



BYLAWS

PUGET SOUND CHAPTER

ASSOCIATION OF INFORMATION TECHNOLOGY PROFESSIONALS

2018 Revision



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AITP - Association of Information Technology Professionals

Puget Sound Chapter

ARTICLE I - NAME

The name of this corporation shall be:

“Association of Information Technology Professionals – Puget Sound Chapter” and is hereinafter referred to as the “Chapter”. Chapter is organized as a not-for-profit corporation under Washington law.

ARTICLE II - PURPOSES AND LIMITATIONS

Section 1 - Purposes

The purposes of this chapter shall be those purposes as set forth in the Articles of Incorporation and Bylaws of Association of Information Technology Professionals, hereinafter referred to as the “Association”, and to:

- 1.1 Cooperate with the Association in achieving the shared purposes and objectives of the Association and the Chapter.
- 1.2 Cooperate with the Association in the development of technical and educational material for the field of information technology, and the encouragement of sound, proper and ethical practices.
- 1.3 Provide the necessary organization and leadership to facilitate the exchange of information and experience among members to advance and benefit the field of information technology.
- 1.4 Encourage the advancement of the profession of information technology.
- 1.5 Organize and conduct courses of study for the information technology profession and the public in coordination with the Association.

Section 2 – Limitations & Obligations

- 2.1 All actions of this Chapter, including by its officers, directors, and agents, shall be consistent with an in furtherance of the Association’s mission and tax-exempt purposes.
- 2.2 The Chapter is a separate legal entity from the Association and as such does not have authority to bind the Association in any way and shall not represent to any third party that it has such authority. The Chapter shall not obligate or otherwise make the Association liable for any expenditures or commitments.
- 2.3 The Chapter shall not take any action (including a failure to act) that jeopardizes, or could reasonably be expected to jeopardize, the Chapter’s status as an organization recognized as exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provisions of any future United States revenue law.
- 2.4 Neither the Chapter nor the Association shall pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual member of the Chapter.

ARTICLE III - ORGANIZATION

Section 1 - Chapter Organization

- 1.1 In accordance with and subject to the terms of the Affiliation Agreement entered into by and between Chapter and the Association (the "Affiliation Agreement"), the Chapter has been granted a charter to be a chapter of Association, and shall represent the Association as the Association's affiliate for the jurisdiction of the State of Washington.

Section 2 - Chapter Requirements/Limitations

- 2.1 The Bylaws, policies, and procedures of this Chapter, as adopted and amended from time to time, shall not be in conflict with the Association's Bylaws, rules, policies and procedures relating to Chapters, as adopted by the Association Board of Directors in consultation with the Association Executive Council ("Association Chapter Policies"). To the extent there exists any conflict or inconsistency between the Association Chapter Policies and the governing documents of the Chapter, the Association Chapter Policies shall prevail.

Section 3 - Chartering and Removal of Charter

- 3.1 The charter granted by the Association to Chapter shall remain in effect unless and until revoked by the Association or surrendered by the Chapter in accordance with the terms of the Affiliation Agreement.
- 3.2 The decision to grant, suspend, or revoke a charter will be made in the sole discretion of the Association's Board of Directors. Suspension and termination of the charter will be determined in accordance with the Affiliation Agreement and other applicable policies of the Association governing chartering of Chapters.

ARTICLE IV - MEMBERSHIP

Section 1 - Chapter Membership

- 1.1 The Chapter shall have the following classes of members:
Professional Member
Associate Member
Honorary Member

The qualifications for each class of membership shall be the same as for the corresponding class of membership of the Association. All members of Chapter must be members of the Association.

- 1.2 Chapter membership dues and other assessments shall be established by the Chapter's Board of Directors. Membership dues and assessments are not refundable for any reason. Reduced Chapter membership dues may apply if determined by the Chapter Board of Directors.

Section 2 - Application for Membership

- 2.1 An application for Chapter membership must be completed through the Association's online member application process. As required by Article VI, Section 2 of these Bylaws, all applications must be accompanied by payment for both Chapter and Association Membership dues.

Section 3 - Suspension or Termination of Membership

- 3.1 The Board of Directors of the Chapter shall have the power to suspend or expel from the Chapter any member for conduct contrary to the best interests of the Chapter. Upon suspension or expulsion from membership in the Association, such member shall automatically be suspended or expelled, as applicable, from the Chapter. Suspension or expulsion shall not extinguish such member's existing

financial obligations to the Chapter or the Association, if any, as more fully described elsewhere in these Bylaws.

