

**BYLAWS OF THE**  
**INTERNATIONAL INTERIOR DESIGN ASSOCIATION**  
**GEORGIA CHAPTER**

***ARTICLE I: NAME***

The name of this corporation shall be the International Interior Design Association Georgia Chapter (the “Chapter”). The territory included within the jurisdiction of this Chapter shall be the state of Georgia.

***ARTICLE II: OFFICES***

The Chapter shall have and continuously maintain in the state of *Georgia* a registered office and a registered agent whose office is identical with such registered office, shall maintain as its principal place of business an office in Atlanta, *Georgia, USA*.

***ARTICLE III: PURPOSES***

The purposes of the Chapter are as follows:

- A. To undertake such programs and activities as may be proper to actively promote and enhance the following goals and objectives of the International Interior Design Association (“International Association”) within the Chapter’s boundaries.
- B. To represent the profession of interior design.
- C. To be responsive to the needs of Members:
  - 1 To promote and support common interests.
  - 2 To nurture and encourage specialization.
  - 3 To foster an exchange of information and ideas.
  - 4 To utilize a flexible organizational structure adaptable to changing needs.
  - 5 To provide Member services and benefits.
  - 6 To operate in a professional manner.
  - 7 To undertake such other programs and activities as will enhance the interior design profession.
- D. To encourage excellence and innovation in the interior design practice and education:
  - 1 To promote a high level of qualification for interior designers.
  - 2 To advocate professionalism and ethical practice among interior designers.
  - 3 To promote excellence in the functional, technical, and aesthetic aspects of interior design.
  - 4 To encourage excellence in universal interior design responsive to special environmental needs of vulnerable population groups such as children, older adults, and persons with disabilities.

- 5 To contribute to historic and cultural restoration.
- E. To protect the health, safety, and welfare of the public through interior design:
  - 1 To promote legal recognition of the profession.
  - 2 To represent the profession to governmental authorities and similar audiences.
- F. To nurture development of the body of knowledge in interior design:
  - 1 To promote investments/grants to encourage research and scholarly and creative endeavors and support scholarly dissemination of findings.
  - 2 To facilitate communication of new discoveries and the dissemination of findings.
- G. To provide leadership, advocacy, and public relations:
  - 1 To increase awareness of the interior design profession.
  - 2 To cooperate with related professions and industries in seeking mutual solutions.
- H. To support such policies for operation of the Chapter as the International Association may from time to time adopt.

***ARTICLE IV: MEMBERS***

**SECTION 1. ELIGIBILITY**

Any Member in good standing of the International Association residing or working on a consistent basis within a Chapter's boundaries as defined by the International Association, and who is not a Member of another Chapter, shall participate as a Member of a Chapter in the same category as his/her membership in the International Association. Exceptions to this Article IV, Section 1 may only be authorized by the Board of Directors of the International Association.

**SECTION 2. VOTING RIGHTS**

Any Member eligible to vote at the International Association's annual meeting shall be entitled to vote on each matter submitted to a vote of the Chapter's Members.

**SECTION 3. RESIGNATION**

Any Member may resign from the Chapter only by resigning from the International Association or by transferring membership to a different Chapter. Written notice of such resignation shall be given to the International Association's Senior Director of Member Services. Resignation shall not entitle the Member so resigning to any refund of dues, assessments or other fees paid nor relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**SECTION 4. TERMINATION OF MEMBERSHIP**

Membership in the Chapter shall be terminated whenever membership in the International Association is terminated.

***ARTICLE V: DUES AND ASSESSMENTS***

Annual dues for membership in the International Association shall be established by the International Board of Directors. The time for paying such dues and other assessments, if any, shall be determined by the International

Association. Unless otherwise determined, dues shall be payable on January 1 of each year. If there is any assessment due to a Chapter such assessment shall be remitted to the Chapter in such manner as determined from time to time by the International Board of Directors.

***ARTICLE VI: MEETINGS OF MEMBERS***

**SECTION 1. ANNUAL MEETING**

An annual meeting of the Members for receiving reports, and for such other business as may properly come before the meeting, shall be held on such day, and at such time and place, as may be determined by the Chapter Board of Directors.

