

Committee of Experts on the Transport of Dangerous Goods and on the Globally Harmonized System of Classification and Labelling of Chemicals

Sub-Committee of Experts on the Transport of Dangerous Goods

24 June 2024

Sixty-fourth session

Geneva, 24 June-3 July 2024

Item 16 of the provisional agenda

Other business

Application for consultative status by the American Pyrotechnic Association (APA)

Note by the secretariat

1. The secretariat reproduces below information received from the **American Pyrotechnic Association (APA)** requesting consultative status as a non-governmental organization for participation in the work of the Sub-Committee of Experts on the Transport of Dangerous Goods.
2. The APA is a global industry association for consumer and professional fireworks, representing manufacturers, importers, distributors, wholesalers, suppliers, and professional pyrotechnic display companies. The APA membership includes companies from Asia, Australia, Europe, North America, and South America. The APA has provided technical support for the Sub-Committee in the past and believes that future participation is critical to continue to ensure the safe transport of these products throughout the world.
3. The Sub-Committee is invited to decide whether APA may participate in its work with a consultative status. As required in paragraph 44 of the Economic and Social Council's resolution 1996/31, further detailed information is provided in the attachments.

Annexes



June 14, 2024

To whom it may concern,

We, the American Pyrotechnic Association (APA) are writing to you with the intention of acquiring Observer Status at the United Nations Subcommittee of Experts on the Transport of Dangerous Goods (UNSOETDG). The APA is a global industry association for consumer and professional fireworks, representing manufacturers, importers, distributors, wholesalers, suppliers, and professional pyrotechnic display companies. The APA membership includes companies from Asia, Australia, Europe, North America, and South America.

Through its membership and staff, the APA provides technical expertise in the pyrotechnic industry around the world. The USDOT has incorporated into its domestic regulations the APA Standard 87-1 (A, B and C), which provides the standard for construction and packaging for fireworks and pyrotechnics and is the basis for hazard classification of these products within the United States. This expertise would be a valuable addition to the UNSCOETDG and specifically to the Explosives Working Group.

The purpose of the organization: Founded in 1948, APA's mission is to encourage safety in design & use of all types of fireworks and pyrotechnics, to provide industry information & support to its members, and to promote responsible regulation of the fireworks industry

Information as to the programmes and activities of the organization in areas relevant to the conference and its preparatory process and the country or countries in which they are carried out: APA engages in various testing activities to ensure the proper classification of pyrotechnic articles and fireworks in regard to transportation, handling, storage, and use. As the premier trade association for the fireworks industry in the U.S., APA frequently comments on rulemakings and our expertise is often requested by U.S. federal regulatory authorities. The APA, through its Executive Director, serves as a principal member of the National Fire Protection Association (NFPA) Technical Committee on Pyrotechnics, Special Effects Committee and Hazardous Waste Committee. The NFPA codes address manufacture, transportation, and storage of fireworks and pyrotechnic articles, as well as life safety requirements for professional use. Additionally, the APA regularly engages with government agencies around the world on the safe transport, storage and use of consumer and professional fireworks and pyrotechnics, including for the entertainment industry.

Confirmation of the activities of the organization at the national, regional or international level: The APA and its members actively participate in the safe transport, storage and use of explosives around the world. With members from every continent moving explosives throughout the world, it is imperative that APA has a voice at the UNSCOETDG and in its Explosives Working Group.

A description of the membership of the organization, indicating the total number of members, the names of organizations that are members and their geographical distribution: APA has 260 member companies. 133 member companies are domiciled in the U.S., and manufacture, import, distribute and / or professionally display fireworks. Forty-one member companies are



international companies located in Asia, Australia, Europe, Canada, Mexico, and South America. Fifty member companies are U.S. and International Supplier members who provide goods and services to the pyrotechnics industry (e.g., insurance providers, logistics companies, explosives testing laboratories, chemical manufacturers, etc.). Thirty-six entities are U.S. Fire Service members (State and local fire marshals and firefighters).

Thank you for your consideration.

Sincerely,

Julie L. Heckman
Executive Director

Attachments:
APA Bylaws
2023-24 APA Board Roster
Membership List

BYLAWS
OF
AMERICAN PYROTECHNICS ASSOCIATION

Approved by the Board February 23, 2024

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BYLAWS
OF
AMERICAN PYROTECHNICS ASSOCIATION

ARTICLE I

MISCELLANEOUS

Section 1.1 Purpose. As provided in its Certificate of Incorporation, the purpose of the Association is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation law of Delaware so long as such acts or activity are within the scope of section 501(c)(6) of the Internal Revenue Code of 1986, as it may be amended from time to time, and in furtherance thereof, to (a) promote cordial relations among its members; (b) promote the general welfare of the fireworks industry; (c) preserve the American tradition of celebrating with fireworks by developing and supporting standards for the manufacture, transport, storage, sale, and use of fireworks and by educating the public as to the proper use of fireworks; and (d) promote sound, enforceable fireworks regulation and legislation.

The Board of Directors shall, from time to time, formulate and distribute to its members and the general public, statements of policy in conformance to the above purpose, and no member (as further described in Article II) shall at any time state the policy of the Association except in strict conformance to such statements of policy approved by the Board of Directors.

Section 1.2 Offices. The principal office shall be in the City of Wilmington, State of Delaware, and the name of the agent in charge thereof is CT Corporation System, a corporation of the State of Delaware. The Association may also have offices at such other places as the Board of Directors may from time to time appoint, or the business of the corporation may require.

