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2 **Bylaws of ISACA South Florida Chapter**
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5 **Effective: September 12th, 2009**
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8 **Article I. Name**
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10 The name of this non-union, non-profit organization shall be the ISACA South Florida Chapter
11 (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and
12 Control Association (ISACA), hereinafter referred to as the "Association". The Chapter, apart from
13 its innate affiliation with the international Association, is an independent entity from any other
14 association, enterprise, or entity.
15

16 **Article II. Purpose**
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18 The primary purpose of the Chapter is to promote the education of individuals for the improvement
19 and development of their capabilities relating to the auditing of and/or management consulting in
20 the field of IT governance IS audit, security and control. The objectives of the Chapter are:

- 21 • To promote the education of, and help expand the knowledge and skills of its members in the
22 interrelated fields of auditing, quality assurance, security, IS audit and control, and IT
23 governance;
- 24 • To encourage an open exchange of IT governance, IS audit and control, quality assurance,
25 and security techniques, approaches, and problem solving by its members;
- 26 • To promote adequate communication to keep members abreast of current events in IT
27 governance, IS audit and control, quality assurance, and security fields that can be of benefit
28 to them and their employers, and;
- 29 • To communicate to management, auditors, universities, and to IT governance and IS
30 professionals the importance of establishing controls necessary to ensure the effective
31 organization and utilization of IT resources.
- 32 • Promote the Association's professional certifications
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34 **Article III. Membership and Dues**
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36 **Section 1. Classifications and Qualifications**
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38 **A.** Membership in the Association is a requirement for membership in a Chapter. Therefore, upon
39 joining the Chapter, a person must also join the Association, with accompanying rights and
40 responsibilities.

- 41 • **Member** is defined as any person interested in the purpose and objectives of the Chapter as
42 stated in Article II shall be eligible for membership in the Chapter, and the Association, subject
43 to rules established by the Association Board. Members shall be entitled to vote and hold
44 office.
- 45 • **Retired Member** is defined as any member who presents proof of retirement status, subject to
46 rules established by the Association Board. Retired members shall be entitled to vote and
47 hold office at the Chapter level.
- 48 • **Student Member** is defined as a full-time student currently enrolled in a degree program of an
49 accredited college or university, subject to rules established by the Association Board. Proof

of enrollment shall be submitted annually to the Association. Student members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admissions

A. Potential members shall:

- Meet the requirements of membership as outlined in Article III, Section 1.
- Complete an Association membership application form.
- Pay required dues to the Chapter and the Association
- Follow the Code of Professional Ethics of the Association.

B. Membership in the Association shall be conferred upon an individual when the Association has received the required dues for that individual.

Section 3. Dues

A. Chapter dues shall be payable on or before January 1 of each year, in an amount determined by the Chapter Board, plus Association dues.

B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.

C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.

D. Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. Regular Meetings

A. The regular meetings of the Chapter shall be held at least four times a year, unless otherwise ordered by the Chapter Board.

B. Members shall be notified at least 10 days in advance of any regular meeting except in case of emergency. Notification may be by postal mail, by email or by telephone.

Section 2. Annual General Meeting

A. The regular meeting in the month of May shall be known as the annual general meeting and shall be for the purpose of installation of newly elected officers, receiving reports of officers and committees, and for any other business that may arise.

B. Members shall be notified within 30 days of annual general meeting.

Section 3. Special Meetings

A. Special meetings may be called by the President or by the Chapter Officers and shall be called upon written request by 10% of the chapter membership.

B. The purpose of the meeting shall be stated in the call.

C. Members shall be notified at least 10 days in advance of any special meeting except in case of emergency. Notification may be by postal mail, by email or by telephone.

D. Paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 4. Quorum

101 The quorum for any regular, annual general or special meeting shall be 30 members. In absence
102 of a quorum, the meeting will be adjourned and reconvened within 30 days. The new date and
103 time will be communicated to members.

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105 **Section 5. Action**

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107 The affirmative vote of the majority of the members present at a regular or special meeting at which
108 a quorum is present shall constitute an act of the members.

