

**ALBANY/CAPITAL REGION, NY CHAPTER
of the
EXECUTIVE WOMEN'S GOLF ASSOCIATION, INC.**

BYLAWS

ARTICLE I: MEMBERS

Section 1. Classes of Members.

The rules governing classes of members are covered in Article II of the Bylaws of the ASSOCIATION.

Section 2. Admission.

The membership of the ASSOCIATION shall be open to all persons whose application is completed, who are approved by the ASSOCIATION Headquarters office, and for whom dues have been received.

The membership of the CHAPTER shall be open to classes of members of the ASSOCIATION eligible to affiliate with a CHAPTER as defined in Article I, and who are members in good standing of the ASSOCIATION.

ASSOCIATION members, in ASSOCIATION membership classes eligible to do so, may affiliate with a CHAPTER in the appropriate corresponding membership category. The prospective member shall inform ASSOCIATION of her desire to also belong to CHAPTER, and ASSOCIATION will then notify CHAPTER of all such memberships.

Section 3. Dues

The ASSOCIATION is responsible for setting all dues. CHAPTER may not assess individual dues. The ASSOCIATION will provide CHAPTER with an allocable portion of dues collected, as solely determined by the ASSOCIATION. Thus, all membership dues for both new and renewing members, including, but not limited to, CHAPTER dues, ASSOCIATION dues, and initiation fees or reinstatement fees as applicable, are to be submitted to ASSOCIATION Headquarters.

If membership dues and applications are received at the CHAPTER level, they shall be submitted to the ASSOCIATION for deposit on a timely basis, but in no event shall they be held for more than 30 days before submitting. Upon receipt of said dues, it is the responsibility of ASSOCIATION to remit the CHAPTER-designated portion of an individual's membership dues to the appropriate CHAPTER on a timely basis, but in no

event shall the dues be held for more than 30 days before remitting.

Section 4. Voting Rights

Each Regular member in good standing, e.g., that is current on dues payments and is otherwise not subject to any adverse action by the ASSOCIATION, that is eligible to vote, as defined in Article I, shall only be entitled to one (1) vote. Other than expressly set forth in these bylaws, no member of the CHAPTER shall have any right to vote on any matter before the CHAPTER.

Section 5. Transfer of Membership

Membership is not transferable from one individual to another. However, CHAPTER members may transfer their membership from one CHAPTER to another provided appropriate fees are paid for the CHAPTER to which the member is transferring. ASSOCIATION membership will remain in full force and effect. The CHAPTER is not required to refund the CHAPTER dues to any transferring member.

Section 6. Resignation

Any member may resign their affiliation with the CHAPTER or with the ASSOCIATION by filing a written resignation with the ASSOCIATION offices, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid. Neither the ASSOCIATION nor the CHAPTER is required to refund dues to any resigning member.

Section 7. Suspension and Termination of Membership

The rules governing suspension or expulsion of a member are covered in Article II, Section 3 of the Bylaws of the ASSOCIATION.

Membership in an affiliated CHAPTER shall automatically terminate if a member is no longer a member in good standing of the ASSOCIATION.

Section 8. Reinstatement

The rules governing reinstatement of a member are covered in Article II, Section 3 of the Bylaws of the ASSOCIATION.

ARTICLE II: MEETINGS OF THE MEMBERS

Section 1. Annual Meeting

An Annual Business Meeting of the members shall be held annually of each year for the purpose of introducing new officers and new Standing Committee Chairs and for the transaction of such other business as may come before the members.

Section 2. Special Meetings

Special meetings of the members shall be held only when directed by a majority of the Board of Directors then in office or by a petition of forty (40) percent of the membership in good standing submitted to the President of the CHAPTER. A meeting so requested shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made, unless the Board of Directors shall designate a later date. The call for the meeting shall be issued by the Secretary, unless the Board of Directors of the CHAPTER shall designate another person to do so.