Section 1.3 Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Delaware". Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 1.4 Funds. All monies belonging to the Association shall be deposited with the financial institutions designated by the Board of Directors from time to time in accounts held in the name of the Association. The Board of Directors shall designate from time to time the persons authorized to withdraw funds, sign checks and take other actions with respect to the Association's funds.

Section 1.5 Liability of Members. The members shall not be liable for the debts of the Association except to the extent of any unpaid portion of their respective membership or assessment fees.

Section 1.6 Fiscal Year. The fiscal year of the Association shall be the calendar year or such other time period as the Board may designate from time to time.

Section 1.7 Dissolution. Upon the dissolution of the Association, its assets shall be transferred to such organizations as the Board shall designate, which then qualify as tax-exempt under Section 501(c)(3) or (c)(6) of the Internal Revenue Code, or corresponding provision then in effect.

Section 1.8 Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

(A) Appointed Director. “Appointed Director” shall have the meaning described in Section 3.6.

(B) At-Large Director. “At-Large Director” shall have the meaning described in Section 3.2.

(C) Elected Directors. “Elected Directors” shall have the meaning described in Section 3.2.

(D) International Director. “International Director” shall have the meaning described in Section 3.2.

(E) Non-Voting Member. “Non-Voting Member” means a Fire Service Member, U.S. or Foreign Supplier Member, or Trade Association Member each as described in Section 2.3 below.

(F) Representative. A “Representative” of a Voting Member or Non-Voting Member means an employee or owner of such Voting Member or Non-Voting Member.

(G) Voting Member. “Voting Member” means a Full Member, Commercial User Member, or International Member, each as described in Section 2.2 below.

ARTICLE II

MEMBERS

Section 2.1 Classes of Members. The Association shall have two classes of members: Voting Members and Non-Voting Members. Each class of members shall have the rights and privileges set forth in these Bylaws as they may be amended from time to time.

Section 2.2 Eligibility to Apply to be a Voting Member. The following persons are eligible to apply to be Voting Members, provided that the applicant is not acting or operating inconsistently with the APA Code of Ethics:

- (a) Full Member. Any partnership, corporation, or other business entity which maintains and operates its principal place of business within the limits of the United States of America for the manufacture, distribution, or importation of fireworks and other pyrotechnic products which are sold and distributed in the United States of America;
- (b) Commercial User Member. Any U.S. or foreign company or entity that is involved in theme or amusement park / theatrical productions and is complying with these Bylaws and the policies of this Association; and
- (c) International Member. Any entity engaged in the manufacture and/or exporting of fireworks and other pyrotechnic items whose principal office is outside the United States.

Section 2.3 Process for Becoming a Voting Member; Rights of Voting Members. Having satisfied the requirements shown in Section 2.2, an eligible applicant shall apply to be a Voting Member by completing and submitting the application form supplied by the Association. At any regular or special meeting of the Board of Directors, or by written consent of the Board of Directors, the application to become a Voting Member will be considered. If three-fourths (3/4) of the Directors present at a meeting or three-fourths (3/4) of all Directors (for approval via written consent), approve the applicant, the applicant may then become a Voting Member of the Association by payment of the prescribed dues. If an applicant fails to receive the required Director votes for admission, upon the written request of the applicant, the application will be submitted to the membership at the next scheduled meeting. If three-fourths (3/4) of the Voting Members present at the meeting of the members approve the application, the applicant may then become a Voting Member by payment of the prescribed dues. Notwithstanding the foregoing, any person who was a non-voting Foreign Manufacturer or Exporter in good standing immediately prior to October 10, 2014, shall automatically be deemed approved as a voting International Member on such date.

Upon being approved as a Voting Member and payment of the prescribed dues, Voting Members shall have full rights of membership, including without limitation, eligibility for technical advice from the Association regarding compliance with fireworks laws and regulations and the right to vote on any matter that comes before the membership of the Association; provided, however, that the voting rights of International Members shall be limited to the right to vote on the election of International Directors as described in Section 3.5.

Section 2.4 Non-Voting Members. The following persons are eligible to become Non-Voting Members of the Association:

- (a) Fire Service Member. Fire service entities involved in the inspection, certification or use of fireworks;
- (b) U.S. or Foreign Supplier Member. Any supplier of materials or service to the fireworks industry who is not eligible to be a Voting Member and is not a Fire Service Member, as defined in 2.4(a) above; and.
- (c) Trade Association Member. Any association of persons organized and operated within the meaning of Section 501(c)(6) or similar foreign law to promote a common business interest of its members. An Applicant for Trade Association membership status shall provide a copy of its current bylaws to the Association along with their application for membership. If such bylaws change, the updated version shall be provided. The Association reserves the right to deny, revoke or not renew membership of any Trade Association if in the sole determination of the Board of Directors, the mission or activities of the Trade Association member is not consistent with the mission of the Association.

Section 2.5 Process for Becoming a Non-Voting Member; Rights of Non-Voting Members. The process set forth in Section 2.3 of these Bylaws (Process for Becoming a Voting Member) is used for persons seeking to become Non-Voting Members.

(a) Upon being approved as a Non-Voting Member and payment of the prescribed dues, Non-Voting Members are eligible for technical advice from the Association regarding compliance with fireworks laws and regulations. Non-Voting Members are not entitled to vote on any matter that comes before the membership of the Association. However, upon payment of the prescribed dues, Non-Voting Members shall have the right to make written recommendations to the Voting Members.