**SECTION 2. SPECIAL MEETINGS**

Special meetings of the Members may be called by the President, by a two-thirds (2/3) vote of the Chapter Board of Directors or on written request of ten percent (10%) of the voting Members.

**SECTION 3. NOTICE**

Notice of the day, time, and place of any annual or special meeting shall be delivered to each Member entitled to vote at such a meeting not less than (10) nor more than sixty (60) days prior to the date of the meeting. In the case of a special meeting or when required by statute or by these Chapter bylaws, the purpose for which the meeting is called shall be stated in the notice.

**SECTION 4. QUORUM**

In the event the Chapter has less than 100 Professional Members, thirty-three percent (33%) of the Professional Members present, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of Chapter Members. In the event the Chapter has 100 or more Professional Members, the lesser of fifty (50) or thirty-three percent (33%) of the Professional Members present, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of Chapter Members.

**SECTION 5. MANNER OF ACTING**

At any annual and special meeting of the Members, each Professional Member shall have one vote. All questions, except as otherwise provided by law or by these Bylaws, shall be decided by a majority of the Professional Members present, provided that a quorum is present.

**SECTION 6. PROXIES**

At any annual and special meeting of the Members, any Member may vote by proxy executed in writing by the Member or his/her duly authorized attorney-in-fact. Such proxy shall be filed with the President or their designee before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of the execution unless otherwise provided in the proxy.

**SECTION 7. MAIL VOTE**

Voting by mail or electronic communication shall be permitted for any item of business. A mail or electronic vote may be called by the Chapter Board of Directors or by written request of at least twenty percent (20%) of the Professional Members of the Chapter. For the election of officers and directors, five percent (5%) or more of the Professional Members must return ballots to constitute a quorum, and an act of a majority of those Professional Members returning ballots shall be an act of the Members. For matters other than the election of officers and directors, the act of a majority of all Professional Members shall be an act of the Members.

**ARTICLE VII: BOARD OF DIRECTORS**

**SECTION 1. POWERS**

The affairs of the Chapter shall be managed by the Chapter Board of Directors, which shall have supervision, control and direction of the affairs of the Chapter, may adopt such rules, regulations, policies and procedures for the conduct of its business as shall be deemed advisable, provided such are consistent with the rules, regulations, policies, and procedures of the International Association, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The powers of the Chapter Board of Directors shall include the following:

- A. To enact, amend and repeal these Bylaws, subject to the restrictions set forth in Article XXII below;
- B. To determine the Chapter's policies or changes therein, within the limits of these Bylaws, which shall govern the Chapter in all of its activities;
- C. To have discretion in the disbursement of its funds;
- D. To create special committees of the Chapter, and;
- E. To approve all memorials, resolutions or opinions issued in the name of the Chapter.

**SECTION 2. DUTIES**

The duties of the Chapter Board of Directors shall include, without limitation, the following:

- A. To actively execute the purposes of the Chapter;
- B. To recommend a single slate of Officers for election by the Professional Members;
- C. To receive and act upon reports of the Officers and committees of the Chapter; and
- D. To be a loyal guardian of the Chapter's assets
- E. To ensure Chapter compliance with the International Associations purposes, policies and procedures

**SECTION 3. COMPOSITION**

***[NOTE: Recommendation: the maximum number of Directors may exceed the minimum by no more than five (5).]***

The Chapter Board of Directors shall consist of no less than [ 6 ] but no more than [ 11 ] individuals as follows: the President, President-Elect, one (1) Vice President of Communications, one (1) Vice President of Members, one (1) Vice President of Professional Development, and one (1) Vice President of Advocacy. One or more of the following optional positions may be added: one (1) Vice President of Forums, one (1) Vice President of Special Events, one (1) Vice President of Student Affairs, one (1) Vice President of Sponsorship, and one (1) Vice President(s) of City Centers. Only IIDA Members in good standing may serve on the Board Directors. Each Member of the Board shall have only one (1) vote, even where multiple positions are held. The Immediate Past President shall each be an ex-officio Member of the Board of Directors without the right to vote. A Chapter Administrator, if any, is not a member of the Board of Directors and does not have the right to vote.