Section 3. Notice of Meetings

Written, printed or electronic notice stating the place, date and hour of the Annual Business Meeting shall be delivered not less than ten (10) days before the meeting and in the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) days nor more than sixty (60) days before the meeting either personally or by U.S. mail, facsimile, or electronically, by or at the direction of the President, Secretary, or the Officer or persons calling the meeting, to each member, if any, of the CHAPTER entitled to vote at such meeting. If faxed or electronically transmitted, such notice shall be deemed to be delivered when faxed or electronically transmitted to each member at his/her address as it appears on the membership records of the ASSOCIATION. If mailed, such notice shall be deemed to be delivered when deposited into the U.S. mail addressed to each member at his/her address as it appears on the membership records of the ASSOCIATION with postage thereon prepaid. No notice need be sent to any member not entitled to vote at the meeting.

Section 4. Quorum

At the Annual Business Meeting of members of the CHAPTER, a quorum shall consist of not less than 20% of the voting members, including representation by proxy.

At any special meeting of members of the CHAPTER, a quorum shall consist of not less than 40% of the voting members, including representation by proxy.

Section 5. Programs.

The time, schedule, agenda and program of each annual or special meeting shall be established or approved by the Board of Directors.

The only matters for which members are entitled to vote at any annual or special meeting shall be such matters as a majority of the Board of Directors shall determine in advance of the meeting.

Notwithstanding the foregoing, in the case of Special meetings, the Board is obligated to place on the agenda, and votes will occur as necessary, for issues raised pursuant to the petition requirement set forth in Article II, Section 2.

Section 6. Proxy Voting

Proxy representation and voting of the membership shall be allowed. A proxy cannot increase the assigning individuals voting rights. Every proxy shall be in writing and shall be signed by the member entitled to vote or his/her otherwise duly appointed attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in said proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the CHAPTER shall be managed by the CHAPTER Board of Directors and CHAPTER shall operate consistent with the ASSOCIATION and pursuant to the Chapter Affiliation Agreement executed by CHAPTER and ASSOCIATION.

Section 2. Number and Qualifications

The CHAPTER Board of Directors shall consist of the CHAPTER Officers and the respective Chairperson of each Standing Committee, all of whom must be active ASSOCIATION and CHAPTER members in good standing.

Section 3. Voting Rights

Each Board Member shall be entitled to one vote on each matter submitted to a board vote.

Section 4. Regular Meetings

The Board must provide by resolution, the time and place for the holding of a minimum of four regular meetings of the Board of Directors without other prior notice than such resolution. A regular annual meeting of the Board of Directors may be held without other notice than this bylaw, immediately prior to, and at the same place as the Annual Business Meeting of members.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three board members thereof. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice.

Section 7. Waiver of Notice.

Any Director may waive notice of any meeting. Notice of a meeting of the Board of Directors need not be given to any Director if the Director signs a waiver of notice either before, at, or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objection to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened except when a Director states, at the beginning of the meeting (or when s/he arrives, if later), any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 8. Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting without further notice.

Section 9. Presumption of Assent.

A Director of this CHAPTER who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless s/he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 10. Manner of Acting

The act of a majority of the Board members present at a meeting where a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 11. Election and Term of Office

Officers shall be elected by the voting members in good standing of the CHAPTER from candidates presented by the Nominating Committee and approved by the CHAPTER Board of Directors. The election process shall be completed by October 1 of each year.

The President, Vice President and Immediate Past President shall each serve one-year terms. The Secretary and Treasurer shall each serve two-year terms with the Secretary being elected in years ending in an even number and the Treasurer being elected in years ending in an odd number. No individual may hold more than one Officer position at the same time. Candidates for the office of President shall have served at least one year as a voting member of the CHAPTER Board of Directors. The outgoing President shall automatically serve as Immediate Past President.

Officers may serve no more than two (2) consecutive terms with the exception of the Immediate Past President who may only serve one term. If a President serves two consecutive terms, the position of Immediate Past President will remain vacant in the President's second term.

Officers shall be elected by the majority vote of the members eligible to vote at the Annual Business meeting, or if by mail, electronic, or other form of ballot, by the majority of the members voting, if so directed by the Board of Directors. The Nominating Committee as defined in Article VII shall conduct the election process.

