

ISACA SAN FRANCISCO CHAPTER, LLC

BYLAWS

(As Amended May 19, 2015)

**ISACA SAN FRANCISCO CHAPTER, LLC  
BYLAWS**

1 ARTICLE I: GENERAL PROVISIONS

2  
3 Section 1.01: Name

4  
5 The name of this organization shall be ISACA San Francisco Chapter, LLC (herein referred to as  
6 the "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association,  
7 Inc. (ISACA), herein referred to as the "Association". The Chapter, apart from its innate affiliation  
8 with the international Association, is an independent entity from any other association,  
9 enterprise, or entity.

10  
11 Section 1.02: Principal Office

12  
13 The principal office and meeting place of the Chapter shall be located at such place as the  
14 Chapter Board shall determine. The Chapter Board is granted full power and authority to change  
15 said meeting place from one location to another.

16  
17 Section 1.03: Purpose and Objectives

18  
19 This organization is an affiliated chapter of the Association. Its purpose is the same as that of the  
20 Association, namely: to promote the education of individuals for the improvement and  
21 development of their capabilities relating to the auditing of, management consulting in, or direct  
22 management of the fields of Information Technology (IT) governance and Information Systems  
23 (IS) audit, control, and assurance, pursuant to Section 501(c)(6) of the Internal Revenue Code of  
24 1986, as amended, and in accordance with California law.

25  
26 More specifically, the objectives of the association, and of this Chapter, are:

- 27  
28 (a) to promote the education of and help expand the knowledge and skills of its members in  
29 the interrelated fields of IT governance and IS audit, security, control and assurance;  
30  
31 (b) to encourage an open exchange of IT Governance and IS audit, security, control and  
32 assurance techniques, approaches, and problem solving by its members;  
33  
34 (c) to promote adequate communication to keep members abreast of current events in IT  
35 Governance and IS audit, security, control and assurance that can be beneficial to them  
36 and their employers;  
37  
38 (d) to communicate to management, auditors, universities and IS professionals the  
39 importance of establishing controls necessary to ensure proper IT governance and the  
40 effective organization and utilization of IT resources; and  
41  
42 (e) to promote the Association's professional certifications.

43  
44  
45 ARTICLE II: MEMBERSHIP AND DUES

46  
47 Section 2.01: Classifications and Qualifications

48  
49 Membership in the Association is a requirement for membership in the Chapter. Therefore,  
50 upon joining the Chapter, a person must also join the Association, with accompanying rights and  
51 responsibilities.

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- 53 (a) Member - any person interested in the purpose and objectives of the Chapter as stated  
54 in Article I shall be eligible for membership in the Chapter and the Association, subject to  
55 rules established by the Association Board. Members shall be entitled to vote and hold  
56 office.  
57
- 58 (b) Retired Member - any member who presents proof of retirement status, subject to rules  
59 established by the Association Board. Retired members shall be entitled to vote and  
60 hold office at the Chapter level.  
61
- 62 (c) Student Member - full-time student currently enrolled in a degree program of an  
63 accredited college or university, subject to rules established by the Association Board.  
64 Student members shall be entitled to vote and hold office at the Chapter level.  
65  
66

67 Section 2.02: Admission  
68

- 69 (a) Potential members shall:  
70 1. Meet the requirements of membership as outlined in Article II, Section 2.01.  
71 2. Complete an Association membership application form.  
72 3. Pay required dues to the Chapter and the Association.  
73 4. Follow the Code of Professional Ethics of the Association  
74
- 75 (b) Membership in the Association shall be conferred upon an individual when the  
76 Association has received the required Association dues for that individual.  
77  
78

79 Section 2.03: Dues  
80

- 81 (a) Chapter dues shall be payable on or before January 1 of each year, in an amount  
82 determined by the Chapter Board, plus Association dues.  
83
- 84 (b) A member whose dues are in arrears for more than 60 days shall no longer be deemed  
85 a member.  
86
- 87 (c) A member shall forfeit membership if dues have not been paid to the Association and to  
88 the Chapter as required.  
89
- 90 (d) Resignation - any member who resigns shall not be entitled to a refund of his/her annual  
91 membership dues.  
92  
93

