

**Risk and Insurance Management Society, Inc.  
(RIMS)**

**SARIMS Chapter Constitution and Bylaws**

**TITLES**

<b>ARTICLE I</b>	•	Name	2
<b>ARTICLE II</b>	•	Objectives and Powers	2
<b>ARTICLE III</b>	•	Membership	2
<b>ARTICLE IV</b>	•	Dues & Payments	7
<b>ARTICLE V</b>	•	RIMS Delegates	8
<b>ARTICLE VI</b>	•	Board of Directors	8
<b>ARTICLE VII</b>	•	Officers	10
<b>ARTICLE VIII</b>	•	Committees	11
<b>ARTICLE IX</b>	•	Financial Matters	11
<b>ARTICLE X</b>	•	Parliamentary Procedure	12
<b>ARTICLE XI</b>	•	Amendments	12
<b>ARTICLE XII</b>	•	Effective Dates	12

## CHAPTER CONSTITUTION AND BYLAWS

### ARTICLE I - NAME

The name of this organization shall be "The Southern Alberta Risk and Insurance Management Society Chapter (hereinafter referred to as "SARIMS" or the "Chapter") of the Risk and Insurance Management Society, Inc (hereinafter referred to as "RIMS" or the "Society"). SARIMS is a Society incorporated under the Societies Act (Alberta).

### 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 Board of Directors.

### ARTICLE III - MEMBERSHIP

**Section 1. Classes of Membership.**

A. Class I - Corporations or Other Legal Entities (hereinafter "Member")

1. A Member corporation or legal entity must:

- subscribe to the objectives of RIMS;
- agree to abide by RIMS' Constitution and Bylaws and this Chapter Constitution and Bylaws;
- have been accepted for membership by the Chapter, or for non-chapter membership by RIMS Director of Membership & Chapter Services (or other staff equivalent position) after taking into consideration geographic location, travel time and other extenuating circumstances;
- 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 its own membership.

2. A Member corporation or legal entity may:
  - designate two Deputies, a primary and an alternate, for its 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 RIMS Board of Directors.
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 Board of Directors;
- must not be a deputy member or an Associate 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 Board of Directors shall evaluate and consider each nomination to see that it meets the criteria listed. If the nomination does not meet the criteria, RIMS Board of Directors shall return it to the deputy members with an explanation as to why it was not accepted.

Honorary Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- 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 individual who is a faculty member teaching risk management, insurance or benefits courses or chairing a department, which offers risk management, insurance or benefits courses may be extended the opportunity to be an Educational Member. 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.

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. However, in the event the primary focus of an Educational Member is no longer education, such Educational Member status shall terminate, with no refund of any pro rated dues amount.

Educational Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- pay dues, which shall be fixed by the Board of Directors;
- 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
- 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; provided such individual is not otherwise eligible for membership in another class. 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:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- 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 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:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- 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 Chapter or Society 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;
- are 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 Member

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

An Associate Member:

- 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.

An Associate Member:

- must subscribe to the objectives of RIMS;

- must agree to abide by RIMS' Constitution and Bylaws;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- must be an Associate of a local chapter; and
- must pay dues, which shall be fixed by the Chapter's 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 of the Chapter to the benefits associated with membership in RIMS.

#### **G. Class VII – Retired Member**

A Retired Membership may be extended to an individual who was previously employed in risk management or one of its related specialties and who was previously a Class I Deputy Member or a Class VI Associate Member of RIMS prior to retirement.

A Retired Member:

- must be fully retired (i.e., does not practice or work in any capacity in the risk management field, as would make him or her eligible to be a member of RIMS in any other Class).

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

With reference to the foregoing Classes of Membership A – E, the Executive Committee of the RIMS Board of Directors 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 RIMS; and terminate a membership by reason of ineligibility that has come about subsequent to admission. Exclusion from or termination of membership may be appealed by a RIMS Director to RIMS Board of Directors, who may overrule the action of RIMS Executive Committee by a majority vote of the entire RIMS Board of Directors at an in person meeting specified in Article VI, Section 7, of RIMS Constitution and Bylaws. Nothing herein deprives a chapter of the right to refuse chapter admission to an applicant where the chapter has the discretion to do so.

### ***Section 2. Termination of Membership.***

- A. **Resignation.** Any membership may be resigned by filing a written resignation with the RIMS and RIMS shall so inform the affected 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, III, IV, V, VI VII or VIII member who fails to pay dues when payable or within ninety (90) days thereof, or who becomes ineligible for membership, may be forthwith suspended by the RIMS Director of Membership & Chapter Services, or other equivalent staff position, 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 RIMS Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and hearing before RIMS Board of Directors, if requested by the Member or individual, RIMS Board of Directors by a two-thirds (2/3) vote finds the Member or individual guilty of unethical conduct or conduct prejudicial to the best interests of RIMS.

