors and is elected by a joint vote of the Board of Directors and the Membership. Both a simple majority of the votes cast by Members and a simple majority of the votes cast by Directors are necessary for election.

If a nominee does not win a simple majority of either the Board of Directors vote or the Membership vote, the nominee receiving the fewest Membership votes {if there are more than two candidates} shall be dropped and a second election shall be held only in the Board of Directors with the remaining nominees {the Director of Operations, if still in office, does not participate in this second vote}.

The remaining nominee who receives a simple majority of votes cast by the Directors will be the new Director of Operations. If the vote by the Board of Directors is a tie, the nominee who received the most Membership votes in the first election will be the new Director of Operations.

3} DUTIES

- ❖ The Director of Operations is second-in-command of APEX.
- ❖ The Director of Operations reports directly to the Chief Executive Officer.
- ❖ The Director of Operations carries out the directives and orders of the Chief Executive Officer and shall be assisted in these activities by other Directors.
- ❖ The Director of Memberships, Director of Services and the Director of Web Development report to the Director of Operations who passes pertinent information on to the Chief Executive Officer.

4} VOTING RIGHTS

The Director of Operations' vote counts as one vote within the Board of Directors.



E} DIRECTOR OF DISPUTES {DoD}

1} TERM OF OFFICE

The Director of Disputes serves for a term of two years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Director of Disputes is nominated by the Director of Operations and approved by the APEX Board of Directors. {Approval is by a simple majority of votes cast by Directors.} If the Nominee is not approved by the Board of Directors the process will begin a second time.

If the second nominee is not approved the first Nominee becomes the new Director of Disputes unless the APEX Board of Directors can prove that the first Nominee is unfit, in which case the process begins again.

If the third Nominee is not approved, the second Nominee becomes the new Director of Disputes unless the Board of Directors can prove that the second Nominee is unfit, in which case the third Nominee becomes the new Director of Disputes.

3} DUTIES

- ❖ The Director of Disputes operates outside the normal chain of command.
- ❖ The Director of Disputes is in charge of handling all disputes involving Board of Directors Members and all APEX Members according to the APEX Disputes Procedure.
- ❖ The Director of Disputes may deal with any minor Dispute on his / her own if the circumstances are found to be warranted and the parties to the Dispute are in agreement.
- ❖ The Director of Disputes may form short term Committees / Groups as required and appoint any owner/s of APEX Membership website(s) meeting Full Membership requirements (where the owner/s of the APEX Member website/s are not involved with any current APEX Dispute) to assist with Dispute resolution responsibilities.

FOR ALL CONFLICT OF INTEREST SITUATIONS REFER TO CHARTER SECTION - N} COMMITTEES / GROUPS AND CONFLICTS OF INTEREST

- ❖ Any Committees / Groups having been formed in the event of Disputes will be dissolved by the Director of Disputes immediately after Dispute resolutions

4} VOTING RIGHTS

The Director of Disputes' vote counts as one vote within the Board of Directors.



F} DIRECTOR OF MEMBERSHIPS {DoM}

1} TERM OF OFFICE

The Director of Memberships serves for a term of two years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Director of Memberships is nominated by Members of the Board of Directors and is elected by a joint vote of the Board of Directors and the Membership. Both a simple majority of the votes cast by Members and a simple majority of the votes cast by Directors are necessary for election.

If a nominee does not win a simple majority of either the Board of Directors vote or the Membership vote, the nominee receiving the fewest Membership votes {if there are more than two candidates} shall be dropped and a second election shall be held only in the Board of Directors with the remaining nominees {the Director of Memberships, if still in office, does not participate in this second vote}.

The remaining nominee who receives a simple majority of votes cast by the Directors will be the new Director of Memberships. If the vote by the Board of Directors is a tie, the nominee who received the most Membership votes in the first election will be the new Director of Memberships.

3} DUTIES

- ❖ The Director of Memberships reports to the Director of Operations and will work in close co-operation with the Director of Audits and the Director of Web Development.
- ❖ The Director of Membership will receive all applications for Membership.
- ❖ The Director of Memberships will maintain two APEX Membership lists these being -
 - a} A Full Membership list where all listed Members meet Full APEX Membership requirements.
 - b} A Provisional Membership list where all listed Members partially meet Full APEX Membership requirements.
- ❖ The Director of Memberships will accept re-applications from Provisional Member website owners who consider their websites meet Full Membership requirements.
- ❖ The Director of Memberships supervises and maintains the long term Applicant Evaluation Committee / Group, reports new Members after Applicant Evaluation Committee / Group deliberations, removal or reclassification upon official communication from the Director of Audits to the Director of Operations who then informs the Director of Web Development for the purpose of inclusion in the appropriate Membership list displayed within the APEX website.
- ❖ The Director of Memberships is responsible for maintaining a complete accounting of all Member websites for compliance with overall APEX Membership requirements and will maintain records including –
 - a} All Member website titles.
 - b} All Member website URLs - these being displayed within the APEX website Full and / or Provisional Membership lists.
 - c} The URL where the APEX Membership Badge is displayed.
 - d} The URL where the Privacy Policy or its equivalent (TOS) – Terms of Service or (TOU) - Terms of Use is displayed.
 - e} The URL where the Copyright statement and / or Licensing of same if required when the APEX Copyright Statement in Simplified Form model is displayed or the URL where the Copyright statement or its equivalent (TOS) – Terms of Service or (TOU) - Terms of Use is displayed.
 - f} A valid Member contact address.
 - g} The URL where the Code of Ethics (COE) if present which may require Licensing and / or any other Ethics Pledge or Statement which does not require Licensing) is displayed.
 - h} A history of all APEX additions, removals and / or reclassification of Full and / or Provisional Memberships.