Section 4 - Continuing Membership

- 4.1 A Chapter member, upon transfer, promotion or retirement from active information processing activities, may continue as a member in good standing of the Chapter, subject to the terms of these Bylaws and all applicable Chapter policies and procedures, and provided that such member also remains a member of the Association.

Section 5 - Member Meetings

- 5.1 An annual business meeting of the Chapter members (the "Annual Business Meeting") for the election of officers and directors, and for the transaction of other applicable business, shall be held once each year. The Chapter shall send notice of the time and place of the annual business meeting, as determined by resolution of the Board of Directors, to each member of the Chapter at least thirty (30) days in advance of the meeting, or such longer or shorter period of time as required by applicable state law.
- 5.2 The Chapter shall hold regular meetings of the Chapter membership. The time and place of such regular meetings shall be determined by the Board of Directors of the Chapter. All members shall be notified at least five (5) days in advance as to the time, place and program for each meeting.
- 5.3 Special meetings of the members may be held at any time upon the authorization of the Board of Directors of the Chapter, the Chapter President, or by written request of twenty-five percent (25%) of the Chapter membership. Notice shall be sent to Chapter members at least two (2) days prior to the meeting.

Section 6 – Action of the Members

- 6.1 One-third (1/3) of the members of the Chapter, whether present in person or by written proxy, shall constitute a quorum at any meeting of the members.
- 6.2 Each Chapter member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
- 6.3 At any meeting of members, a member entitled to vote may vote in person or by written proxy.
- 6.4 Unless otherwise provided by these Bylaws, the Chapter's Articles of Incorporation, or applicable law, the vote of a majority of the members at a meeting at which a quorum is present shall be the act of the members.

ARTICLE V – OFFICERS

Section 1 – Designation

- 1.1 The officers of the Chapter shall be the President, Executive Vice President, Vice Presidents (as required), Secretary/Treasurer, Immediate Past President, and such other officers as the Board of Directors shall determine.

Section 2 - Duties of the President

- 2.1 The President shall be the chief executive officer of the Chapter. The President shall preside at all meetings of the members and the Board of Directors. It shall be the duty of the President to exercise general supervision over the activities and welfare of the Chapter, provided that such duty shall not relieve any

other directors of their fiduciary and other legal duties to the Chapter, and to keep in regular touch with the other members of the Chapter's Board of Directors concerning matters of policy.

- 2.2 The President shall be an *ex officio* member of all Chapter Board Committees and Advisory Committees, with the exception of the Audit Committee and the Nominating Committee.

Section 3 - Duties of the Executive Vice President

- 3.1 The Executive Vice-President shall, in the absence of, or during the incapacity of the President, as determined by the Board of Directors, perform all duties and assumes all responsibilities of the President until the Board of Directors shall revoke such authority.
- 3.2 It shall be the responsibility of the Executive Vice-President to coordinate the activities of the Chapter committees. The Executive Vice-President is a voting member of the Board of Directors.

Section 4 - Duties of the Secretary and the Treasurer

- 4.1 The Secretary shall take the minutes and record attendance of all Board of Directors meetings. All Chapter records, including archival records, except financial records, shall be under the general supervision and control of the Secretary. The Secretary shall be required to keep such records and prepare such reports as may be requested by the Board of Directors of the Chapter or the Association from time to time.
- 4.2 The Treasurer shall receive and disburse the funds of the Chapter, and shall keep and preserve proper vouchers and books of accounts. These shall be open to inspection by the Board of Directors of the Chapter and the Board of Directors of the Association and subject to audit at any time by an auditing committee duly constituted by the Board of Directors of the Chapter or the Association, as applicable, and subject to applicable state law. The Treasurer shall deposit Chapter funds in such bank accounts as may be established and approved by the Board of Directors of the Chapter and shall disburse money only to the extent and in the manner approved by the Board of Directors of the Chapter. The Treasurer shall submit a monthly financial report to the Board of Directors of the Chapter, an annual report to the Chapter membership and such reports as may be requested by the Association from time to time.

Section 5 – Duties of Immediate Past President

- 5.1 The Immediate Past President shall offer guidance to the other Board members based on his or her past experience as President and should make recommendations of potential improvements for the Chapter. The Immediate Past President shall serve as Chairperson of the Nominating Committee.

