



BYLAWS

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ARTICLE 1. GENERAL

Section 1.1 Name

The name of this organization is the Potomac Chapter of the Risk and Insurance Management Society, Inc., hereinafter called the “Chapter.” The Chapter functions as a regional division of the Risk and Insurance Management Society, Inc., hereinafter called the “Association.”

Section 1.2 Territory and Location

The Chapter operates and serves members within the territory approved by the Association, and its Principal Office is located at such place as determined by the Chapter’s Board of Directors, hereinafter called the “**Board.**”

Section 1.3 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 the Association may be responsible without the approval of the Association Executive Council.

Section 1.4 Purposes

The purposes of the Chapter includes:

1. To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities.
2. Providing opportunities for dialogue, education, advancement, and improvement in the risk management discipline through meetings, seminars, communications, publications, and other programs and activities;
3. Articulating and advocating the interests of the risk management discipline before legislative, administrative, and judicial branches of government; and
4. Promulgating policies and conducting activities for the betterment of all those individuals or organizations involved in some aspect of the risk management discipline.
5. To influence legislation and regulation at the federal, state and provincial levels, for the benefit of its members.
6. To foster relationships with other professional societies and organizations in order to advance its objectives.
7. Further, the Chapter shall support and adhere to the objectives, code of ethics, policies and other standards established by the Association.

Section 1.5 Restrictions

All policies and activities of the Chapter must be consistent with applicable:

1. government antitrust, trade regulation or other requirements, and
2. Tax-exemption requirements, including the requirement that the Chapter organization remain non-profit and that no part of its net earnings inure to the benefit of any private individual(s).

ARTICLE 2. MEMBERSHIP

Section 2.1 Membership Eligibility

Membership in the Chapter is limited to individuals in good standing of the Association who comply with the Association's rules and regulations and who have paid membership dues to the Chapter.

Except for Professional Members, the Chapter may offer a Chapter-only membership. A Chapter-only member is not entitled to the Association's membership benefits.

Revocation or suspension of membership by the Association automatically constitutes revocation or suspension of membership in the Chapter. This section does not apply to Chapter-only members.

The Chapter may recognize only those membership classes established by the Association.

The Association sets the criteria for each membership class.

Should the Association make changes or additions to any membership class or criteria, they automatically incorporate into these Bylaws.

The Association's current membership classes and criteria appear in Section 2.2 to these Bylaws.

Section 2.2 Membership Qualifications

A person or organization that is involved in or associated with the risk management discipline is eligible for Society membership. The Society has the following member categories:

2.2.1 Organizational Membership.

An organization that employs a person with risk management responsibilities is eligible for organizational membership. For its dues, an Organizational Member may designate two Professional Members, one of whom must be the Primary Professional Member.

The Primary Professional Member exercises the Organizational Member voting rights in the Chapter.

A Secondary Professional Member may exercise the Organizational Member's voting rights only in the absence of the Primary Professional Member.

An Organizational Member may designate additional Professional Members for a fee set by the Board of Directors.

2.2.2 Professional Membership.

A person employed by or otherwise works exclusively for an Organizational Member and who provides risk management services to the Organizational Member is eligible for Professional Membership.

2.2.3 Regular Membership.

Regular voting membership in the Society is limited to Primary Professional Members who pay regular dues. A Regular Member may serve as a director and hold office.

2.2.4 Nonvoting Memberships.

The following membership classes have no vote, nor are they eligible to serve as directors or hold office, in the Society:

1. **Honorary Membership.** The Board of Directors may confer an honorary membership upon an individual according to terms specified by the Board of Directors. An Honorary Member does not pay dues.
2. **Educational Membership.** A person who is a full-time faculty member at an accredited college or university is eligible for Educational Membership.