The Chair of each Standing Committee shall be appointed by the Officers then in office and shall serve a two-year, staggered term as follows:

- Membership Chair, Golf Education and Player Development Chair, Leadership Chair, Social Events Chair, and League Chair appointed in years ending in an even number.

- Communications Chair, Sponsorship Chair, Handicap Chair, and Golf Events Chair appointed in years ending in an odd number.

Each Board member's term shall begin and end at the CHAPTER's Annual Business Meeting in the fall of each year or on November 1st whichever is earlier. Individuals are limited to service on the CHAPTER Board, either as an officer or Standing Committee Chair or combination thereof, to eight (8) consecutive years. After that time period, an individual must sit off the board, in any capacity, for a minimum of one (1) year.

Section 12. Compensation.

Directors of this CHAPTER shall serve without salary or compensation. By resolution, however, the Board of Directors may allow expenses for attendance by a Director at any regular or special meeting of Directors or other activity, event, or function of the CHAPTER or of the ASSOCIATION.

Section 13. Removal and Vacancy

A Director that is absent for three (3) Board meetings in a Board year shall be subject to removal from the Board. The Board may remove a Director elected by the membership or appointed by the Board with cause whenever, in the judgment of two-thirds (2/3) of the Board or greater, the best interest of the CHAPTER will be served.

The replacement of the vacancy created by the removal of an Officer is covered in Article IV, Section 6. The Officers shall appoint a replacement for the vacancy of any Standing Committee Chair to fulfill the remainder of the term.

If a majority of the CHAPTER Board resign, then the ASSOCIATION Board of Directors shall be responsible for the election of the needed replacements.

Section 14. Transition Election & Term of Office

A CHAPTER transitioning to a two-year, staggered term of office shall elect/appoint its officers/committee chairs in the following manner to satisfy the two-year, staggered term qualifications of Section 11:

Election held in year ending in an even number - Treasurer is elected for one-year term; Communications Chair, Sponsorship Chair, Handicap Chair and Golf Events Chair appointed for one-year terms.

Election held in year ending in an odd number - Secretary is elected for one-year term; Membership Chair, Golf Education and Player Development Chair, Leadership Chair, Social Events Chair, and League Chair appointed for one-year terms.

ARTICLE IV: OFFICERS AND DUTIES

The Officers of the CHAPTER shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. All Officers shall serve as voting members of the Board.

Section 1. President

The President shall:

- Serve as presiding officer of the Board of Directors
- Set the agenda for meetings of the Board of Directors
- Appoint any special committees as deemed necessary by the Board of Directors
- Ensure CHAPTER is in compliance with all requirements of the ASSOCIATION Chapter Affiliation Agreement
- Serve as the liaison between the CHAPTER and ASSOCIATION Headquarters.

Section 2. Vice President

The Vice President shall:

- Take the place of the President in the event of the unavailability, incapacity, or death of the President
- Perform such other duties as may be prescribed by the Board of Directors or the President with the intention that the Vice President is preparing to serve as a future President of the CHAPTER
- Assist the President and Committees in implementing the CHAPTER business plan
- Work closely with the Leadership Chair to ensure a strong volunteer base and that a leadership succession plan is in place

Section 3. Treasurer

The Treasurer shall:

- Review and recommend financial policy
- Oversee the preparation of the annual CHAPTER budget
- Maintain financial records of the CHAPTER
- Prepare and distribute to the Board at least quarterly and annual financial statements
- Approve and act as signatory for one or more banks or other federally insured institutions for the purpose of timely deposits and safeguarding CHAPTER funds
- File tax return(s), if applicable
- Be responsible for preparing and submitting annual financial reporting to the ASSOCIATION Headquarters
- In the event of dissolution of the CHAPTER, be responsible for turning over all assets remaining, after the financial debts and obligations of the CHAPTER have been fully satisfied, to ASSOCIATION Headquarters

Section 4. Secretary

The Secretary shall:

- Have custody of, and maintain, all of the corporate records and the CHAPTER governance documents except the financial records
- Record and distribute the minutes of all meetings of the members and of the Board of Directors
- Send all notices of all meetings
- Be responsible for annual corporation filings with the state, as required
- Perform such other duties as may be prescribed by the Board of Directors or the President

Section 5. Immediate Past President

The Immediate Past President shall:

- Serve on the Nominating Committee
- Serve as an advisor to the Board of Directors and perform such other duties as may be prescribed by the Board of Directors or the President

Section 6. Vacancy in Office

The Board of Directors shall elect a replacement for the vacancy of any Office other than that of President or Immediate Past President. A two-thirds (2/3) vote of the Board of Directors shall elect.