**SECTION 4. ELECTION AND TERM**

- A. The Officers of the Chapter shall be elected in accordance with the procedures set forth in Article VIII.
- B. Each Vice President shall serve a two (2)-year term beginning at the Annual Meeting immediately following his/her election and continuing until a successor is duly elected and qualified, unless he/she

resigns, is removed or is otherwise unable to serve. The two (2)-year terms shall be staggered, such that approximately one-half will be elected in even-numbered years and one-half in odd-numbered years.

- C. Each City Center Director shall be appointed by the President. Each Director shall serve a one (1)-year term beginning at the Annual Meeting immediately following his/her appointment and continuing until a successor is duly elected and qualified, unless he/she resigns, is removed or is otherwise unable to serve.

## **SECTION 5. BOARD ADVISORS**

The Chapter Board of Directors may appoint up to two (2) Chapter Board Advisors, for a term of one year. Chapter Board Advisors, who shall act in a non-voting advisory capacity to the Chapter Board, may serve as committee chairs.

## **SECTION 6. RESIGNATION OR REMOVAL**

Any Officer, VP, or Director may resign at any time by giving written notice to the Chapter President. In order to remove a Board Officer or VP, it must first be recommended by a Board Member and voted upon by a majority vote of the Board. The Board Member in question can only be removed by a majority vote of the Chapter Professional Members, not by the Board. Directors may be removed by a majority vote of the Board of Directors. In any case, an Officer's authority to act may be suspended by the Board of Directors for the cause.

## **SECTION 7. VACANCIES**

In the event of a vacancy which occurs on the Chapter Board of Directors, the remaining Members of the Board may elect an individual to fill the vacancy for the unexpired portion of the term.

## **SECTION 8. REGULAR MEETINGS**

The Chapter Board of Directors may provide by motion the day, time, and place for the holding of a regular annual meeting and additional regular meetings of the Board of Directors without other notice than such motion, provided, however, that at least three (3) regular meetings of the Chapter Board shall be held in each calendar year.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Chapter Board of Directors may be called by or at the request of the President or three (3) Directors. Telephone or other electronic conferences shall be considered special meetings.

## **SECTION 10. NOTICE**

Notice of any special meeting of the Chapter Board of Directors shall state the time, date, and place of the meeting and shall be given at least five (5) days prior to the date of such meeting, provided, however, that notice of any special meeting to be held by telephone conference call shall be given at least one (1) day prior to the call.

## **SECTION 11. QUORUM**

A simple majority of the Members of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Chapter Board. If a quorum is not present, a majority of those Members of the Chapter Board of Directors present may adjourn the meeting from time to time without further notice.

## **SECTION 12. MANNER OF ACTING**

The act of a majority of the Members of the Chapter Board of Directors at a meeting at which a quorum is present shall be the act of the Chapter Board of Directors, unless the act of a greater number is required by law or these Bylaws.

### **SECTION 13. TELEPHONE CONFERENCES**

Any action to be taken at a meeting of the Chapter Board of Directors, or of any committee designated by the Chapter Board of Directors, may be taken through the use of a conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

### **SECTION 14. INFORMAL ACTION**

Any action required or permitted to be taken by the Chapter Board of Directors or any committee thereof may be taken without a meeting if all the Members of the Chapter Board or the committee consent in writing to the adoption of a motion authorizing the action.

### **SECTION 15. PROXIES**

No member of the Chapter Board of Directors may vote by proxy.

### **SECTION 16. ANNUAL REPORT**

The Chapter Board of Directors shall submit to the membership at each Annual Meeting a report showing the state of the Chapter and a financial statement setting forth the transactions of the Chapter during the previous fiscal year. On or before June 30 of each year, the Chapter President shall cause a copy of the report to be filed with the International Association's Senior Director of Membership and Senior Director of Association Operations.