Section 6 – Election and Term of Office

- 6.1 Officers must be either “Professional Members” or “Honorary Members” of the Chapter and of the Association. No person holding Professional Membership in more than one chapter may be elected as an officer by more than one chapter concurrently. Associate Members shall not have the right to hold office in the Chapter.
- 6.2 Officers shall be elected by the Chapter membership at the Annual Business Meeting, prior to the end of the Chapter's fiscal year. Nomination of officers shall be made by a nominating committee and may be made from the floor at the Annual Business Meeting as well. A list of those persons nominated by the nominating committee shall be mailed to all members of the Chapter by the Secretary at least thirty (30) days prior to the Annual Business Meeting.
- 6.3 Officers shall serve for a term of one year and until his or her successor is elected and assumes office. Newly elected officers shall take office on the first day of the new fiscal year.
- 6.4 Officers shall be elected by a majority vote of those members present and eligible to vote at a meeting

at which a quorum is present. If a majority is not attained, the candidate with the least number of votes is eliminated from consideration and another ballot shall be taken. Elimination of candidates having the same number of votes cannot occur if it automatically leaves only one candidate for the next ballot.

Section 7 - Removal of Officers

- 7.1 Any officer may be removed, with or without cause, by the affirmative vote of two-thirds of the members entitled to vote present and voting, either in person or by proxy, at a meeting of the Chapter members at which a quorum is present, provided written notice of the meeting has been delivered to all such members not less than 2 days before the date of the meeting stating that a purpose of the meeting is to vote on removal of the named officer.
- 7.2 Any officer may also be removed with or without cause by the affirmative vote of a majority of the Chapter's Board of Directors in office, present and voting at a meeting of the Board of Directors at which a quorum is present, provided that written notice of the meeting has been delivered to all directors not less than 2 days before the date of the meeting at which such removal shall be considered, stating that a purpose of the meeting is to vote on removal of the named officer.

Section 8 – Vacancies

- 8.1 In the event of a vacancy in any Officer position of the Chapter, the Board of Directors shall appoint a replacement to fill such vacancy until the next Annual Business Meeting.

ARTICLE VI - GOVERNING BODY

The governance of this Chapter shall be vested in its Board of Directors.

Section 1 - Board of Directors

- 1.1 The Board of Directors of the Chapter shall consist of a minimum of six (6) directors, if Chapter membership is twenty five (25) people or less. One (1) additional director may be elected to the Board of Directors for each additional 25 members of the Chapter. If the size of the Board of Directors is raised due to an increase in membership size and subsequently membership drops back to twenty five (25) people or less, the Board of Directors may reduce the size of the Board accordingly; provided, that there shall be no fewer than six (6) directors, and a reduction in Board size shall not reduce any director's term. All officers of the Chapter, to the extent not already serving as directors of the Chapter, shall serve as ex officio, voting directors of the Chapter. The ex officio, voting directors shall be included to determine the total number of directors, which shall be no fewer than six (6) directors and no more than twenty five (25) directors, as determined by the Board of Directors from time to time.
- 1.2 The Board of Directors of the Chapter shall manage the affairs and assets of the Chapter. A majority of the Board members present at a duly called meeting with a quorum present shall approve all expenditures, unless the vote of a greater number is otherwise required by the Chapter's Articles of Incorporation or these Bylaws.

Section 2 - Election and Term of Office

- 2.1 Directors shall be elected by the Chapter membership at the Annual Business Meeting, prior to the end of the Chapter's fiscal year, by the Chapter membership from among the Professional, Educator, and Honorary Chapter members in good standing. Associate members of the Chapter shall not be eligible for Board service.
- 2.2 Directors shall be elected by a majority vote of those members present and eligible to vote at a meeting where a quorum is present. If a majority is not attained, the candidate with the least number of votes is eliminated from consideration and another ballot shall be taken. Elimination of candidates having the

same number of votes cannot occur if it automatically leaves only one candidate for the next ballot. Candidates shall continue to be eliminated until the number of eligible directorships have been filled.

- 2.3 Nomination of directors shall be made by a nominating committee and may also be made from the floor at the Annual Business Meeting. A list of those persons nominated by the nominating committee shall be mailed to all members of the Chapter by the Secretary at least thirty (30) days prior to the Annual Business Meeting.
- 2.4 Directors shall serve for a term of two years and until his or her successor is elected and assumes office. Newly elected directors shall take office on the first day of the Chapter's new fiscal year. To the nearest integer, half of the directors shall be elected each year.