### ***Section 3. Meetings of Membership.***

- A. Annual Meeting. The Annual Meeting of the Chapter shall be held before the end 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 or on the chapter Web site 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 application of 10 percent, or not less than 5 primary deputy members, whichever is greater, of the Chapter members. Requests or applications 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 thirty (30) days in advance. Business not on the agenda shall not be considered.
- C. Voting. Only one of the deputy members representing a Class I member entity shall exercise a vote at a meeting of the Chapter. In the event both the primary deputy and one or more alternate deputies of a Class I member are present at the meeting at which a vote is to be taken, the primary deputy shall exercise the vote on behalf of the Class I member. 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.
- D. Quorum. The quorum of a Chapter membership meeting shall be 20 % of the Voting Membership.
- E. Minutes. The Chapter shall regularly maintain written notices of meetings, minutes of meetings and such other records and information. Copies may be submitted to RIMS if requested.

#### **ARTICLE IV - DUES AND PAYMENTS**

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

**Section 2. Chapter Dues.** Dues payable by those holding membership in the Chapter shall be as fixed by the Board from time to time, and without limitation may include any amount payable to maintain membership in the Chapter.

The Board may also from time to time, by resolution passed by at least two thirds of the Directors then holding office, declare a special levy to be payable by Voting Members to the Chapter.

The Chapter shall, in such manner and at such times as the Board may prescribe, send notice of the dues and any special levy payable to the Chapter.

Dues and special levies shall be payable in such manner and at such location and time or times as specified in the notice of payment.

The Board may prorate dues payable by those admitted to membership in the Chapter during the period to which the dues relate.

The Chapter shall remit to the Society any portion of dues paid which were imposed by the Chapter to maintain membership in the Society.

Dues charged by the Chapter may vary from class to class of membership and within classes of membership.

No dues, levy or other amount paid to the Chapter shall become refundable by reason of termination of membership, and any dues, levy or other amount payable to the Chapter at the time of resignation from membership shall continue to be payable notwithstanding resignation from membership.

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 Chapter 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 first meeting after the Annual Meeting, one of its deputy members, a member of its Board of Directors, to serve on the House of Delegates of RIMS for a two (2) year term. Said two-year term shall commence immediately after appointment. Delegates may be elected to successive terms. The Delegate shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS House of Delegates.

A Delegate elected to be a RIMS Director shall serve as such Director only and the Chapter shall designate another Delegate to complete the Delegate's unexpired term.

The Chapter 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 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 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. The Chapter Directors shall receive no remuneration for acting in the capacity of Directors, but shall be entitled to reimbursement for authorized expenses incurred on behalf of the Chapter.

**Section 2. Composition.** The Chapter's Board shall consist of not less than 5 and no more than 15 Directors. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting. Those elected shall take office immediately after the Annual Meeting, and shall serve until the expiration of their term of office or until their successors have been elected and qualified or until their duties are assumed by others. All Chapter Directors shall be Deputy Members of RIMS. The Chapter President and the Chapter Delegate to the RIMS House of Delegates shall be members of the Chapter Board of Directors.

### **Section 3. Election of Directors.**

The Directors of the Chapter shall be elected by the Membership as follows:

- A. The Board may establish rules and procedures regarding nomination and election of Directors.



- B. Until other rules and procedures are struck, a list of volunteer candidates for nomination will be submitted through the President. At the discretion of the Board, a Nominating Committee may be struck for such a purpose.
- C. Additional candidates may be nominated from the floor by Class I Members as long as the candidates are willing to have their names put forward.
- D. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election.
- E. Votes for Board Directors shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken by a show of hands. The selection of Directors shall be decided by majority vote of those present at the meeting.

**Section 4. *Term Limits.*** Directors are elected for a two (2) year term.

**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 telephone, 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, should be given to all members of the Chapter Board of Directors in advance. Balloting by e-mail shall be allowed for meetings by telephone.
- C. Quorum. A majority of the Chapter Board of Directors, one of which must be the President or Vice-President, shall constitute a quorum for an in-person meeting. 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 in such places as the President may, from time to time, designate.
- E. Notice. Notices under these By-laws may be given personally, by mail, fax, email, or any other means of communication provided that such communication vehicle can effectively date-stamp transmittal or receipt dates and that a true unaltered hard copy may be produced as proof.
- F. Voting. The Board may direct that a vote by Voting Members be conducted on any matter or question to be determined by the Voting Members, including without limitation any rescission, alteration or addition to these By-laws, in which case:
  - (a) the vote shall be conducted and tabulated in such manner as the Board may prescribe;
  - (b) in case of an equality of votes, the President, or in the President's absence the Vice President, shall be entitled to a second or casting vote;
  - (c) the tabulation of votes as accepted by the Board shall be final for all purposes; and

- (d) the decision of the Voting Members as evidenced by the tabulated vote shall be deemed to be the decision of all Voting Members upon the matter in question, occurring as of the date of tabulation.

## **ARTICLE VII - OFFICERS**

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

**Section 2. Election of Officers.**

The Officers of the Chapter shall be elected by the Board of Directors as follows:

- A At the first meeting immediately after the Annual Meeting, a list of volunteer Directors for nomination to Officer positions will be submitted through the President. At the discretion of the President, a Nominating Committee may be struck for such a purpose.
- B. Additional candidates may be nominated from the floor by Directors as long as the candidates are willing to have their names put forward
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon.
- D Votes for Officer positions shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken by a show of hands. The selection of Officers shall be decided by majority vote of those present at the meeting.