## ***ARTICLE VIII: OFFICERS***

### **SECTION 1. OFFICERS**

The Chapter's Officers shall be a President, President-Elect, elected Vice Presidents and such other Officers as may be elected in accordance with the provisions of this Article. The Immediate Past President and Chapter Administrator (if any) shall serve ex-officio without the right to vote.

### **SECTION 2. ELECTION**

- A. The President, President-Elect, Vice President of Communications, Vice President of Members, Vice President of Professional Development, Vice President of City Centers, and Vice President of Advocacy (***complete list of Chapter VP posts***) shall be elected by a mail or electronic ballot of the voting Members, and the results of such an election shall be announced at the Chapter's Annual Meeting. Election shall be governed by the following rules:
  - 1. No person shall hold any office unless he/she has been an Active Member in good standing for at least twelve (12) consecutive months immediately preceding election or appointment, and satisfies at least one of the following criteria:
    - a. Has served on the Chapter Board of Directors for a minimum of one (1) year;
    - b. Has chaired a Chapter committee for a minimum of one (1) year; or
    - c. Has demonstrated depth of experience at the Chapter level in the interior design profession and in the business community.

2. No person shall hold any office while he/she is active on the Board of Directors, or employed by, any other professional design organization.

B. Any Director-level position shall be appointed by the Chapter President.

### **SECTION 3. TERM OF OFFICE**

Chapter Officers' terms of office shall coincide with those of the International Association's terms of office (July 1 through June 30). At the conclusion of the annual meeting at which the election results are announced, all Chapter Officers shall immediately undertake the performance of their duties. Each Chapter Officer shall hold office until his/her successor shall have been duly elected and shall have qualified. All Chapter Vice Presidents shall be elected for one (1) two (2)-year term. The President and President-Elect shall be elected for one (1) one (1)-year term and may not serve more than one (1) consecutive full term in each office. Other Chapter Officers may serve a maximum of two (2) consecutive full terms in office.

### **SECTION 4. SLATE SELECTION**

The Chapter Board of Directors will select from the names submitted by the Nominating Committee a single slate of candidates and recommend the slate election by the voting Members.

In the event that (i) the Board of Directors does not endorse the President-Elect candidate or (ii) there is an unfilled vacancy for the nomination of President-Elect, the Chapter Board of Directors shall direct the Nominating Team to continue to research candidate(s) for the vacant President-Elect position.

### **SECTION 5. REMOVAL**

Any Chapter Officer may be removed with or without cause only by a majority vote of the persons entitled to elect such officer. In any case, an Officer's authority to act may be suspended by the Board of Directors for cause.

### **SECTION 6. VACANCIES**

In the event the office of President becomes vacant, the President-Elect shall succeed immediately to the office of President for the unexpired portion of the term and also for the succeeding term, subject to the provisions of Article VIII, Section 4 of these Bylaws. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Chapter Board for the unexpired portion of the term.

### **SECTION 7. PRESIDENT**

The President shall be the principal elected Officer of the Chapter and shall in general direct all of the business and affairs of the Chapter. The President shall preside at all meetings of the Chapter Board of Directors. The President may appoint, subject to the review of the Chapter Board, standing committees, ad-hoc committees, and their respective chairs. The President shall be an ex-officio member of all committees except the Nominating Committee and may sign, with another proper Officer of the Chapter authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer.

The President shall serve as the official representative of the Chapter in its contacts with governmental, civic, business and professional organizations to advance the purposes of the Chapter, and shall set the agenda for, and preside at, the Chapter's annual membership meeting. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chapter Board of Directors from time to time.

### **SECTION 8. PRESIDENT-ELECT**

In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. At the expiration or termination for any reason of the President's term of office, the President-Elect automatically shall succeed to the office of President, subject to the provisions of Article VIII, Section 4 of these Bylaws.

