

MASSACHUSETTS RISK AND INSURANCE MANAGEMENT SOCIETY, INC.

CHAPTER CONSTITUTION AND BYLAWS

Effective: March 1, 1999

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**Massachusetts Risk and Insurance Management Society, Inc.
(MRIMS)**

CHAPTER CONSTITUTION AND BYLAWS

	TITLES	Page
ARTICLE I	Name	2
ARTICLE II	Objectives and Powers	2
ARTICLE III	Membership	2
ARTICLE IV	Dues Collection	8
ARTICLE V	RIMS Delegates	8
ARTICLE VI	Board of Directors	8
ARTICLE VII	Officers	10
ARTICLE VIII	Committees	11
ARTICLE IX	Fiscal Year	11
ARTICLE X	Parliamentary Procedure	11
ARTICLE XI	Waiver of Notice	11
ARTICLE XII	Indemnification	11
ARTICLE XIII	Amendments	12
ARTICLE XIV	Effective Dates	12

CONSTITUTION AND BYLAWS
of the
MASSACHUSETTS RISK & INSURANCE MANAGEMENT SOCIETY, INC.

ARTICLE I - NAME

The name of this organization shall be "The Massachusetts Chapter of the Risk and Insurance Management Society, Inc." (hereinafter referred to as the "Chapter"), chartered in March 1962. (The Risk and Insurance Management Society, Inc., shall hereinafter be referred to as "RIMS" or the "Society".)

ARTICLE II - OBJECTIVES AND POWERS

Section 1. Objectives. The objectives of the Chapter shall be:

- A. To promote the discipline of risk management and enhance the image of the professional risk manager.
- B. To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities.
- C. To influence legislation and regulation at the federal, state and provincial levels, for the benefit of its members.
- D. To develop and promote products and services which meet the needs of its members.
- E. To provide forums for the free exchange of ideas and viewpoints among its members.
- F. To promote a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers.
- G. To foster relationships with other professional societies and organizations in order to advance its objectives; and
- H. To abide by the Constitution and Bylaws of RIMS.

Section 2. Powers. The Chapter shall have power to engage in any legal, ethical and moral activity to further the objectives listed above in Section 1; provided, however, that the Chapter shall not have any power to incur financial or other obligations for which RIMS may be responsible without the approval of the RIMS Executive Council.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership.

- A. Class I - Corporations or Other Legal Entities (hereinafter "Member")
 1. To qualify for Class I membership in the Chapter, a Member corporation or legal entity must:
 - subscribe to the objectives of MRIMS;
 - agree to abide by MRIMS' Constitution and Bylaws and this Chapter's Constitution and Bylaws;
 - have been accepted for membership by the Chapter;
 - at all times be represented by a Deputy (subject to eligibility requirements) who is a salaried employee of the Member (or affiliated entity of the same economic family); and
 - pay Society and Chapter membership dues as fixed by the respective Boards of Directors.

A wholly-owned subsidiary of a Member that has its own risk management department and/or

individual(s) performing the risk management function solely for the subsidiary must have their own membership.

2. A Member corporation or legal entity may:

- designate two Deputies, a primary and an alternate, for their membership dues. The primary deputy is responsible for exercising the voting rights of the member organization with the alternate serving as the back up; and
- designate additional deputies for a fee set by MRIMS Board of Directors.

Nothing herein precludes any individual employed by a Class I Member from being afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiate between members and nonmembers of RIMS in the sale of products or services or for participation or attendance in any meeting or conference, except those individuals performing any of the prohibited activities enumerated below for entities outside their economic family.

3. A Deputy shall be a salaried employee of a Member company or affiliated entity of the same economic family having regular duties in risk or insurance management and/or employee benefits management, who shall have been designated by a Member to exercise the rights of that member.