3. **Student Membership.** A person enrolled as a full-time student at an accredited college or university and who is not eligible for membership in any other membership class is eligible for Student Membership.
4. **Associate Membership.** A person who furnishes goods or services to the risk management community and who is not eligible for Professional Membership is eligible for Associate Membership.
5. **Transitional Membership.** A Professional Member or Associate Member who separates from employment is eligible for Transitional Membership. A Transitional Membership expires after two years or when a Transitional Member accepts new employment. If a Transitional Member retains an appointment to a Society committee prior to becoming a Transitional Member, the Transitional Member may complete the remainder of the term. A Transitional Member may not stand for election as a Society officer or director, or be appointed to a Society committee.
6. **Retired Membership.** A person who was a Professional Member, Educational Member, or Associate Member and who no longer works in any capacity in the risk management field is eligible for Retired Membership. Except as provided for elsewhere in these Bylaws, a Retired Member retains all the rights and privileges of the Retired Member's membership class upon retirement. A Retired Member may decide not to join a chapter.

Section 2.3 Resignation

A member may resign by submitting a written resignation to the Chapter Secretary; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 2.4 Expulsion

A member who fails to pay applicable dues for more than sixty (60) days, or fails to meet the eligibility requirements incurs automatic expulsion, without action of the Board.

The Board may expel a member for other reasons by two-thirds (2/3) affirmative vote of the entire Board if the member is:

1. provided with advance written notice, including the reason for the proposed expulsion;
2. given an opportunity to contest the proposed expulsion in writing or in person before the Board; and
3. given final written notice of the Board's decision. Before beginning expulsion proceedings against a member, the Board shall consult with the Association to determine if another course of action is advisable.

Section 2.5 Dues

A member shall pay Association and Chapter dues.

The Association establishes the dues for each membership class.

The Board establishes Chapter membership dues for individual membership classes.

The Board shall determine whether members must pay Chapter dues to the Association's principal office, or directly to the Chapter.

A member who is more than sixty (60) days delinquent in paying membership dues forfeits all rights, privileges of membership, and is automatically expelled. The Chapter does not refund dues.

ARTICLE 3. MEMBERSHIP MEETINGS AND VOTING

Section 3.1 Annual Membership Meeting

The annual membership meeting takes place no later than the first day of December each year at a date and place determined by the Board.

In addition to other Chapter business and presentations, the election of Directors and a State of the Chapter Address by the President must be included agenda items for the Annual Membership Meeting.

Section 3.2 Regular Meetings & Events

The Chapter shall hold at least three (3) regular meetings, in addition to the Annual Membership Meeting, each year at dates and locations determined by the Board.

Regular meetings should support the mission and purpose of the Chapter as per Section 1.4.

Other than those items requiring a vote of the membership, the Secretary need not maintain detailed minutes of regular meetings.

Section 3.3 Special Meetings

Under any of the following conditions, the Chapter can call a special meeting:

1. The President calls a special meeting;
2. A majority of the Board requests a special meeting; or
3. At least ten (10) members submit a written request to the Secretary for a special meeting.

The Secretary shall provide notice of a special meeting as outlined in Section 3.4 of these Bylaws. The notice must include a description of the reason for and the agenda of business planned at the special meeting.

Section 3.4 Notice

The Secretary shall provide notice of a regular or special meeting to voting members at least ten (10) days before the meeting by postal or other delivery, facsimile, e-mail, or any other electronic means.

The Secretary shall provide notice of the Annual Membership Meeting to voting members at least thirty (30) days before the meeting by postal or other delivery, facsimile, e-mail, or any other electronic means.

Section 3.5 Voting

Professional Members, Transitional Members, and Retired Members are eligible to vote on membership matters as detailed in Section 2.2.

Voting at membership meetings may be in person or by proxy with each voting member having a single vote.

Votes by proxy require registration with the Secretary at least twenty-four (24) hours prior to the meeting.

A majority of members voting in person or by proxy where a quorum as specified in Section 3.6 is present carries an action unless specifically stated otherwise in the Bylaws.

Members may vote without a meeting on any matter presented by the Board where a quorum participates and the votes submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means.