{It is the responsibility of all Member website owners to provide the Director of Memberships with any alterations in respect to any Membership details that require updating.}

- ❖ The Director of Memberships may form a long term Committee / Group and appoint any owner(s) of APEX Membership website(s) meeting Full Membership requirements to assist with his / her responsibilities.

4} VOTING RIGHTS

The Director of Memberships' vote counts as one vote within the Board of Directors.



G} DIRECTOR OF AUDITS {DoA}

1} TERM OF OFFICE

The Director of Audits serves for a term of two years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Director of Audits is nominated by a Member of the APEX Board of Directors and approved by the Board of Directors. {Approval is by a simple majority of votes cast by Directors.} If the Nominee is not approved by the Board of Directors the process will begin a second time.

If the second nominee is not approved the first Nominee becomes the new Director of Audits unless the Board of Directors can prove that the first Nominee is unfit, in which case the process begins again.

If the third Nominee is not approved, the second Nominee becomes the new Director of Audits unless the Board of Directors can prove that the second Nominee is unfit, in which case the third Nominee becomes the new Director of Audits.

3} DUTIES

- ❖ The Director of Audits reports to the Director of Operations and will work in close co-operation with the Director of Memberships.
- ❖ The Director of Audits may form a long term Committee / Group and appoint any owner(s) of APEX Membership website(s) meeting Full Membership requirements to assist with his / her responsibilities.
- ❖ The Director of Audits and staff within any Committee / Group set up for the specific purpose will audit Member sites for compliance with APEX Membership requirements (APEX badge and proper linking within the APEX Member website, a privacy policy, a copyright statement and licensing if required upon use of the APEX copyright model, a valid website contact, active URL for the Membership website title, the website title, Code of Ethics {COE} if present which requires licensing or any other ethics pledge or statement which does not require licensing.)

CLARIFICATION: No owner/s of APEX Member website/s who are on staff within any Audit Committee / Group may audit their own website/s for compliance with APEX Membership requirements and if requested in error to do so must immediately declare a Conflict of Interest to the Director of Audits.

FOR ALL CONFLICT OF INTEREST SITUATIONS REFER TO CHARTER SECTION - N} COMMITTEES / GROUPS AND CONFLICTS OF INTEREST

- ❖ The Director of Audits will report changes that result from the audit of all Member websites for compliance with APEX Membership requirements to the Director of Memberships

- ❖ The Director of Audits will verify the accuracy of the online listings of APEX overall Memberships and the complete accounting of APEX overall Membership that is maintained by the Director of Memberships.

4} VOTING RIGHTS

The Director of Audits' vote counts as one vote within the Board of Directors.



H} DIRECTOR OF SERVICES {DoS}

1} TERM OF OFFICE

The Director of Services serves for a term of two years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Director of Services is nominated by Members of the Board of Directors and is elected by a joint vote of the Board of Directors and the Membership. Both a simple majority of the votes cast by Members and a simple majority of the votes cast by Directors are necessary for election.

If a nominee does not win a simple majority of either the Board of Directors vote or the Membership vote, the nominee receiving the fewest Membership votes {if there are more than two candidates} shall be dropped and a second election shall be held only in the Board of Directors with the remaining nominees {the Director of Services, if still in office, does not participate in this second vote}.

The remaining nominee who receives a simple majority of votes cast by the Directors will be the new Director of Services. If the vote by the Board of Directors is a tie, the nominee who received the most Membership votes in the first election will be the new Director of Services.

3} DUTIES

- ❖ The Director of Services reports to the Director of Operations.
- ❖ The Director of Services is responsible for public relations and promotion of APEX.
- ❖ The Director of Services seeks and negotiates Membership benefits with commercial enterprises, such as discounts at retailers, etc.
- ❖ The Director of Services may form short term Committees / Groups as required and appoint any owner(s) of APEX Membership website(s) meeting Full Membership requirements to assist with his / her responsibilities.

4} VOTING RIGHTS

The Director of Services' vote counts as one vote within the Board of Directors.



1} DIRECTOR OF WEB DEVELOPMENT {DoWD}

1} TERM OF OFFICE

The Director of Web Development serves for a term of two years that shall be calculated from the first day of the month that he or she assumes office.

2} SELECTION

The Director of Web Development is nominated by Members of the Board of Directors and is elected by a joint vote of the Board of Directors and the Membership. Both a simple majority of the votes cast by Members and a simple majority of the votes cast by Directors are necessary for election.

If a nominee does not win a simple majority of either the Board of Directors vote or the Membership vote, the nominee receiving the fewest Membership votes {if there are more than two candidates} shall be dropped and a second election shall be held only in the Board of Directors with the remaining nominees {the Director of Web Development, if still in office, does not participate in this second vote}.

The remaining nominee who receives a simple majority of votes cast by the Directors will be the new Director of Web Development. If the vote by the Board of Directors is a tie, the nominee who received the most Membership votes in the first election will be the new Director of Web Development.