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110 **Article V. Chapter Officers**

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112 **Section 1. The President, Vice President, Secretary, Treasurer, and immediate Past President shall be**
113 **the Chapter Officers.**

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115 **Section 2. Term of Chapter Officers**

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117 **A.** The Chapter Officers, except the immediate Past President, shall be elected annually for a term of
118 two years, or until their successors are elected and assume office, or until they resign or are
119 removed from office. The term of office shall begin at the close of the annual meeting at which
120 they are elected.

121 **B.** No member shall hold more than two Chapter office(s) at a time, except for the permissible office
122 combination of President-Secretary and Vice President-Treasurer.

123 **C.** No member shall be eligible to serve more than two consecutive elected terms in the same
124 Chapter office.

125
126 **Section 3. Duties of Chapter Officers**

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128 The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter Board, or
129 the parliamentary authority adopted by the Chapter.

130
131 **A.** *The Chapter President shall:*

- 132
- 133 • Preside at all meetings of the Chapter and the Chapter Board
 - 134 • Appoint, with the approval of the Chapter Board, all committee chairpersons and committee members
 - 135 • Be an ex-officio member of all committees except the Nominating Committee
 - 136 • Chair the long range planning committee
 - 137 • Represent the Chapter at Leadership Conference/Presidents Council Meeting(s)
 - 138 • Maintain communications with the Association and respond to Association inquiries
 - 139 • Be responsible for submission of the chapter annual report and balanced scorecard to the Association within 30 days after annual general meeting
 - 140 • Supervise budgetary matters and proper internal control of finances

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142
143 **B.** *The Chapter Vice President shall:*

- 144
- 145 • Perform the duties of the President in the event of his/her absence or disability
 - 146 • Oversee chairpersons for the membership, education, certification, audit and long range planning
 - 147 • Responsible for board meeting and regular meeting logistics
 - 148 • Perform other duties as assigned by the President

149
150 **C.** *The Chapter Secretary shall:*

- 151 • Take minutes of the meetings of the Chapter Board and membership meetings and maintain
- 152 the files of previous minutes for at least three years
- 153 • Maintain accurate lists of the membership and attendance records
- 154 • Be responsible for the legal affairs, Chapter reports, and communications and correspondence
- 155 pertaining to the Chapter
- 156 • Chair the bylaws committee
- 157 • Perform other duties as assigned by the President
- 158

- 159 **D.** *The Chapter Treasurer shall:*
- 160 • Be custodian of Chapter funds
 - 161 • Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the
 - 162 Chapter membership
 - 163 • Remit dues to the Association as required
 - 164 • Submit a written report at each regular meeting
 - 165 • Submit books and records for audit
 - 166 • File any and all tax forms required
 - 167 • In accordance with the President, authorize expenditures from, or transfers of funds from/to,
 - 168 the Chapter US dollar credit account held at the Association
 - 169 • Submit annual financial statements for presentation to the membership at the annual general
 - 170 meeting, and for inclusion in the Chapter Annual Report
 - 171 • Perform other duties as assigned by the President
 - 172

- 173 **E.** *The immediate Past President of the Chapter shall:*
- 174 • Serve in an advisory capacity
 - 175 • Perform other duties as assigned by the President
 - 176

177 **Section 4. Chapter Officer Vacancies**

- 179 **A.** If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-
- 180 President.
- 181 **B.** If a vacancy should occur in any other office, except that of the Immediate Past President, the
- 182 vacancy shall be filled by Chapter Board appointment.
- 183 **C.** If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled
- 184 by routine succession.
- 185 **D.** If a Chapter officer's membership in the Association shall for any reason terminate, that individual's
- 186 position as Chapter officer shall automatically become vacant.
- 187

188 **Article VI. Chapter Directors**

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190 **Section 1. A minimum of six (6) and a maximum of twenty elective members shall be the Chapter**

191 **Directors.**

192

193 **Section 2. Term of Chapter Directors**

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- 195 **A.** The Chapter Directors shall be elected annually for a term of one year, or until their successors are
- 196 elected and assume office, or until they resign or are removed from office. The term of office shall
- 197 begin at the close of the annual meeting at which they are elected.
- 198

199 **Section 3. Duties of Chapter Directors**

200

201 The Chapter Directors shall perform the duties prescribed by these bylaws, by the Chapter Board,
202 or the parliamentary authority adopted by the Chapter. Each Chapter Director shall serve as
203 chairman of such standing or other committees as may be appointed by the responsible Chapter
204 Officer and ratified by the President and Chapter Board. The Chapter President and Chapter
205 Treasurer cannot serve as a director.
206