(b) Trade Association Members may, subject to exception as granted by the Executive Director and approved by the President, send no more than two (2) officers or directors of the Trade Association Member to attend any meeting of the Association

(c) To the extent that the Association has issued or filed any policy position statement or comment with any federal, state, or local government agency, court, or similar body, such as an ANSI type organization like the National Fire Protection Association, on behalf of the industry, (including comments on proposed regulations or positions in litigation), no Trade Association Member shall take a position adverse to the Association with regard to such matters.

Section 2.6 Termination, Expulsion and Suspension of Membership.

(A) Standard for Termination or Suspension. In the event that any Voting Member or Non-Voting Member or any Representative of a Voting or Non-Voting Member knowingly violates these Bylaws, or any provision hereof, or engages in activity that has or can reasonably be expected to have a material adverse effect on the Association or the fireworks industry, such member shall be subject to suspension or expulsion as a member of the Association, or such other action as determined by the Board of Directors.

(B) Process. Upon its own motion, or upon a complaint in writing alleging a violation of the Bylaws, signed by ten Voting or Non-Voting Members of the Association, charging any member as set forth in Section 2.5(A), above, the Board of Directors may, by vote of a majority of the whole Board, recommend the suspension or expulsion of such member, or such action as the Board of Directors in its discretion determines is appropriate. The recommendation of the Board shall be presented to the Voting Members of the Association at the next annual meeting of the members, or any special meeting of the members of the Association, called for that purpose. At such meeting, the Board of Directors or the members making the complaint shall have an opportunity to submit evidence in support of their charges and the accused member shall have an opportunity to be heard in its own defense. The Board may establish such reasonable rules for the hearing as it deems appropriate, including without limitation imposing time limits on member presentations. After full consideration, a vote by written ballot shall be taken, and if two-thirds (2/3) of the votes of the Voting Members at said meeting are cast in favor of sustaining the charges, the member shall be deemed thereby suspended or expelled, as the case may be. If, at the time of such suspension, expulsion, or other action the member (or a Representative of the member as defined in Section 1.8 of these Bylaws) held office as an Officer or Director, or both, the member and/or the Representative of the member, shall be deemed to have been removed as such Officer or Director, or both, and the vacancy or vacancies thereby occurring shall be filled as provided in these Bylaws.

(C) Any complaint alleging a violation of the Code of Ethics shall be handled in accordance with the Ethics and Misconduct Complaint Procedure.

Section 2.7 Meetings of Members.

(A) Annual Meetings. For the purpose of conducting business, meetings of the members will be held at least annually, with time and date to be determined by the Board of Directors.

(B) Special Meetings. Special meetings of members may be called by the President of the Association and shall be called by the President upon the written request of a majority of the Directors or a majority of the Voting Members. Each such call shall be in writing and shall state the time and place and purpose of the meeting. No business

shall be transacted at a special meeting other than the business stated in the call of such meeting.

(C) Notice of Annual Meeting. Notice of each annual meeting of the members shall be given, stating the time and place of the meeting. A copy of such notice shall be mailed, faxed or emailed to each member at its address appearing upon the books of the Association, at least 45 days prior to the time for holding such meeting.

(D) Notice of Special Meetings. Notice of special meetings shall be given at least 10 days prior to the time fixed for such meeting by (1) mailing to each member a copy of the call for each such meeting at its address appearing upon the books of the Association, or (2) by notification to each member of such call by telephone, fax or email.

(E) Quorum. At any meeting of the members, the presence of twenty-five percent (25%) of the Voting Members in person or by proxy shall constitute a quorum for all purposes including the election of Directors, except as otherwise provided by law.

(F) Organization and Order of Business. The President of the Association, or in the President's absence the Vice-President, shall call meetings of the members to order and shall act as chairman thereof. In the absence of the President and Vice-President, a majority of the Voting Members present may elect any person present to act as chairman of the meeting. The order of business at all meetings shall be determined by the chairman, subject to the approval of a majority of the Voting Members present at such meetings. All meetings shall be conducted as nearly as possible in accordance with "Roberts Rules of Order".

(G) Voting. Except as otherwise provided in Section 2.3 (Rights of Voting Members) and Section 3.5 (Nomination and Election of Elected Directors), each partnership, corporation, or other business entity that is a Voting Member (regardless of the number of persons from the Voting Member present at the meetings and deliberations of this Association) shall be entitled to one vote on each matter before the Voting Members of the Association. Each Voting Member of the Association shall advise the Executive Director of the Association in writing of the name of the person entitled to exercise said Voting Member's vote and otherwise represent the Voting Member at all meetings of the members ("Delegate"). Each Voting Member shall also advise the Executive Director of the Association the name of an alternate ("Alternate Delegate") entitled to exercise the vote of the Voting Member in the absence of the Delegate. Only a person designated in writing as a Delegate or Alternate Delegate shall be entitled to vote on behalf of the Voting Member, but such other persons who are in the employment of a member may attend the meetings and take part in the discussions and debate.

(H) Membership Certificates. The Association shall cause to be issued to each member a certificate of membership in such form as may be approved by the Board of Directors, but neither said membership nor the certificate thereof shall be assigned or

assignable by said member, except in accordance with the provision for transfer of membership hereinafter set forth; nor shall any purchaser at execution sale, or any other person who may succeed by operation of law or otherwise to the property or interests of a member, be entitled to membership or to become a member of the Association by virtue of such transfer.