3} DUTIES

- ❖ The Director of Web Development reports to the Director of Operations and will work in close co-operation with the Director of Memberships.
- ❖ The Director of Web Development is in charge of and has authority in respect to the design and maintenance of the APEX website with any major design changes being agreed to by the APEX Board of Directors prior to implementation. The Director of Operations will be available to assist the Director of Web Development in any website issues as required.
- ❖ The Director of Web Development, with the assistance of the Director of Operations and Director of Memberships will maintain updated Membership listings displayed within the APEX website and ensure that Server website backups are collected and saved on a weekly basis.
- ❖ APEX Server information will be maintained by the APEX Technical Advisor and two (2) of the following three (3) Directors to ensure website display viability.
 - 1} The Director of Web Development
 - 2} Director of Operations
 - 3} Director of Memberships.

4} VOTING RIGHTS

The Director of Web Development's vote counts as one vote within the Board of Directors.



J} PROVISIONAL EXECUTIVE

1} QUALIFICATIONS

The Provisional Executive must be the authorized representative of an APEX Member site not currently serving on the APEX Board of Directors.

CLARIFICATION: The Provisional Executive may not serve on the Board of Directors and be the Provisional Executive simultaneously.

2} APPOINTMENT

The Chief Executive Officer shall directly appoint the Provisional Executive.

3} TERM OF OFFICE

There is no limitation to the term of the Provisional Executive. He or she may continue to serve in the office until he or she resigns, is replaced by the Chief Executive Officer or becomes Acting Chief Executive Officer under the conditions specified in this Charter.

4} DUTIES

- ❖ The Provisional Executive has no duties and no privileges beyond those of any other representative of an APEX Member site unless he or she becomes Acting Chief Executive Officer under the conditions specified in this Charter.
- ❖ The Provisional Executive may serve APEX in any other desired manner except as a Member of the Board of Directors. The Provisional Executive may seek a position on the Board of Directors if desired. However, upon his or her assumption of a position on the Board of Directors the position of Provisional Executive is automatically resigned and becomes vacant.

5} VACANCY

If the office of Provisional Executive becomes vacant, the Chief Executive Officer shall appoint a qualified replacement within seven (7) days or, if it is not possible to appoint a qualified replacement within seven (7) days, as soon as circumstances permit.



K} PROCEDURE FOR A VACANCY OR VACANCIES ON THE BOARD OF DIRECTORS

1} CHIEF EXECUTIVE OFFICER

If the office of Chief Executive Officer becomes vacant, the Director of Operations temporarily assumes, in addition to her or her regular duties, the duties and responsibilities of the Chief Executive Officer until a new Chief Executive Officer is selected and assumes office. During this period, the Director of Operations also assumes the title of Acting Chief Executive Officer.

The normal procedure for selecting a new Chief Executive Officer as specified in this Charter must begin within 14 days of the vacancy or, if it is not possible to begin within 14 days of the vacancy, as soon as circumstances permit.

2} OTHER BOARD OF DIRECTORS OFFICES

If a Board of Directors office other than Chief Executive Officer becomes vacant, the position will remain vacant until a new Director is selected. The normal procedure for selecting a new Director as specified in this Charter must begin within 14 days or, if it is not possible to begin within 14 days, as soon as circumstances permit.

The Chief Executive Officer may choose to temporarily assign the duties of the vacant office to another Director.

3} MULTIPLE OFFICES SIMULTANEOUSLY, INCLUDING THE CHIEF EXECUTIVE OFFICER

If more than one Board of Directors Office becomes vacant simultaneously, one of which is the office of Chief Executive Officer, the duties and responsibilities of the Chief Executive Officer will be temporarily assumed by the first Director on the following list that is still serving on the Board of Directors: Director of Operations, Director of Disputes, Director of Memberships, Director of Services, Director of Web Development. Such Director also assumes the title of Acting Chief Executive Officer, and will serve in this capacity until a new Chief Executive Officer is selected and assumes office. The normal procedure for selecting a new Chief Executive Officer as specified in this Charter must begin within 14 days of the vacancy or, if it is not possible to begin within 14 days of the vacancy, as soon as circumstances permit.

The other vacant offices will remain vacant until a new Director or Directors is/are selected. The normal procedure for selecting a new Director or Directors as specified in this Charter must begin within 14 days after the new Chief Executive Officer assumes office or, if it is not possible to begin within 14 days after the new Chief Executive Officer assumes office, as soon as circumstances permit.

The newly seated Chief Executive Officer may choose to temporarily assign the duties of the vacant office(s) to another Director.

4) MULTIPLE OFFICES SIMULTANEOUSLY, EXCLUDING THE CHIEF EXECUTIVE OFFICER

If more than one Board of Directors office becomes vacant simultaneously, not including the Chief Executive Officer, the offices will remain vacant until new Directors are selected. The normal procedure for selecting new Directors as specified in this Charter must begin within 14 days of the vacancies or, if it is not possible to begin within 14 days after the vacancies, as soon as circumstances permit. The Chief Executive Officer may choose to temporarily assign the duties of the vacant office to another Director.

5) ALL BOARD MEMBERS

If at any time all Board of Directors offices become vacant simultaneously, the Provisional Executive shall automatically become Acting Chief Executive Officer.

The first duty of the new Acting Chief Executive Officer shall be to directly appoint a new Director of Operations to assist him or her.