In the event that the office of President becomes vacant, the Vice President shall automatically assume the duties of the President for the remainder of the term of office. In the event that the Vice President is unable to assume the duties of the President, a new President shall be elected by the Board of Directors within 30 days to fulfill the remainder of the term.

In the event that the office of Immediate Past President becomes vacant, the office will be left vacant for the remainder of the term.

ARTICLE V: COMMITTEES

Section 1. Authority.

In addition to “standing committees”, created by these Bylaws, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, appointed by the committee Chair with approval of the majority of the Board of Directors.

Section 2. Standing Committees.

Standing Committees shall be the 1) Membership Committee, 2) Sponsorship Committee, 3) Communications Committee, 4) Golf Events Committee, 5) Golf Education and Player Development Committee, 6) Leadership Committee, 7) League Committee, 8) Handicap Committee, and the 9) Social Events Committee.

The Chair of each Standing Committee shall:

- be a voting member of the CHAPTER Board of Directors
- appoint two or more committee members subject to approval by the Board of Directors
- submit information to the Communications Committee for newsletter articles and the CHAPTER website
- conduct committee meetings, record minutes of those meetings, and report progress at board meetings
- ensure CHAPTER remains in compliance with ASSOCIATION Chapter Minimum Standards in their respective area and operates in accordance with guidelines provided by the ASSOCIATION
- fulfill the specific duties of their committee as defined in Section 8 below

Section 3. Term.

Each member of a committee shall continue as such and until her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

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. Manner of Acting.

Unless otherwise provided in the resolution of the Board of Directors designating 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. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 6. Membership.

All Committee members shall be active ASSOCIATION and CHAPTER members in good standing.

Section 7. Committee Finances.

No committee shall incur any debt payable by the CHAPTER without prior written approval of the Board of Directors. Each committee shall file with the Board of Directors a detailed statement setting forth any funds needed or required in connection with the work of such committee during the ensuing administrative year for consideration by the Board of Directors for inclusion in the annual budget of the CHAPTER.

Section 8. Standing Committee Chair Duties

In addition to the responsibilities listed in Article V, Section 2:

- a. The **Membership Committee Chair**, with the assistance of her committee members, shall:
 - Develop CHAPTER membership goals and set objectives for new member growth and retention of existing members.
 - Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve membership goals.
 - Ensure that the CHAPTER strives to create a welcoming environment for all members.
 - Encourage and assist CHAPTER members to keep their contact information updated in the ASSOCIATION membership database.
 - Ensure that CHAPTER is in compliance with all ASSOCIATION guidelines and policies related to membership applications and renewal notices and membership dues processing.
 - Understand members' needs and work with other Committees to ensure members' needs are met.

- b. The **Sponsorship Committee Chair**, with the assistance of her committee members, shall:
 - Develop CHAPTER goals and set objectives for obtaining sponsorship funds, non-dues revenue, and in-kind support necessary for the operation of the CHAPTER.
 - Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve sponsorship committee goals.
 - Develop and implement plans and programs for non-dues related CHAPTER revenue, such as auction, raffles, mulligans, etc for raising additional funding for Chapter operations as needed.
 - Be responsible for the management of sponsorship

agreements, including fulfilling all aspects of sponsorship agreements, maintaining accurate records on all sponsor solicitations, sponsor recognition and building partnerships to promote sponsor retention.