207 **A.** *The Director of Membership shall:*

- 208 • Maintain accurate lists of membership
- 209 • Disseminate membership lists as directed by Chapter Board, with due regard to security and
210 privacy issues
- 211 • Report on membership data from the Association
- 212 • Coordinate plans for maintaining and increasing Chapter membership
- 213 • Chair the membership committee
- 214 • Perform other duties as assigned by the President
- 215 • Reporting relationship: Secretary
216

217 **B.** *The Director of Communications shall:*

- 218 • Maintain electronic email lists of members and guests
- 219 • Forward information on events and other pertinent information to email lists
- 220 • Identify and use other means of disseminating information about events and the chapter,
221 where appropriate (example: web postings, FAX lists, etc)
- 222 • Responsible for the chapter website (webmaster)
- 223 • Chair the communications committee
- 224 • Perform other duties as assigned by the President
- 225 • Reporting relationship: President
226

227 **C.** *The Director of Certification shall:*

- 228 • Maintain resource material related to CGEIT, CISA & CISM certification
- 229 • Promote CGEIT, CISA & CISM accreditation within the Chapter membership, including exam
230 preparation sessions
- 231 • Maintain exam participation rate to sustain the local area as an exam writing site
- 232 • Report to Chapter Board on exam results
- 233 • Act as a liaison between exam participants and the Association
- 234 • Chair the certification committee
- 235 • Perform other duties as assigned by the President
- 236 • Reporting relationship: President
237

238 **D.** *The Director of IT Governance/COBIT shall:*

- 239 • Encourage Chapter membership to participate in review of Association standards and
240 guidelines
- 241 • Provide liaison with Association regarding IT governance issues and approaches to
242 dissemination
- 243 • Assist in the inclusion of IT governance presentations in the chapter education sessions
- 244 • Coordinate with outside bodies on awareness, presentations and conferences related to IT
245 governance
- 246 • Stay current with the offerings of the Association as related to COBIT
- 247 • Arrange training sessions on COBIT
- 248 • Assist in expanding awareness and use of COBIT
- 249 • Perform other duties as assigned by the President

- 250 • Reporting relationship: Vice President
251
252 **E.** *The Director of Marketing shall:*
253 • Conduct general marketing and publicity of the Chapter, CISA, CISM, COBIT and the
254 Association
255 • Responsible for the Chapter Newsletter
256 • Coordinate initiatives involving partnerships and alliances
257 • Acquire any required marketing materials from ISACA International as authorized by the Board
258 • Exercise general policy control and direction of any mail-out kits, publications, editorial or
259 advertising which the Chapter may issue, authorize or sponsor under the direction of the
260 Chapter Board
261 • Perform other duties as assigned by the President
262 • Reporting relationship: President
263
264 **F.** *The Director of Academic Relations shall:*
265 • Provide liaison with academic institutions
266 • Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA,
267 CISM, CGEIT and IT governance
268 • Coordinate scholarship initiatives approved by the Board
269 • Liaise with appropriate professors, and where appropriate take steps to establish an
270 "Academic Advocate" program in local academic institutions
271 • Perform other duties as assigned by the President
272 • Reporting relationship: Vice President
273
274 **G.** *The Director of Programming shall:*
275 • In conjunction with other board members recruit speakers for chapter activities.
276 • Coordinate logistics for all chapter events.
277 • Ensure that Chapter activities are properly communicated to the Chapter Web Master and
278 Communications director to post on the Chapter web site and other communication venues.
279 • Work with the Directors of Marketing, Corporate relations, Academic Relations, and
280 Certifications, as well as with the Treasurer to plan chapter activities and align these to budget.
281 • Chair the programming committee
282 • Chair the education committee
283 • Perform other duties as assigned by the President
284 • Reporting relationship: Vice President
285
286 **H.** *The Director of Corporate Relations shall:*
287 • Establish, nurture and maintain a healthy relationship with partners and sponsors to increase
288 the awareness of ISACA and its mission to promote the IT governance IS audit and control,
289 quality assurance, and security fields in South Florida.
290 • Work with the Directors of Programming and Marketing as well as with the Treasurer to align
291 partners and sponsors with planned Chapter activities and budget.
292 • Chair the Corporate Relations committee
293 • Perform other duties as assigned by the President
294 • Primary point of contact for all vendor solicitations and contact.
295 • Responsible for identifying and recruiting, on an ongoing basis, corporate sponsors
296 • Responsible for ensuring that the vendor requirements and needs are incorporated into event
297 planning.
298 • Perform other duties as assigned by the President