94 Section 2.04: Chapter Area  
95

96 The specific geographical areas served by the San Francisco Chapter are the California Counties  
97 of San Francisco, San Mateo, Alameda, Marin, Sonoma, Solano, and Contra Costa. In addition,  
98 Members-At-Large or prospective members who live or work outside of these counties may join  
99 this Chapter, if not contrary to the Association bylaws.  
100  
101  
102  
103  
104

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105 ARTICLE III: MEETINGS

106

107 Section 3.01: Annual General Meeting (AGM)

108

109 (a) Purpose

110

111 An Annual General Meeting of the Chapter shall be held in June or July for the purpose of  
112 announcing the results of the election of officers and directors for the ensuing term,  
113 receiving reports from current and retiring officers and committees, and for any other  
114 business as may properly come before such meetings. The date and location of the  
115 annual general meeting shall be determined by the Chapter Board.

116

117 (b) Notification of Meeting

118

119 Written notification shall be sent to all members at least 30 days in advance of the Annual  
120 General Meeting. The notification should include the date, time and location of the Annual  
121 General Meeting, including the general nature of the business to be transacted. No failure  
122 in delivery of such notices shall invalidate the meeting or any action taken thereat.

123

124 Section 3.02 Regular Membership Meetings and Education Events

125

126 The regular meetings of the Chapter shall be held at least quarterly, at such time and place as the  
127 Chapter Board shall determine, unless otherwise ordered by the Chapter Board.

128

129 Section 3.03 Special Membership Meetings

130

131 (a) Special Meetings

132

133 Special Meetings to transact Chapter business may be called by the President, the  
134 Chapter Board, or the President of the Association.

135

136 (b) Time and Place

137

138 The Special Meetings shall be held at a time and place determined by the Chapter Board.  
139 Special Meetings shall be scheduled to coincide with regular monthly education events  
140 when appropriate.

141

142 (c) Notification of Meeting

143

144 All members shall be sent written notification of business to be transacted, and the date  
145 and location of each Special Meeting at least 10 days in advance of the date selected (30  
146 days in advance when changes to the Chapter Bylaws are to be approved). Such  
147 notification may be sent by postal or electronic mail. No failure in delivery of such notices  
148 shall invalidate the meeting or any action taken or proceedings thereat.

149

150

151 Section 3.04 Quorum and Voting

152

153 Thirty members shall constitute a quorum and all members present in person shall be eligible to  
154 vote at any meeting of the Chapter.

155

156 Voting shall be by ballot unless waived by the majority of the members present.

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157  
158 All business coming before the members at meetings of the Chapter shall be approved by a  
159 majority vote of those present in person or by written ballot unless otherwise required by these  
160 bylaws.

161  
162 **ARTICLE IV: CHAPTER BOARD**

163  
164 **Section 4.01: Number and Composition of the Chapter Board**

165 The Chapter Board shall consist of:

- 166  
167  
168 (a) The five elected officers of the Chapter (see ARTICLE V, Section 5.01)  
169  
170 (b) Seven elected Directors  
171  
172 (c) The immediate Past President of this Chapter (If the immediate Past President is unable to  
173 serve, the Chapter Board may appoint the next immediate Past President who is willing to  
174 serve).

175  
176 **Section 4.02: Elections**

- 177  
178 (a) The election of Officers and Directors shall be in accordance with Article VI.  
179  
180 (b) Chapter Officers and Directors shall be eligible for re-election. No member of the Chapter  
181 Board shall be eligible to serve more than two consecutive terms in the same office.  
182

183 **Section 4.03: Term of Office**

- 184  
185 (a) Elected Officers, except the immediate Past President, shall be elected for a term of one  
186 year, or until their successors are elected and assume office, or until they resign or are  
187 removed from office.  
188  
189 (b) Elected Directors shall be elected for a term of two years, or until their successors are  
elected and assume office, or until they resign or are removed from office.  
190  
191 (c) Officers and Directors shall take office at the conclusion of the Annual General Meeting  
following election.  
192