A Deputy:

- a. must perform one or more of the following risk management functions for the benefit of the Member and if applicable, for an affiliated entity of the same economic family:
 - risk administration;
 - risk assessment;
 - loss control;
 - risk financing; or
 - funding/selection/administration relative to property/casualty or employee benefits programs.
- b. must not engage in any of the following prohibited activities for any nonaffiliated entities:
 - underwriting of insurance;
 - selling or brokering of insurance;
 - regulating of insurance;
 - rating of insurance;
 - actuarial services relating to insurance;
 - investigation and/or settlement of losses;
 - providing risk management or employee benefits-related services, including but not limited to risk management consulting, rehabilitation, mediation, environmental services, disaster recovery, etc.;
 - providing legal services; or
 - executive recruitment and/or personnel recruitment.
- c. may vote, hold office and chair or serve on a committee.

B. Class II - Honorary Members

An Honorary Membership may be conferred only by the Board of Directors of RIMS on a person deemed worthy of such a distinguished honor. An affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is needed to confer an Honorary Membership.

A Nominee for Honorary Membership:

- must have served as an officer or director of RIMS and have made outstanding contributions to the advancement of RIMS, or if not eligible to be a deputy member of

RIMS, must have made contributions to risk management/benefits and/or the insurance industry which are considered to be unusually outstanding as determined by RIMS Executive Council;

- must not be a deputy member at the time of nomination; and
- must be nominated by at least five deputy members in a written statement addressed to the President of RIMS, signed by each, specifying the grounds upon which the nomination is made and documenting the contributions of the nominee to RIMS and risk management.

RIMS Executive Council shall evaluate each nomination to see that it meets the criteria listed herein and if it does, shall present the nomination to RIMS Board of Directors for its consideration. If the nomination does not meet the criteria, RIMS Executive Council shall return it to the deputy members with an explanation as to why it was not forwarded to RIMS Board of Directors.

Election to such membership shall be conducted by mail ballot which, together with supporting data, shall be forwarded to each member of RIMS Board of Directors. Ballots shall be returned to the Vice President & Secretary of RIMS at the RIMS principal office.

Honorary Members:

- pay no dues;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- are not required to be a member of a chapter.

An Honorary Membership shall be conferred on an individual for the duration of that person's life.

The Chapter may grant a Chapter Honorary Membership as it deems appropriate, pursuant to the above criteria. The Chapter Honorary Membership will be recognized by the Chapter only and does not entitle the honoree to the benefits associated with membership in RIMS.

C. Class III - Educational Member

An Educational Membership may be conferred by an affirmative vote of at least two-thirds (2/3) of the entire RIMS Executive Council. This membership shall be carried with the faculty member from educational institution to educational institution, so long as the educational institution offers courses in risk management, insurance or benefits.

A Nominee for Educational Membership:

- must be a faculty member teaching risk management, insurance or benefits courses or chairing a department which offers risk management, insurance or benefits courses;
- must participate in activities of RIMS; and
- must be nominated by at least five deputy members in a written statement addressed to the President of RIMS, at the RIMS principal office, signed by each, specifying the grounds upon which the nomination is made, including documentation of the nominees participation with RIMS and a curriculum vitae/resume.

An Educational Membership shall not be affected if the educational member engages in other employment, even if in that other position the educational member would not be eligible to be a deputy member of RIMS, so long as education remains the member's

primary focus.

Election to such membership may be conducted by mail ballot which, together with supporting data, shall be forwarded to each member of RIMS Executive Council. Ballots shall be returned to the Vice President & Secretary of RIMS.

Educational Members:

- pay no dues;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- must re-qualify for such membership every five (5) years and if their teaching assignments or activities within RIMS change, such membership may be subject to termination.

The Chapter may grant a Chapter Educational Membership as it deems appropriate, pursuant to the above criteria. The Chapter Educational Membership will be recognized by the Chapter only and does not entitle the Educational Member to the benefits associated with membership in RIMS.

D. Class IV - Student Member

A Student Membership may be granted to a full-time student enrolled in at least twelve (12) credit hours per term in a college or university. Student Members should be affiliated with a local RIMS Chapter, to the extent possible given the student's location relative to the Chapter area.