299 • Reporting relationship: President

300

301 J. *The Director of Volunteer Activities shall:*

- 302 • Establish and maintain a Chapter volunteer program.
- 303 • Coordinate the need for new volunteers to meet the needs of chapter programming and
- 304 activities.
- 305 • Work with the Directors of Programming, Membership and Certifications during the planning
- 306 process to align volunteers to planned Chapter activities and budget.
- 307 • Perform other duties as assigned by the President or Vice-President.
- 308 • Primary point of contact for all volunteer recruitment and contact.
- 309 • Responsible for establishing baseline performance/behavior standards for volunteer.
- 310 • Responsible for providing oversight and coordination of volunteers at events and functions.
- 311 • Perform other duties as assigned by the President
- 312 • Reporting relationship: Vice President

313

314 K. *The Director(s) at Large shall:*

- 315 • Contribute to the work of the Board on a wide variety of topics and projects, as directed by the
- 316 President and Board
- 317 • Provide for an independent audit of the financial affairs of the Chapter, at least annually, and
- 318 at such other times as it may deem advisable
- 319 • Chair the audit committee
- 320 • Reporting relationship: Vice President

321

322 **Section 4. Chapter Director Vacancies**

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324 A. If a vacancy should occur in the office of any Chapter Director, the Chapter Board shall appoint a

325 B. If a Chapter officer's membership in the Association shall for any reason terminate, that

326 individual's position as Chapter officer shall automatically become vacant.

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328

329 **Article VII. Chapter Board**

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331 **Section 1. *The Chapter Board shall consist of the Chapter Officers and a minimum of six and***

332 ***maximum of twenty Chapter Directors. The Chapter Board shall have full power and***

333 ***authority over the affairs of the Chapter between membership meetings except as defined in***

334 ***these bylaws. The Chapter Board shall be subject to the orders of the Chapter and none of***

335 ***its acts shall conflict with action taken by the Chapter.***

336

337 **Section 2. Duties**

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339 *The Chapter Board shall:*

- 340 • Supervise the affairs and conduct the business of the Chapter between business meetings
- 341 • Make recommendations to the membership
- 342 • Be subject to the needs of the membership
- 343 • Meet four times per year in person at a time and place determined by the Chapter Board
- 344 • Manage the Chapter schedule of activities, to consist of at least four (4) per year.
- 345 • Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the
- 346 Chapter

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348 **Section 3. Meetings**

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- A. Meetings of the Chapter Board may be held electronically.
 - B. A conference meeting must be arranged at least 48 hours in advance of the call.
 - C. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking.
 - D. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next board meeting.
 - E. Meetings may be called at any time by the President or three members of the board.

360 **Section 4. Authority**

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362 *The Chapter Board shall have the authority to:*

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- A. Pay budgeted expenses incurred on behalf of the Chapter. Non-budgeted expenditures over \$1,000 require Chapter Board approval. The approval of a Chapter Officer, other than the Chapter Officer or Chapter Director incurring the expense, is required for all expenses. The Treasurer shall have primary responsibility for approving Chapter expenses but may delegate this role to another Chapter Officer, as necessary.
 - B. Approve contracts established on behalf of the Chapter. Individual Chapter Officers or Chapter Directors can be authorized to oversee a contract after it has been approved by the Chapter Board.

371 **Section 5. Quorum**

372
373 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

374
375 **Section 6. Action**

376
377 The affirmative vote of the majority of Chapter Officers and Chapter Directors present at a meeting
378 at which a quorum is present shall constitute an act of the Chapter Board.

379
380 **Section 7. Insurance**

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382 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the
383 needs of the Chapter.