193 **Section 4.04: Duties and Responsibilities**

- 194  
195 (a) The Chapter Board shall be the governing body of this Chapter and its action shall be final,  
196 unless otherwise specifically provided by these bylaws or those of the Association.  
197  
198 (b) The Chapter Board shall provide for an independent audit of the financial affairs of the  
199 Chapter, annually, and at such other times as it may deem advisable.  
200

201 **Section 4.05: Meetings of the Chapter Board**

- 202  
203 (a) The Chapter Board shall hold at least four meetings annually at such time and place as it  
204 may elect. Board meetings may be held by conference telephone call. At such meetings,  
205 a quorum must be present to conduct business coming before the Chapter Board. To

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206 constitute a quorum, a majority of the total membership of the Chapter Board then in office  
207 must be present in person or on the conference telephone call.

208  
209 All business coming before the Board for approval shall be approved by a majority of those  
210 present unless otherwise required by the bylaws.

211  
212 (b) At all meetings of the Chapter Board, the President, if present, shall act as Chairperson.  
213 In the absence of the President, the First Vice President shall act as the Chairperson. In  
214 the absence of the President and the First Vice President, the Secretary shall call the  
215 meeting to order and preside over the election of a temporary presiding officer. The  
216 members of the Board, who are present shall by majority vote choose one among them to  
217 act as Chairperson for that meeting.

218  
219 (c) Notice of meetings of the Chapter Board shall be given to each member of the Chapter  
220 Board in advance of the meeting in writing, or as the Chapter Board may otherwise direct,  
221 but no failure in delivery of such notices shall invalidate the meeting or any action taken or  
222 proceedings thereat. Written notice may be waived by unanimous consent of the Chapter  
223 Board.

224  
225 (d) Special Chapter Board meetings may be called by the President or any three members of  
226 the Chapter Board. The President may also request an email vote by the Chapter Board  
227 on time-sensitive matters that require action before the next regular Chapter Board  
228 meeting. The email communication requesting the vote must be sent to all Chapter Board  
229 members, and the email vote shall be ratified at the next regular Chapter Board meeting.

230  
231 (e) Members of the Chapter Board may participate in a meeting through use of conference  
232 telephone or similar communications equipment, so long as all members participating in  
233 such meetings can hear one another, and a majority of the Chapter Board members agree  
234 to the meeting in advance.

235  
236 Section 4.06: Expenses

237  
238 Chapter Board members and members of the committees may receive such reimbursement for  
239 expenses as may be fixed or determined by the Chapter Board. Chapter Board members shall  
240 not be paid any compensation for their services, except in those special cases, when designated  
241 by the Chapter Board, where the Chapter Board member shall be appointed to fill a paid position.

242  
243 **ARTICLE V: OFFICERS**

244  
245 Section 5.01: Chapter Officers

246  
247 (a) Officers

248  
249 The elected Officers of the Chapter shall be the President, First Vice President, Second  
250 Vice President, Secretary, and Treasurer.

251  
252 (b) Duties

253  
254 i. President

255  
256 The President shall be the executive head of the Chapter and, when present, shall  
257 preside at all meetings of the members of the Chapter and of the Chapter Board.

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258 The President shall exercise general supervision of the affairs of the Chapter and  
259 shall be responsible for the enforcement of the bylaws and the execution of all  
260 orders and resolutions of the Chapter Board. The President shall keep the  
261 Chapter Board fully informed and shall frequently consult it concerning the  
262 business and activities of the Chapter and shall make, on behalf of the Chapter  
263 Board, an annual report to the members of the Chapter. The President shall  
264 represent the Chapter at Leadership Conference/President Council Meeting(s).  
265 The President shall maintain communications with the Association and respond to  
266 Association inquiries. The President shall be responsible for submission of the  
267 chapter annual report to the Association within 30 days after the annual meeting.  
268 The President shall have such additional duties as may be delegated by the  
269 Chapter Board.

270  
271 ii. First Vice President

272  
273 The First Vice President shall report to the President. In the absence or disability  
274 of the President, the First Vice President shall assume the duties of the President  
275 for the duration of such absence or disability.