The President-Elect shall serve as the treasurer of the Chapter and as custodian of all monies, securities and deeds belonging to the Chapter; shall hold, invest and disburse same subject to the direction of the Board of Directors; shall cause to be performed a periodic independent audit of the Chapter's financial affairs; and in general, shall perform all duties incident to the office of treasurer of the Chapter. The duties of the Treasurer may be assigned, in whole or in part, to another Board Officer. The President-Elect also shall manage the affairs of the Chapter with regard to resource development, oversee the activities of the Nominating Committee and perform such other duties as from time to time may be assigned by the President or the Board of Directors. These duties shall include recommendation and supervision of appropriate committees to formulate programs and recommend policies relating to those issues.

## **SECTION 9. VICE PRESIDENTS**

- A. The Vice President of Advocacy shall be responsible for the legislative and regulatory issues and affairs of the Chapter, legislative and regulatory advocacy programs for the Chapter, professional practice issues and the Chapter bylaws and policy development. These duties shall include recommendation and supervision of appropriate committees to formulate programs and recommend policies relating to those issues. The Vice President of Advocacy shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- B. The Vice President of Communications shall be responsible for promotion of the Chapter and the interior design industry, official publications of the Chapter, oversight of the Chapter website and social media, juried professional competitions and related award events, social activities, and special events of the Chapter, and honors and awards programs of the Chapter. The Vice President of Communications shall also serve as the secretary of the Chapter, and shall serve as the recording officer of the Chapter and as the custodian of its records. The Vice President of Communications shall publish the official minutes of Chapter Board of Directors and maintain same in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and cause to be published the Chapter's annual report of programs and activities. The Vice President of Communications shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- C. The Vice President of Members shall be responsible for Member recruitment and retention, and Member benefits and services. The Vice President of Members shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- D. The Vice President of Professional Development shall be responsible for development of Member professional education programs and conferences for the Chapter. These duties shall include recommendation and supervision of appropriate committees to formulate programs and recommend policies relating to those issues. The Vice President of Professional Development shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- E. Vice President of City Centers shall be a catalyst and shall be ultimately responsible for establishing and overseeing the City Center(s). Shall supervise in the structure and operation of all City Center Directors and Committees. Shall represent the Chapter with leadership, organization, operations and programs within the



City Center. The Vice President of City Centers shall perform such other duties as from time to time may be assigned by the President or the Chapter Board of Directors.

- F. Vice President of Special Events shall be responsible for overseeing the Chapter's signature events in accordance with budget and revenue goals and for the recommendation and supervision of appropriate committees responsible for planning those events and programs including; juried professional competitions and related award events, social activities, special events, and honors and awards programs of the Chapter. The Vice President of Special Events shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- G. Vice President of Sponsorship shall be responsible for creating and distributing sponsorship materials and communication. The Vice President of Sponsorship will track and report on all sponsor and potential sponsor names, contact information, and donation allocations. It is recommended that the VP of Sponsorship is closely involved with special event committees to ensure sponsorship deliverables are successfully executed. The Vice President of Special Events shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- H. Vice President of Student Affairs shall be responsible for the development and engagement of student campus centers. These duties shall include developing and overseeing student benefit programs such as mentoring, guest lectures, and workshops. They shall act as liaison between campus centers and the Chapter Board of Directors. The Vice President of Student Affairs shall be responsible for communicating student activities to Chapter Board of Directors and membership-at-large. The Vice President of Special Events shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- I. *(Include here the title and description of any other Vice President positions in your chapter.)*

## **SECTION 10. DIRECTORS**

- A. Directors shall be responsible for the direction and operation of programs for the Chapter's specialty Forum(s) and the Chapter's City Center(s). These duties shall include recommendation and supervision of appropriate committees to formulate programs and recommend policies relating to those issues. The Director(s) shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.
- B. *(Include here the title and description of any other director positions in your chapter.)*

## **SECTION 11. IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall be responsible for the strategic and long range planning activities of the Chapter, and shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors. The Immediate Past President shall be responsible for oversight of the Chapter's IIDA Foundation Fund, if applicable. These duties shall include recommendation and supervision of appropriate committees to formulate programs and recommend policies relating to those issues. The Immediate Past President shall perform such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