**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 thirty (30) 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.

**Section 9. Other Officers.** The Board of Directors may from time to time establish any other Officer positions required for the business of the Chapter and the duties shall be prescribed by the Board. Examples of such Officer positions are Membership Director, Program Director, Legislation Director, Social Director, House Director, Privacy Director.

**Section 10. Execution of Documents.** The Board may prescribe the manner in which, and the person or persons by whom, any particular Chapter document is to be executed. Unless otherwise prescribed by the Board, documents to be executed for and on behalf of the Chapter shall be signed by either the President or Vice-President and one other Executive Officer.

**Section 11. Books and Records.** Chapter books and records may be inspected by any Voting member during regular business hours upon reasonable notice to the Treasurer. Directors shall at all times have access to Chapter books and records. Except as required in connection with the Chapter's business and affairs or as may be otherwise authorized by the Board, the Chapter's books and records shall be kept confidential.

**Section 12. Protection of Directors, Officers and Others.** Subject to the Societies Act of Alberta, every director and officer of the Chapter in exercising their power and discharging their duties shall act honestly and in good faith with a view to the best interest of the Chapter and exercise the care and diligence that a reasonable prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for loss, damage or expense happening to the Chapter through the insufficiency or deficiency of title acquired on behalf of the Chapter, or for the insufficiency or deficiency of any security in or upon which any of the money of the Chapter shall be invested, or for any loss or damage arising out of bankruptcy, insolvency, or tortuous acts of any person with whom any of the monies, securities or effects of the Chapter shall be deposited, or for any loss occasioned by any error, judgment or oversight on his or her part, or any liability created by any other director, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of their duties of office or in relation thereto.

**Section 13 Indemnification.** Each person serving as a Director or as an officer of the Chapter shall be deemed to have assumed office on condition that the person and the person's spouse, heirs, executors and administrators shall be indemnified and saved harmless from and against all liabilities, costs, charges and expenses whatsoever, including without limitation legal fees, which the person may at any time sustain or incur in or about any civil, administrative, investigative action, suit or proceeding brought, commenced or prosecuted for or in respect of any act, deed, matter or thing whatsoever made, done, permitted or omitted by the person in connection with such position or which the person may at any time sustain or incur in relation to the affairs of the Chapter, except such liabilities, costs, charges and expenses as are occasioned by the person's fraud, dishonesty or willful misconduct. The Chapter may, at the Board's discretion, place and maintain liability insurance to support or supplement the indemnity provided for. The provisions of this section shall not operate to replace, restrict, limit or in any way prejudice any right to indemnification otherwise available at law or in equity.

## **ARTICLE VIII - COMMITTEES**

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, VI, and VII 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 – FINANCIAL MATTERS**

**Section 1. Fiscal Year.** The fiscal year shall begin the first day of April and shall end the 31st day of March.

**Section 2. Cheques.** All cheques, or other orders for payment of money, and all notes or other evidences of indebtedness, issued in the name of the Chapter shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by the Board. Any one of such officers or agents may alone endorse notes and drafts for collection on the Chapter's account through its bankers, and endorse notes and cheques for deposit with to the Chapter's credit or endorse the same "for collection" or "for deposit" with the Chapter's bankers. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Chapter and the Chapter's bankers and may receive all paid cheques and vouchers and sign the bank forms or statement of balances and releases or verification slips.

**Section 3. Deposit of Securities for Safekeeping.** Securities of the Chapter shall be deposited for safekeeping with one or more depositories selected by the Board. Securities so deposited may be withdrawn only upon written order of the Chapter signed by such officer or officers, agent or agents of the Chapter and in such manner as shall be determined by the Board. Such authority may be general or confined to specific instances.

**Section 4. Borrowing.** The Board may from time to time:

- (a) borrow money on the credit of the Chapter; and
- (b) charge, mortgage, hypothecate, pledge or grant a security interest in all or any of the real or personal property of the Chapter, including without limitation book debts, rights, powers, franchises and undertakings, to secure any money borrowed, debt or other obligation or liability of the Chapter.

The Board may authorize any director, officer or employee of the Chapter or any other person to make arrangements respecting moneys' borrowed or to be borrowed as aforesaid and as to the terms and conditions of the borrowing, including without limitation security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any moneys borrowed or remaining due by the Chapter, as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Chapter.

**Section 5. Auditor.** The Chapter's books, accounts and records shall be audited at least once each fiscal year by a duly qualified accountant or two Deputy Members elected for that purpose at the annual meeting.

## **ARTICLE X - PARLIAMENTARY PROCEDURE**

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

## **ARTICLE XI - AMENDMENTS**

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. 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.

## **ARTICLE XII - EFFECTIVE DATES**

This Constitution and Bylaws shall become effective on the 9th day of June, 2006.