The new Acting Chief Executive Officer will serve in this capacity until a new Chief Executive Officer is selected and assumes office. The normal procedure for selecting a new Chief Executive Officer as specified in this Charter must begin within 14 days of the Acting Chief Executive Officer's assumption of office or, if it is not possible to begin within 14 days of the Acting Chief Executive Officer's

assumption of office, as soon as circumstances permit. The other Board of Directors offices will remain vacant during this period.

When the new Chief Executive Officer assumes office, the Acting Chief Executive Officer shall return to office as Provisional Executive.

The normal procedure for selecting the other new Directors as specified in this Charter must begin within 14 days of the new Chief Executive Officer's assumption of office or, if it is not possible to begin within 14 days of the new Chief Executive Officer's assumption of office, as soon as circumstances permit. The Chief Executive Officer may choose to temporarily assign the duties of the vacant office(s) to another Director.



L} ELECTION PROCEDURES FOR DIRECTORS

1} VOTES OF THE BOARD OF DIRECTORS

When the selection of a new Director or Directors requires a vote by the Board of Directors, the Chief Executive Officer or his/her designate on the Board will determine the specific method by which voting will take place.

2} NOMINATIONS FROM THE MEMBERSHIP

If the selection of a new Director or Directors requires nominations from the Membership, the following procedure will be used (if necessary, this process may be conducted for multiple Directorships simultaneously.)

The specific method for conducting the nominating process, keeping the Membership informed about nominations and for nominees to decline a nomination shall be determined by the Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations.) He or she may consult with other Directors regarding the best method to conduct this process in an efficient and fair manner.

- a}** The Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations) shall deliver a Call For Nominations to all current APEX Members and post the Call in appropriate places for viewing by the Membership. The Call shall briefly describe the Directorships open for nomination, the process by which nominations may be offered and declined, and the deadline for nominations.
- b}** The deadline shall always be at 11:59 PM (23:59) Greenwich Mean Time on a designated day.
- c}** Any authorized representative of an APEX Member site may nominate one qualified candidate for each open Directorship requiring a vote from the Membership. Only a single nomination from an authorized representative of an APEX Member site is required. No seconding of nominations is necessary.
- d}** Anyone nominated for a Directorship is permitted to decline the nomination at any time prior to voting.
- e}** When the deadline for nominations has passed, any nominations received after that time shall be ignored.

- f) Within one day after the deadline for nomination has passed, the Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations) shall contact each nominee for a Directorship and inquire as to whether the nominee is willing to serve as a Director if elected. This allows a nominee who was unaware of his or her nomination a chance to decline. (If the nominee has already publicly stated his or her intention to serve if elected, this contact is unnecessary.) If the nominee has not responded to repeated good-faith efforts to contact him or her within 7 days, his or her nomination will be cancelled.

3} VOTES FROM THE MEMBERSHIP

When the selection of a new Director or Directors requires a vote of the Membership, the following procedure will be used (if necessary, this process may be conducted for multiple Directorships simultaneously), to begin as soon as possible after nominees have verified their willingness to serve as Directors if elected.

- a) The specific method for conducting the Membership voting shall be determined by the Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations). He or she may wish to consult with other Directors regarding the best way to conduct voting in an efficient and fair manner.
- b) The Chief Executive Officer shall designate one Director (other than the Director of Operations) to monitor and verify the voting.
- c) The Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations) shall deliver a Call for Votes to all current APEX Members and post the Call in appropriate areas for viewing by the Membership. This Call shall list, in alphabetical order, the nominees for each office, along with the method to be used for casting votes. A deadline for casting votes will be included, which shall be not less than 14 nor greater than 21 days from the day the Call for Votes is delivered. The deadline on the designated day will always be at 11:59 PM (23:59) Greenwich Mean Time.
- d) The Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations), along with the other Director designated by the Chief Executive Officer, shall monitor the voting during the voting period to ensure fairness.
- e) Halfway through the voting period, a reminder shall be delivered to all current APEX Members.
- f) At the end of the voting period, the Chief Executive Officer (or, if assigned by the Chief Executive Officer, the Director of Operations), along with the other Director designated by the Chief Executive Officer, shall tally the votes cast for all Directorships. Any votes received after the announced deadline shall be ignored. The two Directors counting the votes shall resolve any differences in their vote count. This tallying process must be completed in no more than seven days.
- g) When the count is completed, both Directors counting votes shall report the results of their count to the Chief Executive Officer (if the Chief Executive Officer is not involved in the counting). The Chief Executive Officer shall then announce the results of the vote to the Board of Directors and to the Membership by posting the results in appropriate areas for viewing by the Membership
- h) Following the announcement of the voting results, any records that may have been created in this process that would make it possible to identify individual votes shall be destroyed.

4} ASSUMPTION OF OFFICE FOLLOWING SELECTION

A Director-Elect assumes office at a time mutually agreed upon between himself or herself and the outgoing Director, but no later than five days from the announcement of election results. (This allows for a smooth transition.) If the office to which the Director-Elect has been elected is vacant, the Director-Elect assumes office immediately upon the announcement of election results.