Section 3.6 Quorum

More than ten (10) Chapter members physically present, excluding attendance by proxy, shall constitute a quorum at any meeting of the chapter.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1 General Powers

The Board shall carry out the objectives and purposes of the Chapter. To this end, the Board may exercise all powers of the Chapter. The Board is subject to the restrictions and obligations set forth in these Bylaws.

Section 4.2 Composition and Eligibility

The Board is comprised of at least the four (4) elected Officers and no more than eight (8) elected Directors.

The Officers are the President, Vice President, Secretary, and Treasurer.

The Board may appoint Additional Vice Presidents as they deem necessary but Additional Vice Presidents are not Chapter Officers and do not add to the total number of Directors indicated above.

The Immediate Past President serve as an ex-officio member of the Board with full voting rights.

Professional Members and Retired Members are eligible to stand for election as Directors or Officers.

A Professional Member who becomes a Transitional Member while serving as a Director or Officer may finish the term, but may not stand for re-election while still a Transitional Member.

Section 4.3 Nomination and Election

The Nominating Committee shall prepare and deliver a slate of Director Candidates to the Secretary no later than sixty (60) days prior to the Annual Meeting.

Candidates, other than those selected by the Nominating Committee, require nomination by written petition of at least one-fifth of the members. The petition may include a full or partial slate of Directors and shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Secretary not later than thirty (30) days prior to the date of the Annual Meeting of the Chapter.

The Secretary shall publish the names of the Director candidates to the voting members of the Chapter no later than fifteen (15) days prior to the Annual Meeting.

Election of Directors shall be by a majority vote of those voting members present at the Annual Membership meeting where a quorum is present.

Section 4.4 Terms

A Board member serves a three-year term beginning the first day of January and ending upon the expiration of the term or upon the appointment and installation of a successor.

A Director may serve successive terms.

Board member terms will be staggered to ensure continuity in the operations of the Chapter. In the event more than one-third (1/3) of the Board terms expire in the same fiscal year, The Board may collectively alter all Directors terms by two-thirds (2/3 affirmative vote of the entire Board.

Section 4.5 Removals or Resignations

4.5.1 Individual Board Members

In order to remove a Board member the following vote is required:

1. Two-thirds (2/3) of the members voting where a quorum is present, or
2. Three-quarters (3/4) of the entire Board, with the Board member proposed to be removed not voting.

A Board member proposed for removal must:

1. be provided with advance written notice, including the reason for the proposed removal;
2. have an opportunity to contest the proposed removal in writing or in person; and
3. be provided final written notice of the removal decision.

4.5.2 Entire Board

In order to remove the entire Board the following is required:

1. Notice to the Secretary with a written petition of at least one-fifth (1/5) of the members calling for a no confidence vote of the entire Board not later than thirty (30) days prior to the date of a Special Meeting called exclusively for this purpose.
2. The petition must include the reason for the proposed no confidence vote.
3. The petition must include a full or partial slate of Directors and must include a signed acceptance from each candidate.
4. Notice to the Secretary calling for a Special Meeting must also comply with the additional requirements specified in Section 3.3.
5. Two-thirds (2/3) of the entire membership voting, either by proxy or in person, at the Special Meeting where a quorum as defined in Section 3.6 must be present.

A Board member proposed for removal must:

1. have an opportunity to contest the proposed removal in writing or in person; and
2. be provided final written notice of the removal decision.

4.5.3 Resignation

A Board member may resign at any time by providing written notice to the Board.

Failure to participate in at least fifty-percent (50%) of Board meetings without prior written notice or approval of the President or Secretary will constitute a de facto resignation and does not require any further action detailed in Section 4.5.

Section 4.6 Vacancies

The Board shall fill any vacancy on the Board for the unexpired portion of the term.

Section 4.7 Meetings and Voting

4.7.1 Annual Board Meeting

The Board of Directors shall meet as soon as practicable within ninety (90) days after the Annual Meeting but no later than the thirty-first of December for the election of officers and transaction of any additional business as may properly come before the meeting.