384
385 **Article VIII. Chapter Committees**

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387 **Section 1. *There shall be the following standing committees: membership, education, certification,***
388 ***audit, long range planning and bylaws.***

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390 **Section 2. Duties of standing committees**

391
392 **A. *The Membership Committee shall:***

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399
- Promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign
 - When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association
 - The committee should consist of the Director of Membership & Communication as chairperson and chapter members approved by the board

- 400 B. *The Education Committee shall:*
- 401 • Recommend and oversee seminars and programs of professional education.
 - 402 • The committee should consist of the Director of Programming, Director of IT
 - 403 Governance/COBIT, Director of Academic Relations as chairperson, Certification Director
 - 404 and chapter members approved by the board
- 405
- 406 C. *The Certification Committee shall:*
- 407 • Assist the Chapter Director of CGEIT, CISA & CISM Certification in promoting the CGEIT,
 - 408 CISA and CISM examinations and professional designations locally
 - 409 • Provide assistance in planning and conducting Chapter's exam review courses
 - 410 • The committee should consist of the Director of CISA & CISM Certification as chairperson and
 - 411 chapter members approved by the board
- 412
- 413 D. *The Audit Committee shall:*
- 414 • Audit the Chapter accounts at the close of the fiscal year and to report at the annual general
 - 415 meeting.
 - 416 • Members of the audit committee should be selected in a manner so as not to have a conflict of
 - 417 interest (example: the Treasurer shall not be part of the audit committee.
 - 418 • The audit committee should consist of the Director at Large as chairperson and chapter
 - 419 members approved by the board.
- 420
- 421 E. *The Long Range Planning Committee shall:*
- 422 • Review the affairs of the Chapter and make recommendations to the Chapter Board and the
 - 423 chapter members concerning ways and means by which the Chapter's purpose given in Article
 - 424 II can be met.
 - 425 • It shall be the duty of this committee to develop a strategic plan, to regularly review the
 - 426 adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
 - 427 • The committee shall be chaired by the President and shall include the Officers and any
 - 428 Directors as needed.
- 429
- 430 F. *The Bylaws Committee shall*
- 431 • Report to the board and shall maintain the bylaws.
 - 432 • The bylaws committee shall expedite the process of changing the bylaws in accordance with
 - 433 Article XII of the bylaws
 - 434 • Assure that all proposed changes conform to any local laws, examine the consistency of the
 - 435 proposed change with other provisions of the bylaws and with those of the Association
 - 436 • Suggest wording for proposed changes
 - 437 • The committee should consist of the Chapter Secretary as chairperson and chapter members
 - 438 approved by the board.

439

440 **Section 3. *Special committees***

- 441
- 442 A. Special committees may be created as necessary by Chapter Membership or the Chapter Board.
- 443

444 **Article IX. Nominations, Elections, Installation & Administrative Year**

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446 **Section 1. *Chapter Nominations***

- 447
- 448 A. A Nominating Committee of a minimum of two and maximum of five members shall be elected by
- 449 the Chapter Board at a board meeting during the first quarter of the calendar year.

- 450 B. The Nominating Committee shall solicit nominations from the Chapter membership and shall
451 nominate candidates for offices to be filled between January 1 and March 15. Solicitations can be
452 by e-mail, mail, via the web site, in person announcements at educational sessions or a
453 combination thereof.
- 454 C. The committee shall also be responsible for ballot preparation and submission to the membership.
- 455 D. A slate of candidates, screened to determine their ability to serve, containing at least one name for
456 each office shall be prepared by the Nominating Committee. If requested, letters shall be sent to
457 the candidate's employer to obtain the employer's approval.
- 458 E. Each candidate shall have consented to serve and shall have completed a "Willingness to Serve
459 agreement" and Conflict of Interest form.
- 460 F. The Nominating Committee has the floor to report to membership at regular meetings and shall
461 report to membership at the annual general meeting.
- 462 G. Nominations from the floor shall not be permitted prior to the election.

463
464 **Section 2. Chapter Elections**

- 465
- 466 A. Annual election of all Officers and Directors shall be conducted by electronic ballot and announced
467 at the annual general meeting.
- 468 B. The ballot shall be communicated to membership by April 1 for voting.
- 469 C. The tabulation of the returned ballots will be independent of the Nominating Committee.
- 470 D. A simple majority for each position will determine the winner. In case of a tie, a run-off election will
471 be held at the May meeting.

472
473 **Section 3. Installation**

474
475 Newly elected Officers and Directors shall be installed at annual general meeting in May of each
476 year and shall take office at the beginning of the administrative year.