- c. The **Communications Committee Chair**, with the assistance of her committee members, shall:
- Develop CHAPTER goals and objectives for maintaining a positive public image in the community served by the CHAPTER, for obtaining publicity for and promotion of membership in the ASSOCIATION and participation at CHAPTER events and activities, and for internal communications to CHAPTER members.
 - Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve public relations and communication goals.
 - Be responsible for production and distribution of the CHAPTER newsletter and other communications to CHAPTER members.
 - Be responsible for the creation and maintenance of a CHAPTER website.
 - Coordinate and oversee production and distribute all CHAPTER marketing and communication materials.
 - Supervise CHAPTER email and telephone hotline communications.
 - Ensure compliance with ASSOCIATION trademark and logo usage guidelines in all CHAPTER materials and communications.
- d. The **Golf Events Committee Chair**, with the assistance of her committee members, shall:
- Develop CHAPTER goals and set objectives for the calendar of CHAPTER golf events and for participation in golf events by CHAPTER members (including monthly golf outings, play days, charity tournaments, Chapter Championship, and special golf trips but excluding league play).
 - Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve golf event goals.
 - Plan and develop the schedule and format of all golf events and coordinate CHAPTER events schedule with ASSOCIATION event schedule to minimize conflicts.
 - Develop and maintain policies for event registration, fees, refunds, guests, etc. following ASSOCIATION guidelines.
 - Negotiate contracts with golf courses for all golf events.
 - Provide a coordinator for each event (including the Chapter Championship Director) to oversee promotion, registration,

- and execution of the event and be responsible for training and support of event coordinators.
 - Work with the Sponsorship Committee to obtain prizes for Chapter golf events.
 - Ensure that appropriate measures are taken to maintain an acceptable pace of play at all CHAPTER golf events.
 - Ensure that golf events are provided in the CHAPTER calendar to accommodate players of all ability levels.
- e. The **Golf Education and Player Development Committee Chair**, with the assistance of her committee members, shall:
- Develop CHAPTER goals and set objectives for the calendar of CHAPTER golf education and player development programs and for participation in golf education programs by CHAPTER members (including new golfer development, mentoring and transition programs for new golfers, clinics for intermediate and advanced players, rules & etiquette seminars, seminars on using golf in business, understanding the game of golf, etc.).
 - Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve golf education goals.
 - Plan and schedule the calendar of education programs according to ASSOCIATION guidelines.
 - Establish and maintain relationships with Host Clubs and teaching instructors where education programs are conducted.
 - Encourage CHAPTER members to become knowledgeable and conform to the Rules of Golf.
 - Provide a coordinator for each program to oversee promotion and registration and to ensure a welcoming environment is provided and be responsible for training and support for education program coordinators.
 - Serve as a special advocate for welcoming new golfers into the game and nurturing their development as a golfer.
 - Ensure that golf education and development programs are provided for players at all ability levels to meet the goals of CHAPTER members.
- f. The **Leadership Chair**, with the assistance of her committee members, shall:
- Be responsible for establishing and implementing an ongoing plan and programs for recruiting and retaining volunteers needed for CHAPTER operations including the establishment and maintenance of a pool of volunteers for CHAPTER committees, Board, events, and activities.
 - Oversee the development and maintenance of position descriptions for all volunteer roles. Assist committee Chairs

with developing processes needed to effectively lead their committees to meet goals.

- Identify needs and recommend and coordinate volunteer orientation, training, and development programs for CHAPTER volunteers.
- Develop, implement, and maintain CHAPTER volunteer recognition program.
- Assess and develop plan to improve satisfaction level of board and other volunteers.
- Help mediate should difficulties arise among volunteer leaders.
- Chair the Nominating Committee and ensure that annual Officer elections and Standing Committee Chair appointments are conducted in accordance with CHAPTER bylaws and ASSOCIATION election guidelines.
- Plan and implement annual transition meeting from old to new board in conjunction with the CHAPTER Officers.
- Develop succession plan for CHAPTER leadership in conjunction with the CHAPTER Officers.

g. The **League Chair**, with the assistance of her committee members, shall:

- Develop CHAPTER goals and set objectives for the calendar of CHAPTER leagues and for participation in golf leagues by CHAPTER members.
- Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve golf league goals.
- Plan and develop the schedule and format of all golf leagues and coordinate CHAPTER league schedule.
- Develop and maintain policies for league registration, fees, refunds, guests, etc.
- Negotiate contracts with golf courses for all golf leagues.
- Provide a coordinator for each league to oversee promotion, registration, and management of the leagues and be responsible for training and support of league coordinators.
- Work with the Sponsorship Committee to obtain prizes for Chapter leagues.
- Ensure that appropriate measures are taken to maintain an acceptable pace of play at all CHAPTER league play.
- Ensure that golf leagues are provided in the CHAPTER calendar to accommodate players of all ability levels.

h. The **Handicap Chair**, with the assistance of her committee members, shall:

- Be responsible for ensuring compliance with all USGA policies and procedures for obtaining a Handicap and provide oversight and management of the computerized ASSOCIATION Handicap System.

- Be responsible for requiring CHAPTER members who wish to obtain a handicap index report all scores made at home and away.
- Insist that principles of the Rules of Golf be followed.
- Ensure that all acceptable scores are entered into the ASSOCIATION Handicap System correctly, that all elements of the USGA Handicap System are followed, and the integrity of the System is maintained.
- Ensure that peer review of members scoring records and Handicap is available to all CHAPTER members.
- Review the accuracy of member scoring records and correct as required.
- Be responsible for providing handicap seminars and other training for members on how to obtain a Handicap.
- Assist with verification and proper use of Handicap Indexes for CHAPTER members for CHAPTER and ASSOCIATION competitions and golf events.

i. The **Social Events Chair**, with the assistance of her committee members, shall:

- Develop CHAPTER goals and set objectives for the calendar of CHAPTER social and networking events and for participation in these events by CHAPTER members and guests (including Kickoff Event, business networking functions, social events and parties, end of year events, etc.).
- Develop strategies and tactics and oversee the implementation and execution of plans and programs to achieve social event committee goals.
- Work with other Committees to assist them with planning and implementing social and networking activities in their programs.
- Be responsible for all contractual arrangements and the planning, promotion, coordination and implementation of the annual Kickoff Event and end of year awards event working closely with all Committee Chairs and the Chapter Officers.
- Plan and develop the schedule and format of all other social and networking events.
- Develop and maintain policies for social event registration, fees, refunds, guest, etc.
- Negotiate contracts for all social/networking events.
- Provide a coordinator for each social/networking event to oversee promotion, registration, and execution of the event and be responsible for training and support of social event coordinators.
- Ensure that business networking opportunities are provided for CHAPTER members.

ARTICLE VI: NOMINATIONS, PETITIONS AND ELECTIONS

Section 1. Nominating Committee

The Nominating Committee shall consist of five (5) members. The Immediate Past President and the Leadership Chair shall serve on the Nominating Committee. The Leadership Chair will serve as Chair of the Nominating Committee. If the Immediate Past President or Leadership Chair is unable to serve on the Nominating Committee for whatever reason, the Board of Directors shall elect a replacement. Three (3) other members shall be elected by the Board of Directors. All members of the Nominating Committee shall have served in a CHAPTER leadership capacity.

Section 2. Nominations

The Nominating Committee shall be responsible for issuing a call for nominations for Officers no less than 60 days prior to the scheduled elections. Nominees may be submitted by any member of the CHAPTER in good standing eligible to vote.

Using the written criteria established by the Nominating Committee subject to approval by the Board of Directors, the Nominating Committee shall evaluate the qualifications of nominated candidates for Officers of the CHAPTER. Prior to inclusion in the formal report of the Nominating Committee, each nominee shall have consented to the nomination and advised of his/her availability to serve if elected. The Committee shall present a recommended slate of nominees for each Officer vacancy no less than 21 days prior to the election. The formal report of the Nominating Committee shall be made in writing and delivered to the Board of Directors for approval prior to submission to the membership for election. Failure to obtain a majority approval by the Board of the slate will require the Nominating Committee to revise its recommendations per the previous procedure.