Student Members:

- may not vote;
- may not hold office;
- may join committee activities at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Student Membership as it deems appropriate, pursuant to the above criteria. The Chapter Student Membership will be recognized by the Chapter only and does not entitle the Student Member to the benefits associated with membership in RIMS.

E. Class V - Affiliate Member

An Affiliate Membership may be granted to a current Deputy upon that Deputy's separation from his/her current place of employment. Upon acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the prohibited activities listed in Section 1(A)(3)(b), such Affiliate Member status shall terminate, with no refund of any prorated dues amount.

Affiliate Members:

- may enjoy such membership for a maximum of two continuous years from the date of separation from the Member;
- may continue to serve as a local or national officer or committee member until the expiration of his/her existing term, but may not seek reelection to that office, or election to any other office, and may not be re-appointed to a committee, upon the expiration of

such existing term;

- may not vote, except as described immediately above;
- is afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- shall pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Affiliate Membership as it deems appropriate, pursuant to the above criteria. The Chapter Affiliate Membership will be recognized by the Chapter only and does not entitle the Affiliate Member to the benefits associated with membership in RIMS.

F. Class VI - Associate of the Society

An individual may be extended the opportunity to be an Associate of the Chapter if he/she can confirm their commitment to uphold and further the risk management discipline.

An Associate of the Society:

- must not be eligible to be a Deputy of a corporation or other legal entity eligible for Class I membership, as described above in Section 1(A); and
- must not be eligible to be a Deputy, as described above in Section 1(A), for a current Member.

Associates of the Chapter:

- may not vote;
- may not hold office;
- must be an Associate of a local Chapter, unless disapproved by the Chapter;
- are afforded the privileges of RIMS' membership, unless otherwise specified; and
- may act as an advisor to a committee at the discretion of the committee chair;
- pay Associate dues, which shall be fixed by MRIMS' Board of Directors.

The Chapter may grant a Chapter Associate Membership as it deems appropriate, pursuant to the above criteria. The Chapter Associate Membership will be recognized by the Chapter only and does not entitle the Associate Member to the benefits associated with membership in RIMS.

G. Emeritus Member

Emeritus membership may be bestowed by the Chapter on any former deputy who served as such for five years prior to his or her application for Emeritus classification and who has retired from the field of risk and insurance management by reason of age or physical disability and who would otherwise have been eligible to serve or continue to serve as deputy. Such Emeritus members shall pay no dues, have no vote and hold no office in the Chapter. An Emeritus Membership shall be conferred on an individual for the duration of that person's life.

The Chapter Emeritus Membership will be recognized by the Chapter only and does not entitle the Emeritus Member to the benefits associated with membership in RIMS.

H. The Chapter Secretary is empowered to: resolve cases of doubt as to eligibility; review admissions as to eligibility; refuse admission to entities or individuals whose inclusion would not be in the best interest of MRIMS; and terminate a membership by reason of ineligibility that has come about subsequent to admission. Exclusion from or termination of membership may be appealed to the Chapter's Board of Directors, who may overrule the action of Secretary by a majority vote of the entire MRIMS Board of Directors at an in-person meeting specified in Article VI, Section 8, below.

Section 2. Termination of Membership.

- A. Resignation. Any membership may be resigned by filing a written resignation with the Vice President, Secretary of RIMS and the Secretary of the Chapter. Such resignation shall not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.
- B. Suspension or Expulsion. Any Class I, Class IV, Class V, of Class VI member who fails to pay applicable dues when payable or within ninety (90) days thereof, or who becomes ineligible for membership, may be forthwith suspended by the Vice President & Secretary of RIMS, but shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied. Notice of any action taken hereunder shall be given to the president of the Chapter.
- C. Any membership may be terminated by action of the Executive Council, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and a hearing before RIMS Executive Council, if requested by the Member or individual, RIMS Executive Council by a three-fourths (3/4) vote finds the Member or individual guilty of unethical conduct or conduct prejudicial to the best interests of RIMS. Exclusion from membership may be appealed to RIMS Board of Directors, who may overrule the action of RIMS Executive Council by a majority vote of the RIMS Board of Directors at an in-Council meeting specified in Article VI, Section 7.