(I) Record Date. The Board of Directors may fix a time not more than 60 days prior to the date of any meeting of the members as a record date for the purpose of determining the members entitled to notice of or to vote at such meeting. In such case, only members of record on the date so fixed shall be entitled to notice and/or to vote notwithstanding any increase or other change on the books of the Association after the record date. If the Board does not fix a record date, then (a) the record date for determining members entitled to notice of or to vote at the meeting shall be the close of business on the date before the notice is given, or if notice is waived, the date before the meeting is held, (b) the record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, when no prior board action is required, shall be the date on which the first written consent or dissent is expressed, and (c) for any other purpose the record date shall be the close of business on the day on which the Board adopts the resolution relating thereto.

(J) Judges of Election. In advance of any meeting of members, the Board may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge. If any person appointed as judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by Board of Directors in advance of the meeting, or at the meeting by the presiding officer. The judges of election shall determine the number of members of record and voting power of each, the members present at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, if any, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all members. The judges of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all. On the request of the presiding officer of the meeting, or of any member, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 2.8 Action without a Meeting. Any action required to be taken at a meeting of the members of the Association may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by Voting Members having not less than the minimum number of votes that would be

necessary to authorize or take such action at a meeting at which all Voting Members having a right to vote thereon were present and voted, and shall be delivered to the Association.

Section 2.9 Transfer of Membership. The Board of Directors of the Association may consent to an assignment or transfer of membership and the acceptance of the assignee or transferee as a member of the Association; and the Board of Directors may delegate this power to a standing committee organized for that purpose. The Board of Directors may establish reasonable rules and regulations governing the consent to transfer and the acceptance of a transferee as a member, and the requirements for the transfer of the membership certificate and for the issuance of an appropriate certificate in substitution thereof; and the Board of Directors, may determine the conditions under which the executor or administrator of a deceased member may continue to represent such deceased member or be accepted as a member in its place and stead, and the conditions under which a purchaser at execution sale or other successor by operation of law may be accepted as transferee of the membership or as a Representative of the member. The purchaser at voluntary sale from any member of the lease or title to the business owned or operated by the member, who shall continue to own or lease such business and to operate the same may be accepted as a member of the Association upon making proper application therefor. No voluntary consolidation or merger of a member corporation, partnership, or joint stock association shall be deemed a transfer within the meaning of this Section 2.9, but the merged or consolidated successor corporation may continue as a member of the Association in the place and stead of the original member.

Section 2.10 Dues. The Board of Directors shall establish, from time to time, such membership dues as it deems appropriate.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Authority. Subject to the rights of the members, the affairs of the Association shall be under the general direction of a Board of Directors (sometimes referred to as the “Board”) which shall administer, manage, preserve and protect the property of the Association.

Section 3.2 Composition. The Board of Directors shall consist of:

- (a) twelve (12) voting Directors who are (i) Representatives of Full Members or Commercial User Members, and (ii) elected by the Full Members and Commercial User Members collectively (the “At-Large Directors”);
- (b) commencing with the 2015 Annual Meeting of the Members, two (2) voting Directors who are (i) Representatives of International Members, and (ii) except as otherwise provided herein, elected by the International Members (the “International Directors”);
- (c) up to two (2) voting Appointed Directors who are appointed as provided in

Section 3.6;

- (d) the immediate Past President, who shall serve on an ex-officio basis and with vote for one year (the “Ex-Officio Director”); and
- (e) up to two (2) Directors Emeriti elected by the Elected and Appointed Directors.

(The At-Large Directors and International Directors are referred to collectively as the “Elected Directors.” The Elected Directors, Appointed Directors and Ex-Officio Director are referred to collectively as the “Directors.”)

Section 3.3 Qualification. Each Director must be associated with a Voting Member of the Association as an employee or owner (“Representative”); provided that a Director Emeriti may have previously been a Representative of a Voting Member.

Section 3.4 Classes and Terms of Elected Directors. The Elected Directors shall be divided into three classes such that approximately one-third of the Elected Directors are elected each year; provided, however, that the initial International Directors shall not be elected until the 2015 Annual Meeting of the Members. The composition and term of each such class shall be as follows:

Class	Class Members	Expiration of Term
Class A	Four (4) At-Large Directors One (1) International Director*	2017 Annual Meeting of Members and every three (3) years thereafter
Class B	Four (4) At-Large Directors	2016 Annual Meeting of Members and every three (3) years thereafter
Class C	Four (4) At-Large Directors One (1) International Director*	2015 Annual Meeting of Members and every three (3) years thereafter

Except as otherwise provided at the time of election, Elected Directors shall take office immediately after election, and shall serve for three (3) years, unless sooner removed or resigned, and until their respective successors are elected and qualified. The Ex-Officio Director shall serve for so long as he or she holds the office entitling him or her to be an Ex-Officio Director.

Section 3.5 Nomination and Election of Elected Directors. The Elected Directors shall be nominated by the Board of Directors as described below, and, except as otherwise provided herein, elected by the Voting Members at the annual meeting of the members (or any special meeting of the members called for that purpose) as described below.