# **ARTICLE IX - CHAPTER ADMINISTRATIVE SERVICES**

## **SECTION 1. CHAPTER ADMINISTRATOR / MANAGEMENT FIRM**

The administrative and day-to-day operation of the Chapter may be in a salaried staff head or firm employed or appointed by the Chapter Board of Directors. An individual, who shall be referred to as a Chapter Administrator

or Management Firm, shall be responsible to the Chapter Board of Directors and report to the President. Subject to the approval of the Chapter Board of Directors, the Chapter Administrator or Management Firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Chapter, and shall perform such other duties as may be specified by the Chapter Board of Directors. Neither the Chapter Administrator or Management Firm shall be a Member of the Board of Directors and therefore does not have the right to vote. The Chapter Administrator or Management Firm is required to operate in accordance with the Bylaws and Policies of the International Association.

*ARTICLE X: FORUMS*

**SECTION 1. ESTABLISHMENT**

Provided the Chapter meets such membership requirements as the Board of Directors of the International Association may prescribe, the Chapter may establish Forums focusing on the following specific area of practice represented within the Chapter: (1) Corporate; (2) Institutional; (3) Government; (4) Healthcare; (5) Hospitality; (6) Residential; (7) Retail; (8) Facility Planning and Design, (9) Knowledge; and (10) Sustainability.

**SECTION 2. FUNCTION**

The Forum shall promote awareness of the importance and value added results achieved through retaining knowledgeable, professional interior designers. Within the Chapter's boundaries, each Forum shall provide programs, networking, education, collaborative relationships, recognition and awards relative to its area of practice. In addition, each Forum also shall disseminate information within the Forum, to all Chapter Members.

*ARTICLE XI: CITY CENTERS*

**SECTION 1. ESTABLISHMENT**

The Chapter shall establish City Centers for the following geographic areas within the Chapter's boundaries: **Atlanta, Augusta and Savannah.** Subject to the approval of the International Board of Directors.

**SECTION 2. FUNCTION**

Each City Center shall provide programs, networking, advocacy, community involvement, public relations, and communications of specific interest to the Chapter, provided such are consistent with the purposes of the Chapter set forth in Article III of these Bylaws, and shall actively conduct Member recruitment and retention activities in the City Center area.

**SECTION 3. DISSOLUTION**

The Chapter may dissolve a City Center at any time, with or without cause through a majority vote of the Chapter Board, and subject of the approval of the International Board of Directors. Non-delivery of the outlined services to the Members shall constitute cause for dissolution. In the event of such dissolution, all funds and other assets of the City Center (including records) which belong to the Chapter shall be returned to the Chapter.

*ARTICLE XII: CAMPUS CENTERS*

**SECTION 1. ESTABLISHMENT**

The Chapter shall support all Campus Centers located within the Chapter's geographic boundaries and approved by annual application to the International Association.

## **SECTION 2. FUNCTION**

Each Campus Center shall provide programs, networking, advocacy, community involvement, public relations, and communications of specific interest to the Campus Center, provided such are consistent with the purposes of the Chapter set forth in Article III of these Bylaws, and shall actively conduct Member recruitment and retention activities in the Campus Center area.

### ***ARTICLE XIII: RELATIONSHIP WITH INTERNATIONAL ASSOCIATION***

On or before March 31 of each year, the Chapter Board of Directors shall submit to the International Association's Senior Director of Member Services and the International Association's designated financial officer, a balance sheet showing the financial condition of the Chapter as of December 31 of the previous fiscal year; a statement of revenue and expenses setting forth the Chapter's operations for such previous year; and an annual report summarizing the Chapter's activities for the previous year. Such financial statements shall be prepared in sufficient detail and in proper form so as to clearly set forth to the International Association Board of Directors all material facts. Such statement shall be certified by the Chapter President and President-Elect as being, to the best of their knowledge and belief, full and fair representations of the financial affairs of the Chapter for the period covered thereby. The Chapter will make its financial records available for inspection by the International Association upon request.