M} DISCIPLINARY ACTION AGAINST A DIRECTOR

1} SUSPENSION OR DISMISSAL OF A DIRECTOR BY THE CEO

The Chief Executive Officer may dismiss or suspend any of the Directors for cause, which may be defined as any or all of the following:

- a} Refusal to convene a committee if directed to do so.
- b} Absence from two consecutive Board of Directors meetings without prior notice.
- c} Failure to respond within 7 days to a written warning regarding alleged non-performance of duties.
- d} Activity (or lack thereof) which has already resulted in two prior written warnings.
- e} Insubordination.
- f} Unethical public activity.
- g} Irrational behavior to the detriment of APEX.
- h} Upon recommendation by the Board of Directors (regarding the Director of Disputes.)

These are the only circumstances under which an immediate dismissal may occur.

2} ACCUSATION OF A DIRECTOR'S MISCONDUCT BY ANOTHER DIRECTOR

Any Director can file a charge of misconduct against another Director for cause, specifically:

- a} Dereliction of his or her duties as a Director.
- b} Unethical public activity.
- c} Irrational behavior to the detriment of APEX.

A charge of misconduct is filed by a Director by presenting cause and evidence to the Director of Disputes. If the alleged infraction involves the Director of Disputes, the cause and evidence shall be presented to the Director of Operations. If the alleged infraction involves both the Director of Disputes and the Director of Operations, the cause and evidence shall be presented to the Chief Executive Officer.

If the charge of misconduct involves multiple Board Members and the procedure is not covered by the contingencies in the previous paragraph, the cause and evidence shall be presented to the first Board Member in the following list who is not among those being charged: Director of Disputes, Chief Executive Officer, Director of Operations, Director of Audits, Director of Memberships, Director of Services, Director of Web Development.

3} BOARD PROCEDURE FOLLOWING A DIRECTOR'S DISMISSAL BY THE CEO

In the event a Director is dismissed by the Chief Executive Officer, the remaining Board Members may convene to discuss the dismissal and, if they wish, advise the Chief Executive Officer to reverse the decision, but the Board may not overturn the decision. The Board may vote to reinstate the dismissed Director only after dismissal of the Chief Executive Officer by unanimous vote of the remaining Board Members.

4} BOARD PROCEDURE FOLLOWING A DIRECTOR'S SUSPENSION BY THE CEO

In the event a Director is suspended by the Chief Executive Officer, an investigative meeting will occur within 7 days during which the Chief Executive Officer must provide his or her evidence for dismissal and the accused Director has an opportunity to present his or her defense.

Following the meeting a "yea" or "nay" vote by the Board of Directors to dismiss the suspended Director will take place. EXCEPTION: If the accused is the Director of Disputes, the Board may vote only to recommend dismissal..

5} BOARD PROCEDURE FOLLOWING AN ACCUSATION OF MISCONDUCT BY A DIRECTOR AGAINST ANOTHER DIRECTOR

In the event a Director or Directors is/are charged with misconduct by another Director, an investigative meeting will occur within 7 days (chaired by the Director who received the cause and evidence) during which the accuser must provide his or her evidence for dismissal and the accused will have the opportunity to present a defense. Following the meeting a "yea" or "nay" vote to dismiss the accused Director(s) will take place. (Suspension is not an option in this situation.)

EXCEPTION #1: The Board may not vote to dismiss the Director of Disputes, but may only vote to recommend dismissal.

EXCEPTION #2: The Chief Executive Officer may be dismissed only by a unanimous vote of the Board of Directors.

6} SPECIAL PROTECTION FOR THE DIRECTOR OF DISPUTES

The Director of Disputes may be terminated by the Chief Executive Officer for cause or upon recommendation by the Board of Directors, but is otherwise immune to punitive action by APEX or its officers.

7} PUBLIC RECORD OF A DIRECTOR'S DISMISSAL

If any Director is dismissed, it will be entered into the public record that he or she resigned. This is crucial to the preservation of good morale among the Membership and allows the Director to leave in a dignified manner.



N} COMMITTEES / GROUPS AND CONFLICTS OF INTEREST

Short term Committees / Groups will be dissolved once their purpose is completed.

1} APPLICANT EVALUATION COMMITTEE / GROUP

The Applicant Evaluation Committee / Group is a long term Committee / Group supervised by the Director of Memberships that is responsible for evaluating applications for APEX Membership using the current Membership criteria which shall be enumerated within the APEX website and dated or shown to be current.

2} AUDIT COMMITTEE / GROUP

The Audit Committee / Group is a long term Committee /Group supervised by the Director of Audits that is responsible for the regular monitoring of Member websites for compliance with current obligations of APEX Members as determined by the Board of Directors all of which are detailed under PART III - APEX MEMBERSHIP BENEFITS, OBLIGATIONS, TYPES AND PRIVILEGES - B } MEMBERSHIP OBLIGATIONS - Items #1, #1b, #2, #3, #4, #5, #6, #6a, #6b, #6c, #6d, #7, #8, #8a, #8i, #8ii, #9, #9a, #9b, #10 and / or #10a {under circumstances as described within the APEX Charter.}

3} OTHER COMMITTEES / GROUPS

Short term Committees / Groups may be formed for specific tasks by the Director whose area of responsibility involves that specific task. A Committee / Group Chairperson will be appointed by the Director {which may be the Director himself/herself, if the Director so desires.} The Chairperson will be responsible for forming the Committee / Group from volunteers who are listed in the APEX Full Membership list. If the Chairperson is not a Director, the Chairperson reports to the Director who formed the Committee / Group.