4.7.2 Other Board Meetings

The President, at the President's discretion, or members of the Board may call other meetings of the Board.

The Board shall hold at least three (3) regular meetings, in addition to the Annual Board Meeting, each year at dates and locations determined by the Board.

Meetings via telephonically or other electronic means permitted provided each Board member has access to the technology and can discuss matters with the others.

Notice of such meetings, stating the proposed agenda, is required to all members of the Board at least fifteen (15) days in advance.

4.7.3 Board Member Voting

Whenever the Board must vote on a matter under these Bylaws or otherwise, this section will apply.

1. A majority of the Board forms a quorum.
2. A simple majority of those present and voting is required to carry a matter where a quorum is present.
3. Board members may not vote by Proxy.
4. Board members may vote without a meeting on any matter where two-thirds (2/3) of the entire Board participates and votes via writing by postal or any other electronic means.
5. An action taken by a vote without a meeting requires memorialization in the minutes of the next Board meeting describing the final vote and the action taken and authorized.
6. Where used in these Bylaws, consent means agreement of the action taken or proposed once it is memorialized in the official record of the Board and there is no affirmative vote prohibiting said action.

Section 4.8 Compensation

A Board member may not receive compensation for services but is entitled to reasonable reimbursement for expenses approved and incurred on the Chapter's behalf.

Section 4.9 Reports to the Association

The Board shall submit an Annual Report to the Association by first day of April each year, which includes a summary of all meetings and events, a statement of fiscal stability, and any other document or report required by the Association.

Further, the Board shall submit the names and contact information of all Officers and Directors to the Association Annually or immediately upon election or in accordance with Section 5.3.

Section 4.10 Contracts

The Board may authorize an Officer to enter into or execute any contract on behalf of the Chapter.

Without such authorization, no person may bind the Chapter under any contract or agreement, may pledge the Chapter's credit, or may render the Chapter liable for any purpose or amount.

Any Contract or combination of expenses to a single individual or entity in excess of five-percent of the annual revenues requires an Affirmative vote of the Board either as part of the annual budgeting process or a separate vote authorizing the expenditure.

Section 4.11 Conflict-of-Interest Policy

The Board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers, Directors, and volunteers of the Chapter.

Section 4.12 Books and Records

The Chapter shall keep books and records of its financial accounts, meeting minutes, and membership lists (with names and addresses) at its Principal Office.

The Chapter shall make those books and records available to the Association at any time provided the Association gives at two (2) business days' notice.

Section 4.13 Government Filings

The Board shall ensure the submission of all applicable governmental filings, including annual reports and tax returns, by their required deadlines.

ARTICLE 5. OFFICERS

As defined in Section 4.2 Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer.

Section 5.1 Election of Officers

The Board elects Chapter Officers as follows:

1. The Nominating Committee shall deliver to the Secretary, no later than the First day of September the names of its nominees for each elective office, together with a signed acceptance from each.
2. Only candidates placed in nomination as herein provided shall appear on the ballot for annual election.
3. The Chapter Secretary shall deliver via postal or electronic means to the Directors, a ballot for the annual election containing the names of all candidates for Officers within ten (10) days of receipt from the Nominating Committee.
4. The return date of the voted ballot shall be on or before the date of the Annual Meeting of the Board of Directors.

Section 5.2 Terms

All Officers serves a one-year term beginning on the first day of January and ending upon the expiration of the term or upon the appointment and installation of a successor.

An Officer may serve successive terms except that the President and Vice President may not serve more than three successive terms in the same office unless the Officer served a partial-year term in that office in the prior year.

Section 5.3 Removals or Resignations

The Board maintains the right to remove any officer, with or without cause following the process detailed in Section 4.5.

An Officer may resign at any time by providing written notice to the Board.

Section 5.4 Vacancies

The Board will fill vacancies in any office upon the recommendation of the Nominating Committee for the unexpired portion of the term.