Section 3. Meetings of Membership.

- A. Annual Meeting. The Annual Meeting of the Chapter shall be held during the month of June, unless otherwise designated not less than forty five (45) days prior to the meeting date, at any place specified by the Chapter's Board of Directors. Notice of the Annual Meeting shall be sent to all Chapter members at least thirty (30) days in advance of the meeting. Notice of the Annual Meeting placed in the chapter newsletter shall constitute adequate notice.
- B. Special Meetings. Special Meetings of the Chapter may be called by the President of the Chapter, and shall be called upon the request of a majority of the Chapter Board of Directors or upon a written request of ten (10) percent, or not less than 5 primary deputy members, whichever is greater, of the Chapter members. Requests for special meetings shall be sent to the Chapter President. Notice of such meetings, stating the business to be transacted, shall be sent to all Chapter members at least fifteen (15) days in advance. Business not on the agenda shall not be considered, except by unanimous consent of the Chapter members present.
- C. Regular Meetings. Regular Meetings of the Chapter shall be held at such time and place as may from time to time be approved by the Chapter Board of Directors. The Chapter shall meet at least four (4) times per year with one of those being the Annual Meeting.
- D. Voting. Only one of the deputy members representing a Class I member entity shall exercise a vote at a meeting of the Chapter. Voting by proxy shall be permitted at Chapter Meetings provided a single and only a single written proxy for a member, valid only for the specified meeting and signed by an authorized Deputy Member, shall be filed ten (10) days in advance of such Meeting with the Chapter Secretary.
- E. Quorum. The Chapter Members present shall constitute a quorum at any meeting of the chapter.
- F. Minutes. The Chapter shall regularly maintain and submit to RIMS written notices of meetings, minutes of meetings and such other records and information as may be reasonably requested by RIMS. Minutes of Regular Meetings of the members are not

required unless a vote of the members is required or other official action is taken, as provided herein.

ARTICLE IV - DUES COLLECTION

Section 1. Society Dues. Class I, Class IV, and Class V and Class VI members shall pay Society dues directly to RIMS' principal office or an alternate location as indicated on the dues invoices.

Section 2. Chapter Dues. At the option of the Chapter, members and associates as applicable shall pay Chapter dues as follows:

A. directly to RIMS' principal office or alternate location, along with that Member's or Associate's society dues. RIMS shall then return to the chapter all chapter dues as soon as possible, but not later than thirty (30) days after receipt; or

B. directly to the Chapter.

ARTICLE V - RIMS DELEGATES

The Chapter's Board of Directors shall elect, at its Annual Meeting, one of its deputy members, usually someone who has previously served as Chapter President, to serve on the House of Delegates of RIMS for a two (2) year term. Said two-year term shall commence on the first (1ST) day of July. Delegates may be elected to successive terms (unless the Chapter elects to have Term limits See Article VI, Section 4.) A Delegate elected to be a RIMS' Director or RIMS' Executive Council Member shall serve as such Director or Executive Council member only and the Chapter shall designate another Delegate to complete the Delegate's unexpired Term. The Delegate shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS House of Delegates.

The Chapter Secretary shall notify RIMS at RIMS' principal office, in writing and within fifteen (15) days of election, of the Delegate elected, along with the name of the Member Company in which the RIMS Delegate is employed.

The Delegate acts as communication liaison between the chapter and the RIMS leadership, representing the chapters' concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local chapter level. It is the Delegate's responsibility to communicate the changes in the Chapter Constitution and Bylaws necessary to comply with constitutional changes in the RIMS Constitution and Bylaws.