4} CONFLICTS OF INTEREST

a} DISPUTES COMMITTEE / GROUP

The Director of Disputes may form short term Committees / Groups and seek the voluntary assistance of any site owner of an APEX Member website that meets APEX Full Membership requirements and where the site owner is not involved with any current APEX Dispute to assist with Dispute resolution responsibilities. If a Conflict of Interest situation arises for the APEX Member site owner due to being asked to assist he/she is to immediately inform the Director of Disputes.

b} AUDIT COMMITTEE / GROUP

The Director of Audits may form a long term Committee / Group and seek the voluntary assistance of any site owner of an APEX Member website that meets APEX Full Membership requirements to assist with Audit responsibilities. A Conflict of Interest situation could arise for the APEX Member site owner if inadvertently he/she was requested to audit their own or a close friends APEX Member website. In such circumstances he/she is to immediately inform the Director of Audits that a conflict of interest has arisen. Once this Committee / Group has been formed it cannot be dissolved without the agreement of a majority of the APEX Board for Directors.



PART III

APEX MEMBERSHIP BENEFITS, OBLIGATIONS, MEMBERSHIP TYPES AND REVOCATION OF MEMBERSHIP

Membership in APEX may be granted to qualified websites that apply to APEX for Membership. These sites must meet Full Membership qualifications as currently determined by the Board of Directors, publicly posted by APEX and interpreted by the Membership Evaluation Committee. **APEX Membership is granted to websites not to individuals.**

A} MEMBERSHIP BENEFITS

The benefits of APEX Membership include the following:

- ❖ 1} A strong, internationally recognized public indication that your site believes in ethical behavior on the Internet.
- ❖ 2} Access to a pool of people experienced in using the Internet for a number of applications.
- ❖ 3} Access to a pool of people experienced in Web design, coding and resources.
- ❖ 4} Access to a Members discussion mechanism.
- ❖ 5} Access to the APEX Disputes Process for the fair disposition of complaints and disputes.
- ❖ 6} Other services and benefits as announced to the Membership by APEX.
- ❖ 7} The right to vote in elections requiring a vote by the Membership. Each APEX Member site is entitled to cast one vote in any election that requires a vote by the Membership. Such votes shall be cast in accordance with the voting procedures established in this Charter and by the specific method of voting determined by the Board of Directors at the time of each election.



B} MEMBERSHIP OBLIGATIONS

{It is the responsibility of all Member website owners to provide the Director of Memberships with any alterations in respect to any Membership details that require updating.}

1} ADHERENCE TO APEX MEMBERSHIP REQUIREMENTS

- a} Owners of Full Membership websites must continue to operate according to the criteria for Membership as determined by the Board of Directors and posted in the APEX Library at the APEX [Membership Requirements](#) page.
- b} Owners of Provisional Member websites must continue to strive to meet the criteria for Full Membership as determined by the Board of Directors and posted in the APEX Library at the APEX [Membership Requirements](#) page.

Such criteria may change from time to time and Member sites agree to abide by any newly added or changed criteria.

2} ADHERENCE TO THE APEX MISSION STATEMENT AND PLEDGE

Member site owners must agree to abide by the APEX Mission Statement and Pledge as stated in this Charter and posted in the online [APEX Pledge](#) page at all times to the best of their ability.

3} CONTACT INFORMATION

A valid contact person {typically, but not always, the webmaster} and email address must be designated with a websites application for APEX Membership.

4} MEMBER WEBSITE TITLE

Member website owners must maintain their Member website title in conformity with the listing on our APEX website.

5} MEMBER WEBSITE URL

Member website owners must maintain their Member website URL in conformity with the listing on our APEX website.

6} MEMBERS MINIMUM WEBSITE DESIGN REQUIREMENTS

- a} Text has to be readable against the background.
- b} Navigation has to be user friendly.
- c} A quick and easy way of being contacted by your visitors, users and / or customers is required.
- d} Website visitors must not be forced to download plug-ins or other programs in order to be able to view your website.

7} PRIVACY STATEMENT

A Privacy Policy / Statement or its equivalent (TOS) - Terms of Service or (TOU) - Terms of Use is required to be displayed within all APEX Member websites.

8} COPYRIGHT POLICY / STATEMENT

A Copyright Policy / Statement or its equivalent (TOS) - Terms of Service or (TOU) - Terms of Use is required to be displayed within all APEX Member websites.

8a} DISPLAY OF THE APEX COPYRIGHT STATEMENT IN SIMPLIFIED FORM

It is not mandatory for an APEX Member website to display the APEX Copyright Statement in Simplified Form.

Members may create their own Copyright Statements however if the APEX Copyright Statement in Simplified Form is displayed the Creative Commons Attribution-Noncommercial-No Derivative Works 3.0 License must be displayed along with any exact copy of the APEX Copyright Statement in a Simplified form being displayed.

The APEX Copyright Statement in Simplified Form example or prototype is intended for two reasons:

- i } It may be adopted by those Members who do not have a copyright statement of their own.
- ii} It serves as a model for what a copyright statement already developed by a Member should and should not contain. A very careful differentiation between a copyright statement and the use of the copyright symbol © which does not suffice.

{Download the [APEX Simplified Copyright Statement and License Sample](#) from this link for information on the requirements and correct display of the APEX Copyright Statement in Simplified Form.}

9} DISPLAY OF THE CODE OF ETHICS {COE} DOCUMENT

It is not mandatory for an APEX Member website to display the Code of Ethics {COE} document.

a) Members may create their own Ethics Policy or display none at all however Code of Ethics {COE} documents displaying 20% and above of the identical content of the original Code of Ethics {COE} content must also display the relevant Creative Commons 3.0 Attribution Non-commercial Share Alike License as well as providing a link to the Award Community News under the terms of the License.

b) The Code of Ethics {COE} document may not be covered by any individual website Copyright.