The Chapter shall notify the Association within fifteen (15) days of any vacancies filled by the Board.

Section 5.5 Officers Duties

5.5.1 President

The President shall:

1. 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.
2. Preside at the annual membership meeting, all regular Chapter meetings, all special Chapter meetings, and all meetings of the Board.
3. Enforce all laws and regulations relating to the Chapter.

5.5.2 Vice President

The Vice President shall:

1. In the absence of the President, perform all the duties of the President.
2. Perform such other duties as from time to time may be assigned to the Vice President by the President or Board.
3. Counsel and assist the President in the administration of all business of the Chapter.
4. Assume the role of the President in the event of vacancy until the role is filled in accordance with Section 5.4

5.5.3 Treasurer

The Treasurer shall

1. Have general supervision of the financial operations of the Chapter.
2. Supervise the receipt, deposit and disbursement of all moneys held in the name of the Chapter.
3. Ensure the accounts and related records of the Chapter be audited, as prescribed by the Board but at least annually.

5.5.4 Secretary

The Secretary shall:

1. Record all official actions of the Chapter.
2. Issue all notices of meetings.
3. Keep a register of the Chapter membership.
4. Serve as an ex-officio to the Nominating Committee.
5. Perform all other duties usual to the office of Secretary.
6. Perform other duties as from time to time may be assigned by the President or Chapter Board of Directors.

5.5.5 Immediate Past-President

Immediate Past President shall:

1. Serve as an ex-officio member of the Board with full voting rights.
2. Serve as an ex-officio to the Nominating Committee.
3. Provide advice and leadership to the Board regarding past practices and other matters to assist the Board in governing.
4. Support the President on an as-needed basis.
5. Perform the duties of the President in the absence or disability of both the President and the Vice President.
6. Assume the role of the President in the event of vacancy of the President and the Vice President, until the role is filled in accordance with Section 5.4

ARTICLE 6. COMMITTEES

Section 6.1 Nominating Committee.

The Nominating Committee is comprised of at least three members, including any ex-officio members, all appointed by The President, with the consent of the Board.

Professional Members, Transitional Members, Retired Members, and Associates of the Chapter are eligible to serve on the Nominating Committee.

Only a Professional Member is eligible to serve as the Nominating Committee chair.

A Nominating Committee member serves a two-year term beginning on the first day of January and ending upon the expiration of the term or upon the appointment and installation of a successor.

A member may not serve successive terms unless the member completed a partial term in the prior term.

The President, with the consent of the Board of Directors, shall fill any vacancy on the Nominating Committee for the unexpired portion of the term.

The Nominating Committee shall identify and recruit eligible Board candidates, and shall present a slate of candidates to the Secretary no later than sixty (60) days prior to the Annual Meeting.

Section 6.2 Other Committees

The President, with the consent of the Board may establish other Standing Committees, as required to assist in the business of the Chapter. Standing Committees require an affirmative vote of the Board for dissolution.

The President may establish Ad Hoc Committees, as required to assist in special projects and other specific business of the Chapter. Ad Hoc Committees serve only advisory functions and dissolve upon end of the Presidents tenure.

The Board Member, to whom the committee reports and subject to the approval of the President, shall designate the Chair of each committee.

Committees can include any membership category and The President, Board 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 Board, each committee shall establish its own quorum, rules and procedures, as long they do not contradict the rules in these Bylaws governing the Board.

ARTICLE 7. DELEGATES

Section 7.1 Eligibility and Appointment

A Professional Member in good standing is eligible to serve as the Chapter's delegate to the Association's House of Delegates.

The Board appoints the delegate.

An Officer or Director may serve simultaneously as the delegate but the delegate is not required to be an Officer or Director.

Where the Delegate does not serve simultaneously as an Officer or Director they are not considered a member of the Board and do not participate in the actions of the Board detailed in ARTICLE 4.