In the event that a Delegate cannot be present at a meeting of the House of Delegates, the Chapter may designate an alternate Delegate by providing written notification of the name and address of the alternate Delegate to the Vice President and Secretary of RIMS prior to the commencement of the meeting of the House of Delegates.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers. The Chapter's Board of Directors shall elect officers of the Chapter and shall assume the general management of all affairs of the Chapter.

Section 2. Composition. The Chapter's Board shall consist of seven (7) Directors. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting or by proxy as specified by Article III, Section 3.D. Those elected shall take office on the first day of July, and shall serve until the expiration of their term of office or until their successors have been elected and qualified. All Chapter Directors shall be Deputy Members of RIMS. The Chapter President and the Chapter RIMS' Delegate to the RIMS' House of Delegates shall be members of the Chapter Board of Directors.

Section 3. Nominations. The Nominating Committee shall deliver to the Secretary of the Chapter, not

later than the forty-five days (45) days prior to the date of the Annual Meeting of the Chapter, the names of its nominees for the Board of Directors, together with a signed acceptance from each.

Nominations for the Chapter Board, other than those made by the Nominating Committee, may be made by petition signed by not less than ten (10) Members, and such petition must be presented to the Chapter Secretary at least thirty (30) days prior to the date of the Annual Meeting of the Chapter. The Chapter Secretary shall mail to the Members, not later than fifteen (15) days prior to the date of the Annual Meeting of the Chapter, a ballot for the annual election containing the names of all candidates for Directors.

Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election.

Section 4. *Term and Term Limits.* Directors shall be elected for a term of three (3) years. No Director, except Directors elected and serving as Chapter Officers, shall serve more than two (2) full, consecutive terms.

Section 5. *Resignations.* Directors may resign at any time by giving written notice to the Chapter Secretary and such resignation shall take effect at the time specified therein.

Section 6. *Removals.* A Director may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after notice in writing is given to all directors that such removal action will be considered and the reason(s) therefore.

Section 7. *Vacancies.* Vacancies on the Chapter Board shall be filled by the Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

Section 8. *Meetings.*

- A. Annual Board Meeting. The Chapter Board of Directors shall meet as soon as practicable after the Annual Meeting for the election of officers and transaction of any additional business as may properly come before the meeting.
- B. Other Meetings. Other Meetings of the Chapter Board of Directors, in person or by correspondence, may be called by the President at the President's discretion, and shall be called upon the request of members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least fifteen (15) days in advance. Balloting by mail shall be allowed for meetings by correspondence only. Mail ballots shall be returned to the Chapter Secretary by the date listed therein. Business not on the agenda of a special meeting shall not be considered.
- C. Quorum. A majority of the Chapter Board of Directors shall constitute a quorum for an in-person meeting; however, two-thirds (2/3) of the Board of Directors must cast ballots to constitute a quorum for a meeting by correspondence. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.
- D. Board Meetings. Meetings of the Chapter Board shall be held within the State of MA, or in such places as the President may, from time to time, designate.
- E. Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board.

ARTICLE VII - OFFICERS

Section 1. Officers. Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, and as many additional Vice Presidents as the Chapter's Board of Directors deems necessary.

Section 2. Election of Officers. The Officers of the Chapter shall be elected by the Board of Directors as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than forty-five (45) days prior to the date of the Annual Board Meeting, the names of its nominees for each elective office, together with a signed acceptance from each.
- B. Nominations for the Chapter Officers, other than those selected by the Nominating Committee, may be made by petition signed by not less than ten (10) Members, and such petition must be presented to the Chapter Secretary at least thirty (30) days prior to the date of the Annual Board Meeting. The petition may include a full or partial slate of officers and shall be valid if accompanied by a signed acceptance from each candidate.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall mail to the Board of Directors not later than the fifteenth (15th) day of July, a ballot for the annual election containing the names of all candidates for Officers. The return date of the voted ballot shall be on or before the date of the next meeting of the Chapter Board of Directors.