{Download the [Code of Ethics \(COE\) Requirements and License Sample](#) from this link for information on the requirements and correct display of the Code of Ethics (COE)

CLARIFICATION - The original Spirit of the Code of Ethics {COE} was and is that individuals, groups and / or organizations worldwide could have freely available a flexible standard format which could be used as the backbone of ethical websites. No individual, group and / or organization can or should own such a vehicle.

10} POSTING OF THE APEX MEMBERSHIP BADGE

An APEX Member website is required display the current design of the APEX Member Badge with ID as approved by the Board of Directors. This badge shall be properly linked to the current URL of the APEX website. No alterations to the badge of any kind are permitted.

a) SPECIAL BADGES FOR APEX FOUNDERS

The Founders of APEX are permitted to display either and / or both Founder and Membership badges in their websites, if they wish, as long as their websites are and remain Members of APEX. The design of the Founder badges shall be distinctive as approved by the Board of Directors.

The following individuals are recognized as Founders of APEX: Jef Peace, Míc Miller, Rhonda Serong, Maggi Norris and Ellen {Wilson} Zitzlsperger.



C} MEMBERSHIP TYPES

1} FULL MEMBERSHIP

Applicants, at the time of original application, will have their websites evaluated for Full Membership and this will be granted to websites where the relevant PART III - APEX MEMBERSHIP BENEFITS, OBLIGATIONS, TYPES AND PRIVILEGES - B } MEMBERSHIP OBLIGATIONS - Items #1, #2, #3, #4, #5, #6, #6a, #6b, #6c, #6d, #7, #8, #8a, #8i, #8ii, #9, #9a, #9b, #10 and / or #10a {under circumstances as described within the APEX Charter} are being met.

CLARIFICATION: Applicants cannot apply for or be offered Provisional Membership.

2} PROVISIONAL MEMBERSHIP

Provisional Membership will apply to current Member sites that were listed with our Director of Memberships on and / or before July 31st 2009 under Item #1b of PART III - APEX MEMBERSHIP BENEFITS, OBLIGATIONS, TYPES AND PRIVILEGES - B } MEMBERSHIP OBLIGATIONS where any of the relevant PART III - APEX MEMBERSHIP BENEFITS, OBLIGATIONS, TYPES AND PRIVILEGES - B } MEMBERSHIP OBLIGATIONS - Items #1, #2, #3, #4, #5, #6, #6a, #6b, #6c, #6d, #7, #8, #8a, #8i, #8ii, #9, #9a, #9b, #10 and / or #10a {under circumstances as described within the APEX Charter} are not being met but only after having been requested on no less than three (3) separate occasions over a period of three (3) weeks by the sending of an official APEX email by the Director of Memberships requesting that relevant PART III - APEX MEMBERSHIP BENEFITS, OBLIGATIONS, TYPES AND PRIVILEGES - B } MEMBERSHIP OBLIGATIONS - Items #1, #2, #3, #4, #5, #6, #6a, #6b, #6c, #6d, #7, #8, #8a, #8i, #8ii, #9, #9a, #9b, #10 and / or #10a {under circumstances as described within the APEX Charter} be met with no response having been received.

Any Provisional Member website owner who considers their website now meets the relevant Full Membership requirements may send a re-application to the Director of Memberships who will then place the application with the Applicant Evaluation Committee / Group for processing.

' Natural attrition' will occur within the Provisional Membership listing as listed Member sites move into the Full Membership listing.



D} WEBSITES NOT ACCEPTED FOR APEX MEMBERSHIP

APEX will not accept for membership, nor associate with any individual or group of individuals operating a website that has the following or which directly links to websites which have the following, as content:

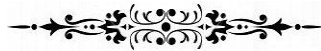
- ❖ Sexually explicit text, images and / or photographs which are not clearly artistic or educational in nature as determined by the current Membership Committee.
- ❖ Foul language which is not clearly artistic or educational in nature as determined by the current Membership Committee.
- ❖ Text or images which discriminate against a religion, gender, race, political affiliation or any other social, physical or psychological trait or affiliation as determined by the current Membership Committee.
- ❖ Illegal activities, textual or visual depictions of illegal activities or incitement to commit illegal acts as determined by the current Membership Committee.
- ❖ Text or images of human/or animal abuse which are not clearly artistic or educational in nature as determined by the current Membership Committee.



E} REVOCATION OF APEX MEMBERSHIP

A Member website may have its APEX Membership revoked by the Board for Directors for any of the following reasons:

- 1} Failure to post the current APEX badge with ID including the current link to the APEX website after repeated requests to do so.
- 2} Failure of the Member website to conduct its business or enterprise in accordance with the APEX Mission Statement and / or the APEX Pledge.
- 3} Changes to the Member website that result in the site's failure to meet APEX Membership criteria.
- 4} Repeated failure of Member website owner/s to notify APEX when contact information or web addresses change.
- 5} Disappearance of the Member website from the Internet with APEX being unable to contact the websites authorized representative.
- 6} A unanimous decision by the Board of Directors that a Member websites continued Membership is not in the best interests of APEX.