- (A) At-Large Directors. At-Large Directors shall be elected by the Full Members and

* The International Director candidate receiving the most votes at the 2015 Annual Meeting of the Members shall be designated as the initial Class C International Director, with an initial term commencing immediately after his/her election and expiring at the 2018 Annual Meeting of the Members. The International Director candidate receiving the second-highest number of votes at the 2015 Annual Meeting of the Members shall be designated as the initial Class A International Director, with an initial term commencing immediately after his/her election and expiring at the 2017 Annual Meeting of the Members.

Commercial User Members, each of whom may cast no more than one vote for each open At-Large Director position.

(B) International Directors. International Directors shall be elected by the International Members, each of whom may cast no more than one vote for each open International Director position.

The Executive Committee shall prepare a slate of qualifying nominees for presentation to the Board of Directors, which slate shall include at least one qualifying nominee per vacant position or position the term of which is due to expire in such year. The Board shall approve or modify the slate, taking into consideration whether the slate represents a cross-section of the various segments of the industry. Upon approval by the Board, the slate shall then be presented to the Voting Members by mail ballot at least 30 days prior to the Annual Meeting of the members or any special meeting at which an election will occur. Members that do not intend to attend such meeting may vote by mailing or delivering the ballot to the offices of the Association so that it is received at least five business days prior to commencement of the Annual Meeting or applicable special meeting (“Deadline”). Ballots received after the Deadline shall not be counted.

During the Annual Meeting, the slate of nominees shall be presented to the membership. Voting Members shall be permitted to make further nominations from the floor; provided that the Voting Member making the nomination delivers the written consent of the nominee to serve, if elected; and provided further, that only Full Members and Commercial User Members may submit nominations for At-Large Director positions, and only International Members may submit nominations for International Director positions. Upon submission of all nominations, an election shall be held. The Executive Director shall deliver, unopened, the mail ballots that were received prior to the Deadline, and these shall then be tallied along with the ballots submitted by Delegates and Alternate Delegates of Voting Members present at the meeting; provided, however, that in the event that a Voting Member submits a mail ballot prior to the meeting but its Delegate or Alternate Delegate subsequently attends and submits a second ballot at the meeting, the mail ballot shall be rendered null and void. Directors shall be elected by a plurality of the votes of the members present in person or represented by proxy at the meeting and entitled to vote. In the event of a tie, prior to the adjournment of the meeting of members at which the election occurs, a run-off election will be held between or among the tied nominees. Any ballot that includes more than one vote for any nominee shall be rendered null and void in its entirety.

Section 3.6 Appointment of Appointed Directors. If the Board of Directors determines that the composition of the Board of Directors is not sufficiently diverse with respect to geographic location, industry experience, or such other lawful classification as it deems appropriate, the Elected Directors may act to appoint up to two additional Directors, such Directors to serve for a term of one year with vote, subject to earlier resignation or removal (“Appointed Directors”).

Section 3.7 Directors Emeriti. In addition to the Directors, the Board of Directors may elect up to two Directors Emeriti, each of whom shall serve without vote for a term of three years, subject to earlier resignation or removal. Directors Emeriti are individuals who have

previously served as Directors for at least five years. Only persons who are or previously were Representatives of a Voting Member are eligible to serve as Directors Emeriti.

Section 3.8 Excused Absence. Any Director who fails to attend two consecutive Board meetings shall be deemed to have resigned his or her position as a Director, unless the remaining Directors act to classify the absences as excused. Excused absences include death in the immediate family, serious illness or hospitalization, adverse weather prohibiting travel, etc. Normal day-to-day business shall not be a basis for an excused absence. Any Director so deemed to have resigned his or her position as a Director shall also be deemed to have resigned his or her position as an officer, as applicable. Any vacancies so created shall be filled as provided in these Bylaws.

Section 3.9 Powers and Duties of Directors. The Directors shall have the power, and it shall be their duty:

- (a) To conduct, manage, and control the affairs and business of the Association in conformity with the law and powers granted by the articles of incorporation; and to make rules and regulations for the guidance of the officers in the management of its affairs.
- (b) To appoint and remove, at pleasure, all officers, committees, agents, and employees of the Association, prescribe their duties, fix their compensation, and require from them, if advisable, security for faithful service.
- (c) To have the custody and control of the funds of the Association, and to designate persons to sign all orders upon said funds.
- (d) To keep a complete record of all of its acts of the proceedings of its meetings, and to present a full statement at the regular annual meetings of the members, showing in detail the condition of the affairs of the Association.
- (e) To appoint all necessary standing committees, execute necessary contracts or agreements, conduct necessary negotiations, and do every other act or thing necessary to effectuate the purposes of the Association in connection with its business and affairs, and to incur indebtedness with respect thereto.
- (f) To fix the amount of dues or assessments required from each member for the defraying of- the proper expenses of the Association in connection with the administration and conduct of its business and affairs, and to prescribe the manner of payment thereof by each member, said dues to be equitably apportioned among the members.

The Board shall not authorize any pyrotechnic displays unless 75% of the Directors entitled to vote present approve such displays. Product demonstrations conducted by Voting and Non-Voting Members at the Association's Annual Meeting are excluded from this approval

requirement. Such displays and demonstrations must comply with the Association's written policy on pyrotechnic displays and product evaluations.

The Board of Directors shall not have the power to interfere with, in any manner, or to regulate, the business and operation of the business of the members, except as expressly authorized by these Bylaws and the articles of incorporation.