276  
277 The First Vice President shall be responsible for the administration of assignments  
278 from the President and for such other actions as may be authorized and delegated  
279 by the Chapter Board.

280  
281 iii. Second Vice President

282  
283 The Second Vice President shall report to the President. In the absence or  
284 disability of both the President and the First Vice President, the Second Vice  
285 President shall assume the duties of the President for the duration of such  
286 absence or disability.

287  
288 The Second Vice President shall be responsible for the administration of  
289 assignments from the President and for such other actions as may be authorized  
290 and delegated by the Chapter Board.

291  
292 iv. Secretary

293  
294 The Secretary shall report to the President and shall be responsible for the legal  
295 affairs, Chapter reports, and such other duties as may be authorized and  
296 delegated by the Chapter Board. The Secretary shall ensure that the Chapter's  
297 LLC filings and renewal fee payments are kept up to date and shall advise the  
298 Chapter Board when the Chapter's insurance coverage is due for renewal

299  
300 The Secretary shall keep minutes of the proceedings at all Membership and  
301 Chapter Board meetings, and shall preserve communications pertaining to the  
302 affairs of the Chapter. The President may appoint another person to take minutes  
303 in the Secretary's absence.

304  
305 v. Treasurer

306  
307 The Treasurer shall report to the President and shall be responsible for recording  
308 the financial affairs of the Chapter, for the performance of all duties incident as to  
309 the office of Treasurer and such other duties as may be assigned by the Chapter

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310 Board. The Treasurer shall have the power to receive and to disburse such funds  
311 of the Chapter as shall be required in the conduct of its affairs and activities.

312  
313 The Treasurer shall be responsible for the preparation, after consulting with other  
314 Officers of the Chapter, of an annual budget. The budget is to be submitted to the  
315 Chapter Board for approval prior to the beginning of the fiscal year to which it is  
316 applicable. No deficit operating budget shall be approved by the Chapter Board  
317 unless the deficit is for the purpose of reducing reserves not expected to be  
318 needed in the foreseeable future.

319  
320 The books and financial records of the Chapter shall be maintained under the  
321 supervision of the Treasurer. All monies due and payable to the Chapter from any  
322 source shall be received by the Treasurer and deposited to the credit of the  
323 Chapter in banks, trust companies, and other depositories designated by the  
324 Chapter Board. The Treasurer shall be responsible for keeping proper account of  
325 all monies disbursed on behalf of the Chapter and of all records in connection  
326 therewith.

327  
328 The Treasurer may sign, unless otherwise directed by the Chapter Board, any  
329 check, draft or other order of the Chapter for the payment of money, subject to  
330 such custody arrangements as the Chapter Board may approve. The Treasurer  
331 shall be responsible for providing for the custody and safekeeping of all funds and  
332 securities of the Chapter. The Treasurer, or any member of the Chapter Board  
333 designated by the Chapter Board, shall have the right of access to these fund and  
334 securities.

335  
336 The Treasurer shall submit financial statements to the Chapter Board and to the  
337 membership in such form and frequency as the Chapter Board may direct, and to  
338 governmental agencies as required by law. The Treasurer shall submit books and  
339 records for audit when required.

340  
341 The Treasurer shall be responsible for preparing and submitting documents  
342 required by the Internal Revenue Service and the International bylaws of the  
343 Association.

344  
345 Section 5.02: Indemnification

346  
347 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or  
348 any person who may have served at its request or by its election as a director or officer of another  
349 corporation, against expenses actually and necessarily incurred by them in connection with the  
350 defense or settlement of any action, suit or proceeding in which they, or any of them, are made  
351 parties, or a party, by reason of being or having been directors or a director or officer of the  
352 Chapter or of such other corporation, except in relation to matters as to which any such director or  
353 officer or former director or officer or person shall be adjudged in such action, suit or proceeding to  
354 be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
355 agreement predicated on existence of such liability.

356  
357 The indemnification provided hereby shall not be deemed exclusive of any other rights to which  
358 anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members or  
359 disinterested directors or otherwise, both as to action in his/her official capacity and as to action in  
360 another capacity while holding such office.