Section 3. Removal. Any officer may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Chapter Board of Directors.

Section 4. Vacancies. Vacancies in any office shall be filled by the Chapter Board of Directors upon the recommendation of the Nominating Committee for the unexpired portion of the term. The Chapter shall notify RIMS within fifteen (15) days of any vacancies filled by the Chapter Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Chapter and shall have general supervisory powers over the business affairs of the Chapter and its Officers, subject to the control of the Chapter Board of Directors. It shall be the duty of the President to preside at all meetings of the chapter membership and Chapter Board of Directors and to enforce all laws and regulations relating to the Chapter.

Section 6. Vice President. The Vice President shall, in the absence of the President, perform all the duties of the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or Chapter Board of Directors. It shall be the Vice President's further duty to counsel and assist the President in the administration of all business of the Chapter.

Section 7. Treasurer. The Treasurer shall have general supervision of financial operations of the Chapter and shall supervise the receipt, deposit and disbursement of all moneys held in the name of the Chapter. The accounts and related records of the Treasurer shall be audited, as prescribed by the Chapter Board of Directors, at least annually.

Section 8. Secretary. The Secretary shall record all official actions of the Chapter, shall issue all notices of meetings, shall keep a register of the Chapter membership and shall perform all other duties usual to the office of Secretary, and such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee. A Nominating Committee shall be appointed by the Chapter

President, with the approval of the Chapter Board of Directors, within ninety (90) days after taking office. The Nominating Committee shall consist of three (3) Members of the Chapter. The Chapter President shall appoint a Chair of the committee from the members appointed. Vacancies on the committee shall be filled by the Chapter President. The Nominating Committee shall deliver to the Chapter Secretary, per Article VI Section 3 and Article VII Section 2, the names of its nominees for Chapter Directors and each elective office, together with a signed acceptance from each nominee.

Section 2. Other committees. Special Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or the President, and the members of each committee shall be Class I Members of the Chapter. Class II, III, IV, and VI members can be appointed as advisors to a committee at the discretion of the committee Chair. The Chair of each committee shall be designated by the Board Member to whom the committee reports, subject to the approval of the President. The President, Chapter Board of Directors or Committee Chair shall appoint the members of the committee. Each member of a committee shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner discharged. Except as otherwise provided by the Chapter Board, each committee shall establish its own quorum, rules and procedures.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the 1st day of July and shall end the 30th day of June.

ARTICLE X - PARLIAMENTARY PROCEDURE

Roberta's Rules of Order shall govern matters of parliamentary procedure unless specifically modified in advance.

ARTICLE XI - WAIVER OF NOTICE

Any notice required to be given hereunder may be waived in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein. The attendance at any meeting, unless specifically noted to the contrary, shall be deemed a waiver of notice of said meeting.

ARTICLE XII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Chapter shall indemnify and defend a Director or Officer of the Chapter, and a chair of a Chapter committee (hereinafter referred to as "person"), against any and all judgements, fines and amounts paid in settlement, together with reasonable expenses including attorney's fees, actually and reasonably incurred in the defense of an action, threatened action, suit or proceeding, or any appeal therefrom, brought by a third party, if such person was acting on behalf of the Chapter for a purpose such person believed to be in the best interest of the Chapter, and if such person had no reason to believe the conduct was unlawful.

ARTICLE XIII - AMENDMENTS

Proposals to amend the Bylaws may be initiated by the Board of Directors or via written petition, by any Member in good standing, submitted to the Secretary and which has been signed by not less than ten (10) Members in good standing.

Amendments to this Constitution and Bylaws shall be made only by an affirmative vote of a majority of the full Chapter membership eligible to vote on such matters. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment is given to all members of the Chapter at least thirty (30) days prior to the Chapter meeting where the vote is to be taken or return due date of any written ballot vote.

ARTICLE XIV - EFFECTIVE DATES

This Constitution and Bylaws shall become effective on the first 1st day of March, 1999.