Section 3.10 Quorum and Manner of Acting. A majority of all of the Directors in office and entitled to vote shall be required to constitute a quorum for the transaction of business at a meeting, and the act of a majority of the voting Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. The President shall abstain from voting on any resolution introduced before the Board, except that when the vote on said resolution results in a tie, the President shall then cast his or her vote to resolve the tie. Directors may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and such, participation in a meeting shall constitute presence in person at the meeting.

Section 3.11 Consents. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all Directors or committee members, as the case may be, having the right to vote thereon consent to such action in writing, or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board of Directors or committee.

Section 3.12 Meetings.

(A) Place of Meetings. The Board of Directors may hold its meetings, have one or more offices, and keep the books and records of the Association at such places within or without the State of Delaware as the Board of Directors may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

(B) Regular Meetings. The Board shall meet at least three times per year, including without limitation during the annual meeting of the Association.

(C) Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon the written request of a majority of the Directors.

(D) Notice. Notice of each regular meeting of the Board of Directors shall be mailed, faxed or emailed to each Director at his or her address in the records of the Association at least ten days before the date on which the meeting is to be held. Notice of each special meeting of the Board shall be similarly dispatched at least three days prior to the meeting. Every such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise required by these Bylaws or

by statute. Notice of any meeting of the Board of Directors need not be given to any Director however if waived by such Director, whether waived before or after such meeting is held, or whether or not the Director shall be present at the meeting.

(E) Leadership and Attendance. At each meeting of the Board of Directors, the President, or in the President's absence the Vice-President, shall act as chairman. The Secretary, or in the Secretary's absence, any person appointed by the chairman, shall act as secretary of the meeting.

Section 3.13 Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal, or otherwise shall be filled by the Board (at all times maintaining the Board composition described in Section 3.2) and the person so chosen shall serve until the next annual meeting of the members of the Association, at which time a qualifying Representative shall be elected pursuant to Section 3.5 to serve out the unexpired term of the Elected Director whose place he or she shall have been chosen to take. Any vacancy in the Appointed Directors may (but is not required to) be filled by the Board and the person so chosen shall serve out the unexpired term the Appointed Director whose place he or she shall have been chosen to take.

Section 3.14 Removal of Directors.

(A) By Members. In the event that one-third or more of the Voting Members shall file a written request with the Board of Directors for the removal of any Director (whether Elected, Appointed, Ex-Officio) or Emeritus Director, a special meeting of the Voting Members shall be called within ten days after the filing of said request for the purpose of considering the same. At such special meeting, the Director against whom such request is directed shall be given an opportunity to be heard as shall the Voting Members making such request and thereupon a secret ballot shall be taken; and if, by two-thirds or more of the votes of the Voting Members at said meeting, such ballot shall be cast in favor of said removal, that Director shall thereby be removed from the office of Director and such office shall be deemed vacant and shall be filled as provided in these Bylaws. Any Director so removed shall also be deemed to have been removed as an officer, and such officer position shall be deemed vacant and filled as provided in these Bylaws. The Board may establish such reasonable procedures for the conduct of the removal hearing as it determines appropriate. The decision of the Voting Members shall be final.

(B) By Directors. The Board of Directors, by the vote of two-thirds (2/3) of all of the Directors, may declare vacant the office of a Director for Cause. "Cause" means any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Association or the fireworks industry. Any Director so removed shall also be deemed to have been removed as an officer. Any vacancies so created shall be filled as provided in these Bylaws.

Section 3.15 Conflict of Interest. The Board shall maintain and follow a conflict of interest policy governing transactions between the Association and its directors and officers and persons associated with them.

ARTICLE IV

COMMITTEES

Section 4.1 Committees. The Association shall have the standing committees specified in these Bylaws and such other standing and ad hoc committees as the Board deems advisable in the administration and conduct of the affairs of the Association. Such committees shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by the members of committees in attending committee meetings and in performing other official duties. Except as otherwise provided in the Bylaws or in the resolution creating the applicable committee, members shall be appointed annually by the Board and the applicable committee chairpersons shall be appointed annually by the President. Persons may be reappointed to a committee for an unlimited number of terms. Notwithstanding the foregoing, only representatives of Full Members may chair committees.

With the exception of the Executive Committee, if any, persons who are not Directors are eligible to serve as committee members; provided that only committees composed entirely of Directors may exercise the authority of the Board; other committees are advisory in nature.

Any person authorized by these Bylaws to appoint the chairman and/or members of any committee may appoint himself or herself as the chairman and/or member. The chairman of each committee shall determine the date and place of all committee meetings.

Section 4.2 Limitation on Power of Committees. No committee shall have the power to:

- (a) approve the amendment of the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) recommend the sale, lease or exchange of all or substantially all of the Association's assets and property;
- (d) recommend the amendment of the Bylaws; or
- (e) recommend the dissolution of the Association.

Section 4.3 Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate past president of the Association (provided that he or she is then a Director); provided that in the event the immediate past president is not then a Director or is unable or unwilling to serve on the Executive Committee, the Board of Directors shall elect one At-Large Director to serve as an at-large member of the Executive Committee. It shall be the duty of the Executive Committee to submit to the Board of Directors a budget for the operation of the Association, recommendations with respect to assessments and membership fees, and recommendations as to nominations to the Board. The Executive Committee may also act in lieu of the Board of Directors when it is not practical to call a meeting of the Board to address the matter. The Executive Committee shall meet at such times as the President may call, or on the petition of three Executive Committee members. At least twenty-four hours' oral or written notice shall be given for a meeting of the Executive Committee. A quorum for conducting business shall

be three members of the Executive Committee. The President shall present a full report of all Executive Committee decisions to the Board at the next meeting of the Board. Minutes of meetings of the Executive Committee shall be kept and distributed to all Directors.