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362 ARTICLE VI: ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

363

364 Section 6.01: Manner of Election

365

366 The Chapter Officers and Directors shall be elected by the membership of the Chapter (See  
367 Article VII, Sections 7.02 and 7.03). All nominees must be members.

368

369 Section 6.02: Procedure

370

371 (a) All Officers and Directors shall be elected by a plurality of the votes of the members  
372 responding to an electronic or paper ballot. Results of the election will be certified by the  
373 Election Committee to the Chapter Board and announced at the Annual Meeting.

374

375 (b) At the discretion of the Chapter Board, ballots may be sent by either postal mail, electronic  
376 mail or other electronic means. Ballots shall be sent by the Election Committee 45 days in  
377 advance of the Annual Meeting to all members and shall contain the names of all  
378 candidates for vacant Officer and Director positions. Ballots must also contain provisions  
379 for write-in votes for each vacant Officer and Director position.

380

381 (c) Only Chapter members shall be entitled to receive a mail ballot. All responses must be  
382 received by the Election Committee 15 days (or as designated by the Chapter Board) prior  
383 to the Annual Meeting in order to be counted.

384

385 (d) The Chapter Board shall determine by resolution whatever other procedures it deems  
386 necessary to conduct Chapter elections in a proper, reasonable, non-biased and accurate  
387 manner.

388

389 Section 6.03: Termination of Membership

390

391 If the membership of any elected Officer or Director in this Chapter shall for any reason terminate,  
392 their office shall automatically become vacant.

393

394 Section 6.04: Removal of an Officer or a Director

395

396 (a) The Chapter Board may declare vacant the office of any Officer or Director who has been  
397 declared of unsound mind by a final order of the court, or convicted of a felony, or who the  
398 Chapter Board determines is not adequately fulfilling his/her responsibilities.

399

400 (b) Any or all directors or officers may be removed without cause by the affirmative vote of a  
401 majority of the members entitled to vote upon the election of such director or officer under  
402 Sections 6.01 and 6.02 voting 1) at a duly held meeting at which a quorum is present, or 2)  
403 by written ballot in conformity with the California law.

404

405

406 Section 6.05: Vacancies

407

408 If the office of any elected Officer or Director shall become vacant for any cause, the Chapter  
409 Board shall appoint a person to fill the unexpired portion of his or her term. The unexpired portion  
410 served by the appointee shall not count toward the two term limit for officers and Directors.

411

412

413

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414 Section 6.06: Absence or Disability

415  
416 In the case of the absence or disability of any officer of the Chapter and of any person hereby  
417 authorized to act in his/her place during such period of absence or disability, the Board may from  
418 time to time delegate the powers and duties of that officer to any other officer or any other person  
419 it may select.

420  
421

422 **ARTICLE VII: STANDING AND OTHER COMMITTEES**

423

424 Section 7.01: Executive Committee

425

426 (a) The Executive Committee of the Chapter Board shall be composed of the President, First  
427 Vice President, Second Vice President, Secretary and Treasurer.

428

429 (b) The Executive Committee shall have the delegated power to act for the Chapter Board  
430 between meetings of the Chapter Board. Such delegated power is subject to ratification of  
431 the actions of the Executive Committee at the next Chapter Board Meeting and also  
432 subject to any limitation the Chapter Board may from time to time impose on the Executive  
433 Committee.

434

435 (c) The Executive Committee may not, at any time, take or adopt any action contrary to a  
436 previously adopted resolution of the Chapter Board without its concurrence and approval.

437

438 (d) The Executive Committee shall carry out all actions directed and all policies adopted by  
439 the Chapter Board.

440

441 (e) The Executive Committee shall keep the Chapter Board fully informed of its actions, in a  
442 timely manner.

443

444 Section 7.02: Nominating Committee

445

446 (a) The President shall appoint, subject to the approval of the Chapter Board, a Nominating  
447 Committee consisting of three Chapter members. Current Chapter Board members may  
448 serve on this committee.