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478 **Section 4. Administrative Year**

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480 The administrative year will run from June 1 to May 31 of the following year.

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482
483 **Article X. Requirements for ongoing Position in the Chapter**

484
485 **Section 1. Definitions**

486
487 All Chapter Board Members are required to fulfill the duties of their office as outlined in these
488 bylaws. Any misfeasance, malfeasance, or neglect of duties shall not be permitted.

- 489
- 490 **A. Misfeasance** is defined as the performance of a lawful action in an illegal or improper manner.
- 491 **B. Malfeasance** is defined as commission of a wrongful or unlawful act involving or affecting the
492 performance of one's duties.
- 493 **C. Neglect of duty** is defined as failure to perform an act that is either an official duty or a legal
494 requirement.
- 495 **D. Violation of this section** shall result in disciplinary action, as outlined in Section 3 of this
496 article.

497
498 **Section 2. Attendance of Chapter Board Members at Chapter Events.**

499

- 500 A. All Chapter Board members shall be required to attend a minimum of 50% of all chapter
- 501 events.
- 502 B. Chapter Board members shall be defined as any position listed in Article VII, Section 1 of
- 503 these bylaws
- 504 C. Chapter events shall include any event sponsored, co-sponsored or designated as such by a
- 505 majority of the Chapter Board, including Chapter Board Meetings.
- 506 D. Failure to maintain the required attendance of this section shall result in action against the
- 507 Board Member, as outlined in Section 3 of this Article.
- 508

509 **Section 3. Removal of Chapter Board Members for Violations of Section 1 or 2**

- 510
- 511 A. Failure to attend three (3) consecutive chapter events or failure to attend 50% of the chapter
- 512 events shall be grounds for dismissal.
- 513 B. Failure to meet the requirements of Section 1 of this article shall constitute grounds for
- 514 dismissal.
- 515 C. A majority vote of the full board shall be required to remove the accused board member.
- 516 D. Should mitigating circumstances exist for any violation of Section 1 or 2, the Board may vote to
- 517 cease any further action against the accused Board member by a unanimous vote.
- 518 E. All disciplinary action and related votes shall be addressed at the next regularly scheduled
- 519 Board Meeting.
- 520

521

522 **Article XI. Indemnification**

523

524 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or

525 any person who may have served at its request or by its election as a director or officer of another

526 corporation, against expenses actually and necessarily incurred by them in connection with the

527 defense or settlement of any action, suit or proceeding in which they, or any of them, are made

528 parties, or a party, by reason of being or having been directors or a director or officer of the

529 corporation or of such other corporation, except in relation to matters as to which any such director

530 or officer or former director or officer or person shall be adjudged in such action, suit or proceeding

531 to be liable for willful misconduct in performance of duty and to such matters as shall be settled by

532 agreement predicated on existence of such liability.

533

534 The indemnification provided hereby shall not be deemed exclusive of any other rights to which

535 anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or

536 disinterested directors or otherwise, both as to action in his or her official capacity and as to action

537 in another capacity while holding such office.

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539

540 **Article XII. Dissolution**

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542 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by two-thirds

543 (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member.

544 In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in

545 writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other

546 Chapter or Association documents to International Headquarters. All net assets shall go to a

547 welfare, education or civic project designated by the Chapter membership, pursuant to Section 501

548 (c) (6) of the US Internal Revenue Code with the approval of the Association's International

549 President and Chief Executive Officer.

550

551 **Article XIII. Parliamentary Authority**

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553 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
554 the chapter in all cases to which they are applicable and in which they are not inconsistent with
555 these bylaws and any special rules the chapter may adopt.
556

557 **Article XIV. Amendment of Chapter Bylaws**

558
559 The Chapter shall forward all bylaws changes to the Association, with changes indicated, as the
560 Association Membership Board must give approval to all bylaws changes prior to submitting for
561 vote by the chapter membership. The Chapter Board shall conduct an annual comparison of the
562 Chapter practices to the bylaws by the annual general meeting. The Chapter Board must ensure
563 the compliance of the bylaws with the Association's bylaws and applicable country requirements.
564

565 These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided that the
566 amendment has been submitted in writing at the previous regular meeting, or has been mailed to
567 the entire Chapter membership at least ten (10) days prior to the meeting at which it will be
568 considered.