Section 4.4 Audit Committee. The Audit Committee shall consist of two or more Directors or Directors Emeriti knowledgeable about financial matters and appointed by the Board of Directors, none of whom shall be employed or contracted, or related to persons employed or contracted by the Association. At least twenty-four hours' oral or written notice shall be given for meetings of the Audit Committee. A quorum for conducting business at meeting of the Audit Committee shall be no fewer than two voting members. The Audit Committee shall oversee the integrity of the Association's financial statements and the Association's compliance with legal and regulatory requirements. It shall oversee the effectiveness of the Association's internal controls. It shall also make recommendations regarding the selection and compensation of the Association's auditors. At least once a year the Audit Committee shall meet with the Association's auditors without staff present.

Section 4.5 Governance Committee. The Governance Committee shall consist of 5 to 7 Directors and/or former directors appointed by the Board of Directors. It shall monitor the Association's implementation of its conflict of interest policy, including performing a review of the annual disclosure documents provided by the officers and Directors pursuant to the Association's conflict of interest policy. It shall also be responsible for assuring that the Directors have the skills and information necessary to carry out their fiduciary duty. The Governance Committee shall be responsible for planning the board training sessions. The Governance Committee shall also have authority to review ethics and misconduct complaints with respect to any Member or any applicant for membership, make preliminary determinations regarding whether a Member or applicant for membership is engaging in conduct inconsistent with the APA Code of Ethics, and make recommendations to the Board regarding final decisions on the complaints. The Governance Committee shall meet at least three times a year and may meet by conference call. At least twenty-four hours' oral or written notice shall be given for meetings of the Governance Committee.

ARTICLE V

OFFICERS

Section 5.1 Identification and Selection. The Board of Directors, no later than March 15 following the annual meeting of the members of the Association, shall choose a President, a Vice-President, a Secretary, and a Treasurer from among the At-Large and Appointed Directors. The Board may also appoint an Executive Director to serve as the primary staff person of the Association.

Section 5.2 Term of Office. With the exception of the Executive Director, who shall serve at the pleasure of the Board of Directors, the officers shall hold office for one year, unless sooner removed or resigned, or until their respective successors are elected and qualified. With the exception of the Executive Director and Treasurer, an officer may serve no more than two consecutive one year terms in the same office. Whenever any vacancy

among said officers shall occur, the Board of Directors shall fill such vacancy by electing an officer qualifying for such office as set forth in these Bylaws, at its next regular meeting or at a special meeting called for such purpose, which officer shall hold office for the remainder of the unexpired term of such office, unless sooner removed or resigned, or until the officer's successor is elected and qualified. The President may temporarily fill any vacancy in the office of Secretary or Treasurer for the time period ending on the date when the Board acts to fill the vacancy.

Section 5.3 Agents and Employees. In addition to the officers named, the Board of Directors may appoint or enter into contracts of employment with such other agents and employees, including counsel, as it may from time to time in its discretion determine, at such compensation as the Board of Directors may prescribe. Such agents shall have such powers as the Board of Directors may lawfully delegate. Such persons shall not be considered officers.

Section 5.4 President. The President shall preside at all meetings of the Board of Directors, all meetings of the members of the Association, and at all meetings of the Executive Committee. The President shall, whenever he or she shall deem it necessary, call special meetings of the members of the Association, or the Board of Directors. He or she shall sign as President all certificates of membership and all other documents requiring the signature of the chief executive officer. The President, in his or her discretion, shall appoint all committee chairpersons and committee members except as otherwise provided in these Bylaws, and may, in his or her discretion, act as chairman thereof, and he or she shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe. The President shall serve as the Corporation's Compliance Officer, as defined in the Association's Whistleblower Policy.

Section 5.5 Vice-President. The Vice-President shall perform the duties of the office of President in the absence of the President or in case of the President's inability to act, and shall have such other powers and shall perform such other duties as the Board of Directors shall, from time to time, specifically prescribe. The Vice-President shall also serve as the Secondary Compliance Officer, as defined in the Association's Whistleblower Policy.

Section 5.6 Secretary. The Secretary, with assistance from Association staff, shall keep a correct roll of the members of the Association with their post office addresses, and he or she shall take and keep, or cause to be taken and kept, correct and accurate minutes of the proceedings of all meetings of the members of the Association, the Board of Directors, and the Executive Committee, and shall have such other duties as the Board of Directors may from time to time prescribe. The Secretary's books and records shall, at all times, be accessible to inspection by the Board of Directors or Executive Committee.

Section 5.7 Treasurer. The Treasurer shall supervise the financial activities of the Association. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Association in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever

they may require it, receive an account of the financial condition of the Association, and (d) when required by the Board, an annual audit or review of the Association's books and records is performed by an auditor selected by the Board. In performing these functions, the Treasurer may rely on employees of the Association who possess special financial training and skills and whose employment responsibilities include management of the Association's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 5.8 Executive Director. The Executive Director shall be responsible for coordinating the activities of the Association. He or she shall work with the Board of Directors and its committees in representing the Association in regulatory, legislative, and public relations matters, and shall serve as the liaison for the Association with the Federal agencies regulating the fireworks industry. The Executive Director may, subject to review and approval by the President, determine which Non-Voting Members are entitled to certain benefits offered by the Association that are separately accessed by such Non-Voting Members, including but not limited to APA University. He or she shall be responsible for preparing reports on matters of interest to the fireworks industry for dissemination to the membership, and shall perform other duties as the Board of Directors may from time to time prescribe. The Executive Director shall attend all Board of Directors meetings and committee meetings, when requested to do so.