449

450 (b) The Nominating Committee shall report to the Chapter Board and shall submit a written  
451 report to the Chapter Board advising them of the Committee's nominations prior to  
452 preparation of the electronic or paper ballots (See Article VI, Section 6.02). The  
453 Nominating Committee shall have sole discretion regarding the nominations except where  
454 conflicts with the bylaws occur.

455

456 (c) The Nominating Committee shall follow such procedural rules as may be promulgated by  
457 the Chapter Board from time to time provided that rules do not conflict with the bylaws nor  
458 restrict or control the Nominating Committee's discretion with regard to selecting nominees  
459 from those members eligible for nominations.

460

461 Section 7.03: Election Committee

462

463 (a) The President shall appoint, subject to the approval of the Chapter Board, an Election  
464 Committee consisting of three Chapter members.

465

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- 466 (b) The Election Committee shall be responsible for sending ballots to the Chapter  
467 Membership; for receipt and tabulation of returned ballots; and submitting a written report  
468 of the election results to the Chapter Board.  
469

470 Section 7.04: Audit Committee

471  
472 The Audit Committee will be appointed by the Chapter President and approved by the Chapter  
473 Board.  
474

- 475  
476 (a) The Audit Committee shall consist of at least two Chapter members who shall not have  
477 check signing authority or any other conflict of interest.  
478  
479 (b) The Duties of this Committee shall be to cause completion of an annual audit of the  
480 records of the Chapter and report those findings to the Chapter Board.  
481  
482 (c) The Committee will perform other duties as directed by the Chapter Board.  
483  
484

485 Section 7.05: Appointed Committees

486  
487 The President of this Chapter may appoint, with approval of the Chapter Board, such other  
488 Committees as deemed appropriate. The President and 2nd Vice President of the Chapter shall  
489 be ex-officio members of all standing committees.  
490

491 **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

492  
493 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
494 govern the Chapter in all cases to which they are applicable and in which they are not  
495 inconsistent with these bylaws and any special rules the Chapter may adopt.  
496

497 **ARTICLE IX: AMENDMENTS TO THESE BYLAWS**

498  
499 Following approval by the Chapter Board, the Chapter shall forward all bylaws amendments to  
500 the Membership Division of the Association, with changes indicated, as the Association must  
501 give approval to all bylaws amendments prior to submitting them for a vote by the Chapter  
502 membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the  
503 Chapter practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws-  
504 with the Association's bylaws and applicable country and state requirements.  
505

506 These bylaws may be amended at any Annual Membership Meeting, or any Special Membership  
507 Meeting called for this purpose, by two-thirds of the members present, provided such amendment  
508 has been adopted by two-thirds of the members of the Chapter Board then in office. Notice of  
509 such amendment must be sent with the notice of such meeting at least 30 days prior to the date of  
510 the meeting. Amendments to these bylaws shall become effective on the date the amendments  
511 are approved by the membership.  
512

513 Following approval by the membership, the Chapter shall advise the Association that the Bylaws  
514 amendments have been approved and shall send a copy of the approved bylaws to the  
515 Association.  
516  
517

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518 ARTICLE X: FINANCES

519

520 Section 10.01: Fiscal Year

521

522 The fiscal year of this Chapter shall be the calendar year, unless otherwise established by the  
523 Chapter Board.

524

525 Section 10.02: Assessments

526

527 There shall be no assessments imposed except as approved by a two-thirds vote of the total  
528 membership of the Chapter Board then in office and by a majority of the members of the Chapter  
529 voting by ballot on the question at the Annual Meeting or a Special Meeting. Assessments shall  
530 be established in U.S. dollars.

531

532 ARTICLE XI: DISSOLUTION

533

534 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote  
535 of the Chapter membership after ten (10) days notice has been mailed to each member. In the  
536 event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in  
537 writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any  
538 other Chapter or Association documents to International Headquarters. All net assets shall go  
539 to a welfare, education or civic project designated by the Chapter membership, pursuant to  
540 Section 501 (c) (6) of the US Internal Revenue Code [or the appropriate country governing  
541 code] with the approval of the Association's International President and Chief Executive Officer.

542

543