PART IV

APEX DISPUTES PROCESS

A} FILING OF COMPLAINTS AND DISPUTES

1} COMPLAINTS

Anyone may file a formal complaint against an APEX Member website or its representative for violation of the APEX pledge, APEX Mission Statement or for conduct otherwise deemed to be unethical. The complainant need not be a representative of an APEX Member website.

2} DISPUTES

Two or more parties involved in a dispute which concerns ethical behavior on the Internet may request that APEX settle the matter for them if they agree to abide by the final decision of APEX on the matter. The parties involved need not be representatives of APEX Member websites.

B} SUPERVISION OF DISPUTES

The Director of Disputes is responsible for processing all formal disputes and complaints filed with APEX.

EXCEPTION: If the Director of Disputes is accused of an infraction in a formal complaint or is a party in the dispute to be settled by APEX, the Director of Disputes shall excuse himself or herself from processing the dispute or complaint in question and the Chief Executive Officer shall appoint another Board Member as a Special Investigator in this instance. The Special Investigator shall carry out the Procedure for Processing Disputes as if he or she were the Director of Disputes.

C} PROCEDURE FOR PROCESSING DISPUTES

- 1} The Director of Disputes performs a preliminary investigation concerning the dispute or complaint.
- 2} The Director of Disputes determines if a Disputes Committee should be convened or not, based on the evidence received during the preliminary investigation. If the Director of Disputes determines that no Committee is necessary, he or she issues a written decision on the matter as soon as

possible, which is then reported to the Chief Executive Officer. The Chief Executive Officer then announces the decision to the Board of Directors. The decision is then announced to the parties involved, entered into the records of APEX, and enforced by the Board of Directors.

- 3} If the Director of Disputes determines that a Disputes Committee is required, he or she assembles the Committee from the APEX Membership. {Directors other than Director of Disputes may not serve on the Disputes Committee.}
- 4} The Director of Disputes informs the Chief Executive Officer and Board of Directors that a Disputes Committee has been formed, and the parties involved in the dispute.
- 5} The Director of Disputes appoints a Committee Chairperson and distributes information gathered during the preliminary investigation to the Disputes Committee. The Director of Disputes collects any new information needed and/or requested by the Committee from the involved parties and distributes it to the Committee.
- 6} The Director of Disputes observes the Disputes Committee and stands by to offer any assistance needed while Committee Members investigate, discuss and vote on the dispute, but does not directly participate in the Committee's discussions.
- 7} The Members of the Disputes Committee vote for a final verdict on the dispute, which is reported to the Director of Disputes by the Committee Chairperson. The Director of Disputes casts a vote only in case of a tie. The Disputes Committee then issues a written decision on the matter as soon as possible.
- 8} The Director of Disputes reports the result of the Disputes Committee's decision to the Chief Executive Officer. The Chief Executive Officer then announces the decision to the Board of Directors. The decision is then announced to the parties involved, entered into the records of APEX, and enforced by the Board of Directors.
- 9} The Disputes Committee shall be dissolved immediately after its decision has been reported to the Chief Executive Officer.



PART V

CHARTER CHANGE / OR AMENDMENT PROPOSALS AND CHARTER ANNUAL REVIEW

A} PROPOSAL OF AMENDMENTS AND / OR CHANGES

- 1} Amendments and / or changes to the APEX Charter may be proposed by any current APEX Member by submitting a proposal to both the Chief Executive Officer and the Director of Operations.
- 2} The proposal should include the specific area of the Charter that the proposal will change and / or augment.
- 3} The Chief Executive Officer {or, if assigned by the Chief Executive Officer, the Director of Operations} must place the proposal in front of the APEX Board of Directors for discussion no later than two (2) weeks after submission of the amendments and / or changes.

B} APEX CHARTER ANNUAL REVIEW

- 1} APEX may conduct an annual review of its Charter at the direction of the Chief Executive Officer or the Director of Operations and agreed upon by a simple majority of the APEX Board of Directors. The Annual Review shall start in

September of each year. Only those amendments and recommendations, for the twelve months prior to September of any given year duly presented in the prescribed form will be considered by the APEX Board of Directors for adoption or rejection.

- 2} In addition, any Annual Review may include updating the language of the Charter, expansion of meanings and clarification of Charter provisions.
- 3} If such an Annual Review of the APEX Charter is agreed upon, more than one amendment and / or addition may be included in a draft copy of the Charter which, after discussion by and agreement to by the APEX Board of Directors, will be presented to the Membership who will have 1 (1) week to signify their agreement through a simple majority of votes cast.
- 4} A brief summary of changes and additions would be provided to the Membership through their being able to access a draft copy of the APEX Charter for their approval.
- 5} Following announcement of the voting results, any records that may have been created in this process that would make it possible to identify individual votes shall be destroyed.
- 6} Completion of items #1, #2, #3, #4 and #5 above combined with the approval of the Membership would result in the finalization of the APEX Charter and submission of same for the final approval of the APEX Board.



PART VI

MISCELLANEOUS PROVISIONS

A} PROVISION FOR THE PERMANENT CLOSURE OF APEX

APEX shall be permanently closed and cease to exist only if approved by a unanimous vote of the Board of Directors and by one vote more than two-thirds of the votes cast by the Membership. {The Membership vote shall be conducted according to Voting Procedure #2 in Part V, Section B2 of this Charter.}



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