## **SECTION 1. RULES AND REGULATIONS**

The Chapter and its Officers, Directors, Members and employees shall abide by any and all rules, regulations, policies and procedures as the International Association may from time to time prescribe.

## **SECTION 2. REVOCATION OF CHAPTER CHARTER**

The International Association may revoke the charter of the Chapter at any time, with or without cause. In the event of such revocation, all funds and other assets of the Chapter (including records) shall be returned to the Executive VP/CEO of the International Association.

## **SECTION 3. CHAPTER LEADERSHIP COUNCIL**

The Chapter Board of Directors shall elect the President or other Chapter Officer to serve on the Chapter Leadership Council (CLC) of the International Association. They are required to attend at least one annual CLC meeting.

### ***ARTICLE XIV: COMMITTEES***

## **SECTION 1. COMPOSITION**

The Chapter shall have such standing and special committees, which may be referred to as "teams", as follows:

- A. **Executive Committee** - as set forth in the Chapter's Policies and Procedures
- B. **Nominating Committee** - as set forth in the Chapter's Policies and Procedures
- C. **Other Committees** - as designated by the President or Board of Directors of the Chapter

## **SECTION 2. TERM OF OFFICE**

Except as otherwise authorized by the President, each member of a committee shall continue as such until the next Annual Meeting of the members and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

## **SECTION 3. CHAIR**

The President shall appoint one member as chair each committee

## **SECTION 4. VACANCIES**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **SECTION 5. QUORUM AND MANNER OF ACTING**

Unless otherwise provided in the designation of a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **SECTION 6. RULES**

Each committee may adopt rules for its own governance that are consistent with these bylaws or with rules, regulations, policies and procedures adopted by the Chapter Board of Directors.

# ***ARTICLE XV: CONTRACTS***

## **SECTION 1. CONTRACTS**

Only the President and the President-Elect may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter.

# ***ARTICLE XVI: FINANCES***

## **SECTION 1. FINANCES**

The Chapter Board of Directors must receive monthly financial reports with supporting documents such as bank statements submitted by either the chapter administrator or management company.

## **SECTION 2. CHECKS, DRAFTS, ETC.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter shall be signed by the Chapter President determined by motion of the Chapter Board of Directors, subject to such limitations as the Board of Directors of the International Association may from time to time prescribe. In the absence of such determination by the Chapter Board of Directors, such instruments shall be signed by the President-Elect

## **SECTION 3. DEPOSITS**

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such bank, trust companies, or other depositories as the Chapter Board of Directors shall designate.

#### **SECTION 4. BONDING**

Any Officer, Director, or employee of the Chapter who handles funds may be required, at the Chapter's expense, to furnish adequate surety bond approved by the Chapter and in such amount as the Chapter Board of Directors shall prescribe.

#### ***ARTICLE XVII: BOOKS AND RECORDS***

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of members, Board of Directors, and committees having any authority of the Board of Directors.

#### ***ARTICLE XVIII: FISCAL YEAR***

The fiscal year of the Chapter shall begin January 1 of each calendar year and end December 31.

#### ***ARTICLE XIX: INDEMNIFICATION***

The Chapter shall indemnify all Officers and Directors of the Chapter to the full extent permitted by the General Not-For-Profit Corporation Act of [State/Province of Incorporation], and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined from time to time by the Board of Directors.

#### ***ARTICLE XX: DISSOLUTION***

Upon the dissolution of this Chapter, and after payment of all indebtedness of the Chapter, any remaining funds and other assets (including records) shall be transferred to the Executive VP/CEO of the International Association within ninety (90) days of such dissolution.

#### ***ARTICLE XXI: WAIVER OF NOTICE***

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of [State/Province of Incorporation] or under the Bylaws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ***ARTICLE XXII: AMENDMENTS***

To alter, amend, or repeal these bylaws, a Chapter must first submit its proposed changes to the International Association's Senior Director of Member Services. After receiving express written consent, a Chapter then presents the recommended amended Bylaws for acceptance which requires approval by two-thirds (2/3) of the members of the Chapter Board of Directors present at any regular or special meeting thereof, provided that a quorum is present.