Section 3. Ballots

Ballots shall be mailed, regular or electronically, to voting members in good standing at least 15 days prior to the completion of the voting period and election results shall be announced to the membership in writing. Ballots shall be deemed delivered when deposited in the U.S. mail addressed to the member as their address appears on the records of the ASSOCIATION, with postage thereupon paid or when mailed electronically to the email address on the ASSOCIATION records.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, FINANCIAL

Section 1. Contracts.

The Board of Directors may authorize any Officer, Director, agent or agents of the

CHAPTER, in addition to the Officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CHAPTER and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the CHAPTER, shall be signed by such Officer or Officers, agent or agents of the CHAPTER and in such manner as from time to time be determined by resolution of the CHAPTER Board of Directors.

Section 3. Deposits.

All funds of the CHAPTER not otherwise employed shall be deposited from time to time to the credit of the CHAPTER in such banks, trust companies or other federally insured depositories as shall be selected by the Treasurer and approved by the Board of Directors. Funds may also be invested by the Treasurer in United States Government obligations, common stocks, and upon authorization of the Board of Directors, in obligations rated as excellent investment of low risk by a generally recognized investment rating company.

Section 4. Fiscal Year

The CHAPTER fiscal year shall be January 1 - December 31.

ARTICLE VIII. 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 members, the CHAPTER Board of Directors, and committees having any of the authority of the CHAPTER Board of Directors.

The officers shall have in their possession, a record giving the names and addresses of the CHAPTER members entitled to vote. All books and records of the CHAPTER may be inspected by any CHAPTER member, or the member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX. CONFLICTS OF INTEREST

All employees, Officers and Directors of the CHAPTER shall avoid any conflict of interest, or the appearance thereof, between the best interests of the CHAPTER and the direct or indirect personal interests of such employees, Officers and Directors. Accordingly, should any situation arise which presents a conflict, or the appearance of a conflict, the affected

employee, Officer or Director shall disclose the circumstances to the CHAPTER (an employee to his or her supervisor; an Officer or Director to the Board of Directors). Upon disclosure, the CHAPTER Board of Directors will determine appropriate steps to ensure that the conflict, or appearance of a conflict, does not influence the decision-making and best interests of the CHAPTER.

ARTICLE X. PARLIAMENTARY RULES

The Parliamentary Rules prescribed in and by "Roberts Rules of Order", last available edition, shall govern the conduct of the meetings of this CHAPTER.

ARTICLE XI. AMENDMENT

Any proposal to alter, amend, or repeal, any of these bylaws or to create new bylaws, must originate from, and be approved by, the CHAPTER Board of Directors and then submitted for approval to the ASSOCIATION Headquarters. Upon such approval, the new bylaw(s) will become effective once adopted by the vote of a simple majority of CHAPTER members responding in the affirmative to any regular or electronic mail ballot for such reason or at any regular meeting of the membership or in a special meeting of the membership called for that purpose, provided notice in writing (via regular or electronic mail or publication on the CHAPTER website) of the wording of the proposed amendment or amendments have been submitted to each CHAPTER member at least seven (7) days prior to said vote.

ARTICLE XII. INDEMNIFICATION

The CHAPTER shall indemnify and hold harmless to the full extent permitted by law and shall have the authority to purchase and maintain general liability insurance and directors and officers liability insurance on behalf of any person who serves or has served as a director, officer, employee or authorized agent of the CHAPTER, or who serves or has served at the request of the CHAPTER as a director, officer, employee, or authorized agent of another corporation, partnership, joint venture trust or other entity.

ARTICLE XIII. DISSOLUTION

A CHAPTER may not dissolve nor disaffiliate from the ASSOCIATION unless it is the will of three-quarters (3/4) of all eligible voting members. If dissolution or disaffiliation is approved, CHAPTER may wind up and conclude its affairs in a manner consistent with the Non-Profit Corporation Statutes of New York and the applicable provision(s) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent U.S. Internal Revenue Code.)

In the event of the dissolution or disaffiliation of a CHAPTER, all assets remaining after the financial debts and obligations of the CHAPTER have been fully satisfied, shall be turned over to the ASSOCIATION to be deposited in an account for the development of new

CHAPTERs.