Section 3 - Removal of Officers and Directors

- 3.1 Any director may be removed, with or without cause, by the affirmative vote of two-thirds of the members entitled to vote at a meeting at which a quorum is present, provided written notice of the meeting has been delivered to all members at least two (2) days before the date of the meeting with such notice stating that a purpose of the meeting is to vote on removal of the named director.

Section 4 - Vacancies

- 4.1 In the event of a vacancy on the Board of Directors of the Chapter the remaining members of the Board of Directors of the Chapter shall appoint a replacement to fill such vacancy until the next Annual Business Meeting.

Section 5 – Meetings

- 5.1 The Board of Directors of the Chapter shall meet a minimum of six times each year. The time, date and location of each regular meeting shall be at the discretion of the Chapter President. The Chapter President shall notify each director at least thirty (30) days in advance of each regular meeting.
- 5.2 Special meetings of the Board of Directors may be held at any time upon the request of any three directors or the Chapter President. Notice shall be sent to the Board of Directors at least two (2) days prior to the meeting, or such other period as specifically required by these Bylaws or applicable law.

Section 6 – Action of the Board

- 6.1 Two-thirds (2/3) of the members of the Board of Directors of the Chapter shall constitute a quorum at any meeting of the Board of Directors. Participation by telephone or videoconference shall be permitted to the extent permitted by applicable state law.
- 6.2 Unless otherwise provided by these Bylaws, the Chapter's Article of Incorporation, or applicable law, the vote of a majority of the Board of Directors present at a meeting at which a quorum is present, or action taken by unanimous written consent of the Board, shall be the act of the Board of Directors.

Section 7 – Conflict of Interest Policy

- 7.1 It shall be the responsibility of the Board of Directors of Chapter to adopt a conflict of interest policy for the Chapter, which policy shall be in compliance with applicable state law.

ARTICLE VII - COMMITTEES

Section 1 – Committees

The Board of Directors may establish such Committees considered necessary or desirable to assist the Board of Directors in accomplishing the Chapter's objectives. Board Committees, which shall be permitted to act on behalf of the Board of Directors to the extent permitted by applicable law, shall be comprised solely of directors. Advisory Committees may be comprised of directors and other individuals, but shall have no authority to act on behalf of the Board. The Chapter's Standing Committees are set forth below.

- 1.1 *Audit Committee*—Whose duty shall be to audit the books of the Treasurer of the Chapter at the close of the fiscal year. This committee shall be a Board Committee comprised solely of directors, and shall be appointed annually.
- 1.2 *Bylaws Committee*—Whose duty shall be to review the Bylaws of the Chapter and make such recommendations as are necessary to keep the Bylaws up to date.
- 1.3 *Nominating Committee*—Whose duty shall be, prior to the Annual Business Meeting, to prepare nominations for officers and directors and learn the availability of such nominees to serve in those positions.
- 1.4 *Membership Committee*—Whose duty shall be to promote and retain membership in the Chapter.
- 1.5 *Publicity Committee*—Whose duty shall be to make certain that all membership meetings, as well as other activities, are duly publicized and that a monthly newsletter is provided to all members.
- 1.6 *Program/Education/Arrangements Committee*—Whose duty shall be to make all arrangements for regular meetings of the Chapter and to establish educational programs for the Chapter membership as well as for individuals interested in information technology.

Section 2 - Staffing of Committees

- 2.1 Committee chairpersons, who shall be members in good standing of the Chapter, shall be appointed by the President of the Chapter or his/her designee. Committee members, who shall be members in good standing of the Chapter, shall be appointed by the committee chairperson. Committee chairpersons may be removed from their responsibilities as considered necessary by written notification of any officer of the chapter with concurrence of the President of the chapter.

Section 3 - Responsibilities of Committees

- 3.1 Goals and objectives of Board Committees and Advisory Committees shall be set annually at officer planning meetings held for that purpose at the discretion of the President of the Chapter. Specific duties and structure of each Board Committee and Advisory Committee within the Chapter are as defined in these Bylaws and other applicable governing documents of the Chapter.

Section 4 - Reporting of Committees

- 4.1 The chairperson of each Board Committee and Advisory Committee shall prepare written reports of the activities and recommendations of the respective committee, and shall present them at regular meetings of the Chapter.