Section 7.2 Term

Delegate terms are two years in duration, beginning on the first day of January and ending upon the expiration of the term or upon the appointment and installation of a successor.

A delegate may not serve more than two (2) successive terms unless the delegate completed a partial-term in the prior term.

Section 7.3 Duties

The delegate serves as the communication liaison between the Association and the Chapter.

The delegate shall attend the annual House of Delegates' meeting, which takes place during the Association's Annual Conference & Exhibition.

The delegate, with the consent of the Board, shall cast a ballot on all actions presented for a vote at the annual House of Delegates' meeting where the Association provided notice prior to the meeting. The delegate shall cast a ballot on all other actions presented at the annual House of Delegates' meeting without prior notice using their best discretion and in consideration of the Chapter's objectives.

Although the Board may approve funding to attend the annual House of Delegates' meeting, the delegate should not assume the availability of those funds and should have either the personal means or their organizations support to attend the meeting.

If the delegate is unable to attend the meeting, the Board may appoint a Board member to serve as an Alternate Delegate to attend.

Each fall, the delegate with the consent of the Board, shall cast a ballot for the Association's slate of Officers and Directors.

Each winter, the delegate, with the consent of the Board, shall cast a ballot for nominees to the Association's Nominating Committee.

ARTICLE 8. MERGER AND DISSOLUTION

Section 8.1 Merger with another Society Chapter

Upon a majority vote of all Chapter members eligible to vote, the Chapter may merge with another Association chapter.

The Chapter must provide Chapter members with at least thirty (30) days within which to cast their votes in accordance with Section 3.5.

Upon approval of the merger, the Chapter members will become members of the newly merged chapter.

Upon the merger, the Board shall cause:

1. The Chapter's outstanding financial obligations to be settled, and;
2. The transfer of any remaining assets to the newly merged chapter.

In no event may any assets inure to the benefit of or distributed to any member, Director, Officer, or employee of the Chapter.

Section 8.2 Dissolution of the Chapter.

Upon a majority vote of all Chapter members eligible to vote, the Chapter may dissolve.

The Chapter must provide Chapter members with at least thirty (30) days to cast their votes in accordance with Section 3.5.

Upon approval of the dissolution, the Board shall cause:

1. The Chapter's outstanding financial obligations to be settled;
2. The return of any restricted funds to the original donors; and
3. The transfer of any remaining assets to the Association.

In no event may any assets inure to the benefit of or distributed to any member, Director, Officer, or employee of the Chapter.

ARTICLE 9. FISCAL YEAR

The fiscal year of the Chapter begins on the first day of January and ends on thirty-first day of December.

ARTICLE 10. WAIVER OF NOTICE

The person or persons entitled to notice required hereunder may waive said notice in writing whether before or after the time stated therein.

The attendance at any meeting, unless specifically noted to the contrary, constitutes a waiver of notice of said meeting.

ARTICLE 11. AMENDMENTS

If the Board of Directors receives at least thirty (30) day notice of a proposed Bylaw amendment, the Board may adopt the amendment by two-thirds (2/3) affirmative vote of the entire Board.

The amendment takes effect immediately upon adoption by the Board and the Board must notify members of any amendment within thirty (30) days of such approval.

Modifications of these Bylaws to correct non-material items or to ensure these Bylaws remain consistent with changes in Association Bylaws do not require an affirmative vote of the Board nor notification to the membership.

The Chapter Membership may overturn a Bylaw amendment upon two-thirds (2/3) affirmative vote of those present at the next Annual Meeting or at a Special Meeting specifically called for such purpose.

Members may vote by a written proxy prepared by the Secretary and completed by a member to vote for Amendments to the Constitution and/or Bylaws.

ARTICLE 12. PARLIAMENTARY PROCEDURE

Except as provided for elsewhere in these Bylaws, Roberts Rules of Order govern all matters of parliamentary procedure.

ARTICLE 13. EFFECTIVE DATE.

These Bylaws are effective as of 1 November 2016.

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