Section 5.9 Removal of Officers. Any complaint against any of the officers alleging neglect or unfaithful performance of their duties shall be made in writing signed by three (3) Voting Members and addressed to the President (excepting as to any such complaint against the President, in which event any such written complaint should be addressed to the Vice-President of the Association). The complaint shall be presented by the President (or the Vice-President as the case may be) to the Board of Directors at its next regular meeting or at a special meeting called for that purpose. The Board of Directors shall consider the complaint and may hear the officer against whom such charge is made. It may refuse the officer admission to the hearing and, if the officer be a Director, it may refuse the officer the right to vote upon the complaint. The Board of Directors may, by a two-thirds (2/3) vote, act to remove the officer. The Board may also act to remove the officer as a Director in accordance with Section 3.14(B) of these Bylaws. If the Board of Directors determines that the officer shall be removed as an officer and/or as a Director, it shall report its action to the members and may also call a special meeting of the members to determine whether the removed officer shall also be removed as a Director and/or as a member. At such meeting of the members of the Association, the Voting Members making the complaint may submit evidence and the officer against whom said complaint is made may be heard in his or her own defense. After full consideration, a vote by secret ballot shall be taken and if two-thirds or more of the votes cast by Voting Members represented in person and by proxy at said meeting shall favor sustaining the complaint, the officer complained against shall be deemed removed as a Director and/or member, as the case may be. The vacancy created by the removal of the Director shall be filled in the manner provided in Section 3.13. The provisions of this Section 5.9 shall not apply to the persons referred to in Section 5.3.

ARTICLE VI

INDEMNIFICATION

Section 6.1 Mandatory Indemnification of Directors and Officers. The Association shall indemnify, to the fullest extent now or hereafter permitted by law, each Director and/or officer (including each former Director or officer) of the Association who was or is or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that the Director or officer is or was an authorized representative of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 6.2 Mandatory Advancement of Expenses to Directors and Officers. The Association shall pay expenses (including attorneys' fees) incurred by a Director or officer of the Association referred to in Section 6.1 hereof in defending in any civil or criminal action, suit or proceeding described in Section 6.1 hereof in advance of the final disposition of such action, suit or proceeding, only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Association as provided in Section 6.4 hereof or by law.

Section 6.3 Permissive Indemnification and Advancement of Expenses. The Association may, as determined by the Board of Directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that such person is or was an authorized representative of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Association may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 6.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be

determined that such person is not entitled to be indemnified by the Association as provided in Section 6.4 hereof or by law.

Section 6.4 Scope of Indemnification. Indemnification under this Article shall not be made by the Association in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by law or where such is indemnification is otherwise not permitted by law.

Section 6.5 Miscellaneous. Each Director and officer of the Association shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of members, disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such person. Any modification of this Article shall not adversely affect any right or protection existing at the time of such modification to which any person may be entitled under this Article.

Section 6.6 Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a director, officer or employee of the Association or of any corporation controlled by the Association, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Association or by any corporation controlled by the Association, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Association. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Association, and shall not include agents of the Association unless indemnification thereof is expressly approved by the Board of Directors.

Section 6.7 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under this Article VI shall be made only as authorized in the specific case upon a determination that indemnification of the present or former Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 145 of the Delaware General Corporation Law. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of Directors who were not party to the action or proceeding, even though less than a quorum;
- (b) by a committee of such Directors designated by majority vote of such Directors, even though less than a quorum; or
- (c) by independent legal counsel in a written opinion.

ARTICLE VII

AMENDMENTS

Section 7.1 By Directors. As provided in the Association's Articles of Incorporation, the Board of Directors shall have the power to amend these Bylaws at any regular or special meeting of the Board of Directors. The Board of Directors shall promptly notify the members of all changes to these Bylaws.

Section 7.2 By Members. Any Voting Member of its own volition, or at the written request of three Non-Voting Members, may, not less than thirty days prior to the date of any meeting of the Board of Directors, file with the President or the Secretary written proposed changes to the Bylaws of the Association. The Secretary shall, at least two weeks prior to the next meeting of the Board send a notice of such proposed changes in the Bylaws to each Director, with information that the same will be acted upon at such meeting, and stating the place and time of such meeting. The Board of Directors may approve, disapprove or modify the proposed amendment by the affirmative vote of a majority of the voting Directors present. Alternatively, the Board of Directors may refer the proposed amendment to the Voting Members for approval or disapproval at the next meeting of the members.

As amended and approved by the Board of Directors on February 17, 2004.

Approved by the APA General membership October 2, 2004.

As amended and restated at the APA General membership meeting September 20, 2008.

As amended and restated by the Board of Directors on October 2, 2012.

As amended and restated by the Board of Directors on October 10, 2014.

As amended and restated by the Board of Directors on September 23, 2016

As amended by the Board of Directors on December 12, 2017

As amended and restated by the Board of Directors on February 11, 2022

As amended and restated by the Board of Directors on February 23, 2024



Board of Directors 2023-24

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