Section 5 – Committee Action

- 5.1 The quorum, voting, and notice requirements applicable to the Board of Directors shall also apply to Board Committees and Advisory Committees.

ARTICLE VIII - MEETINGS

Section 1 - Annual Business

- 1.1 An Annual Chapter Business Meeting for the election of directors and for the transaction of other business concerning the affairs of the chapter shall be held once each year. The chapter shall send notice of the annual meeting to each member of the chapter at least thirty (30) days in advance of the meeting. The Annual Chapter Business meeting may be held electronically when such complies with all notification and participation provisions.

Section 2 - Board of Directors

- 2.1 The Board of Directors of the chapter shall meet a minimum of six times each year. The time, date and location of each meeting shall be at the discretion of the Chapter President. The Chapter President shall notify each Director at least thirty (30) days in advance of each meeting.

Section 3 - Regular Meetings

- 3.1 The chapter shall provide Regular Meetings of the Chapter membership. The time and place of meetings shall be determined by the Board of Directors of the Chapter. All members shall be notified, at a minimum, at least five (5) working days in advance as to the time, place and program for each meeting.

Section 4 - Special Meetings

- 4.1 Special meetings may be held at any time upon the authorization of the Board of Directors of the Chapter, Chapter President, or by written request of twenty-five percent (25%) of the Chapter membership. Notice shall be sent to Chapter members at least thirty (30) days prior to the meeting.

ARTICLE IX-- VOTING AND QUORUM

Section 1 – Voting

- 1.1 Each Chapter member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
- 1.2 At any meeting of members, a member entitled to vote may vote in person or by written proxy.
- 1.3 Unless otherwise provided by these bylaws, the act of a majority of the members present in person or by written proxy at a meeting at which a quorum is present shall be the act of the members.
- 1.4 A majority vote of the board members present at a duly called meeting with a quorum present shall approve the budget of the Chapter, the expenditure of funds of the Chapter, but never more than available funds, the assessment, if any, of dues for the Chapter, and shall be the act of the Board of Directors, unless the vote of a greater number is required by these Bylaws.

Section 2 – Quorum

- 2.1 One-third (1/3) of the members of the Chapter, whether present in person or by written proxy, shall constitute a quorum at any meeting of the members.

- 2.2 A majority of the Board of Directors of the Chapter, whether present in person or by written proxy, shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE X - OFFICIAL PUBLICATION

Section 1 – Publication

- 1.1 The Chapter web site and newsletter shall be the official publications of the Chapter.

ARTICLE XI – RECORDS

Section 1 – Records

- 1.1 The Chapter shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors of the Chapter, Board Committees and Advisory Committees, and shall keep a record of the names and addresses of the members of the Chapter.

ARTICLE XII - STANDING RULES AND OPERATING PROCEDURES

Section 1 - Establishment of Standing Rules and Operating Procedures

- 1.1 The Board of Directors of the chapter may formulate Standing Rules and Operating Procedures to supplement these Bylaws, so long as they do not conflict with these Bylaws or with Association Bylaws and Operating Procedures. Each standing rule adopted shall become an appendix to these bylaws.

Section 2 - Approval Procedures

- 2.1 Standing Rules and Operating Procedures may be adopted by a two-thirds vote of the Board of Directors of the Chapter at any Regular or Special Meeting of the Board. Notice of proposed changes shall be submitted to each member of the Board of Directors of the Chapter at least ten days prior to such regular or special meeting.

ARTICLE XIII - RULES OF ORDER

Section 1 - Robert's Rules of Order

- 1.1 Rules contained in *Robert's Rules of Order, Revised*, most current edition, shall govern meetings of the members, Chapter Board of Directors, and Board and Advisory Committees in all cases to which they are applicable, provided they do not conflict with the Bylaws, policies, or procedures of this Chapter, the Association Chapter Policies, or applicable law.

ARTICLE XIV - ACQUISITION AND MANAGEMENT OF PROPERTY AND FUNDS

Section 1 - Management of Assets/Funds

- 1.1 The Board of Directors of the Chapter shall manage and control the assets and property of the Chapter.
- 1.2 Funds may be raised by annual dues or in any other manner approved by the Board of Directors of the Chapter and not inconsistent with the Affiliation Agreement or applicable laws and regulations.

Section 2 - Dues/Payment of Dues/Delinquency/Resignation

- 2.1 Pursuant to the Affiliation Agreement and Article IV, Section 2 of these Bylaws, all assessed Chapter and Association dues for each member shall be paid by or on behalf of the member directly to the Association.

The Association will remit all Chapter dues to the Chapter.

- 2.2 The Board of Directors of the Chapter is authorized to levy and collect additional fees in connection with events and services provided to members by the Chapter.
- 2.3 All assessed Chapter and Association dues shall be payable on such dates and in such manner as may be prescribed by the Board of Directors of the Association. Members who have not paid their dues within 30 days of the applicable due date shall automatically cease to be members, and shall no longer be eligible for any membership benefits.
- 2.4 Any member may resign at any time. Resignation shall not relieve any financial obligations incurred by the member prior to such resignation, nor shall it entitle the resigning member to any refund of dues or other amounts paid to the Chapter or the Association.

Section 3 - Fiscal Year

- 3.1 The Chapter's fiscal year will coincide with the fiscal year of the Association.

Section 4 – Liabilities

- 4.1 The Board of Directors of the Chapter shall have no power to assume liabilities on behalf of the Chapter for an amount in excess of the current assets of the Chapter. The Chapter shall never pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual member, officer or director of the Chapter.

Section 5 – Finances

- 5.1 The Board of Directors may authorize any Officer or Officers, or agent or agents, of the Chapter, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.
- 5.2 All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chapter, shall be signed by such Officer or Officers, or agent or agents of the Chapter, and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the President, Secretary, or Treasurer and one other Officer or Director of the Chapter.
- 5.3 All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XV – COMPENSATION AND INUREMENT

Section 1 – Compensation and Inurement

- 1.1 The Chapter shall not pay any compensation to Directors for services rendered to the Chapter as such, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Chapter. Nothing herein shall be construed to preclude any Director from serving the Chapter in a capacity other than that of Director and receiving reasonable compensation for such service.
- 1.2 No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE XVI - RESTRICTIONS

Section 1 – Restrictions

- 1.1 This Chapter shall not discriminate on the basis of race, sex, religion, national origin, age or disability, gender identification, and shall abstain from any political or labor affiliation or endorsements for public office.

ARTICLE XVII – LIMITATION OF LIABILITY, INDEMNIFICATION, INSURANCE

Section 1 – Limitation of Liability, Indemnification, Insurance

- 1.1 The personal liability of the Officers and Directors of the Chapter is hereby eliminated to the fullest extent permitted by law. Specifically, and without limitation, a Director or Officer of the Chapter shall not be liable to the Chapter or its members for money damages for any action taken, or failure to take action, as a Director or Officer, except for liability for (i) the amount of financial benefit received by the Director or Officer to which the Director or Officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the Officer or Director in a manner outside the standards of conduct mandated for the Officer or Director by applicable law; or (iv) an intentional violation of criminal law.
- 1.2 The Chapter shall indemnify its Directors and Officers in accordance with and to the fullest extent permitted by law.
- 1.3 The Chapter, in accordance with the Affiliation Agreement, shall obtain and maintain Directors and Officers liability insurance, and such other insurance as determined by the Chapter's Board of Directors and permitted by applicable law.

ARTICLE XVIII – MERGERS, COMBINATIONS, AND TRANSFER OF ASSETS

Section 1 – Mergers, Combinations, and Transfer of Assets

- 1.1 The Chapter shall inform the Association of any intent to merge, combine, affiliate, or transfer all or substantially all of the assets of Chapter to any other entity. No merger, combination, affiliation or transfer of all or substantially all of the Chapter's assets can take effect until approved by authority of the Association's Board of Directors.
- 1.2 The entering into, creation, dissolution, or divestiture by the Chapter of any subsidiary, partnership, or limited liability company shall also require prior approval of the Association's Board of Directors.

ARTICLE XIX - BYLAWS AMENDMENTS

Section 1 – Bylaws

- 1.1 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a two-thirds (2/3) vote of the Chapter members at any meeting of the members, following approval by majority vote of the Board of Directors and provided that notice, including the text of any and all alterations, amendments, and replacement bylaws, is sent to all Chapter members at least thirty (30) days in advance of the meeting. No amendments or changes to the Certificate of Incorporation or these Bylaws can take effect until approved by authority of the Association's Board of Directors, and such requirement shall be clearly stated in any motion to alter, amend, repeal or replace the Bylaws of the Chapter.

Approved [DATE]