

CHAPTER CONSTITUTION AND BYLAWS



**St. Louis Chapter
of the
Risk and Insurance
Management Society, Inc.
(RIMS)**



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ARTICLE I. NAME AND TERRITORY

SECTION 1. NAME.

The name of this organization is the "The St. Louis Chapter of the Risk and Insurance Management Society, Inc." (hereinafter referred to as the "Chapter"). The Chapter functions as a regional division of The Risk and Insurance Management Society, Inc., hereinafter referred to as "RIMS" or the "Society".

SECTION 2. TERRITORY.

The Chapter operates and serves members within the territory approved by the Society, generally the greater St. Louis metropolitan area within the states of Missouri and Illinois.

ARTICLE II. OBJECTIVES, POWERS AND RESTRICTIONS

SECTION 1. OBJECTIVES.

The objectives of the Chapter are:

- To promote the discipline of risk management and enhance the image of the professional risk manager;
- To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities;
- To influence legislation and regulation at the federal, state and provincial levels, for the benefit of its members;
- To provide forums for the free exchange of ideas and viewpoints among its members;
- To promote a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers;
- To foster relationships with other professional societies and organizations in order to advance its objectives; and
- To support and adhere to the objectives, code of ethics and other standard established by RIMS.

SECTION 2. POWERS.

The Chapter shall have power to engage in any legal, ethical and moral activity to further the objectives listed above in section 1; provided, however, that the Chapter shall not have any power to incur financial or other obligations for which RIMS may be responsible without the approval of the RIMS Executive Council.

SECTION 3. RESTRICTIONS.

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

- applicable government antitrust, trade regulation or other requirements, and
- applicable tax-exemption requirements, including the requirement that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.



ARTICLE III. MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP.

A. CLASS I – Organizational Member Corporations or Other Legal Entities

1. An Organizational Member must:

- employ at least one individual with risk management responsibilities;
- subscribe to the objectives of RIMS;
- agree to abide by RIMS' Constitution and Bylaws;
- agree to abide by this Chapter's Constitution and Bylaws;
- have been accepted for membership by the Chapter;
- at all times be represented by a Professional Member (subject to eligibility requirements) who is a compensated employee of the Organization Member (or affiliated entity of the same economic family); and
- pay Society and Chapter membership dues as fixed by the respective Boards of Directors.

A wholly-owned subsidiary of an Organizational Member that has its own risk management department and/or individual(s) performing the risk management function solely for the subsidiary must have their own membership.

2. An Organizational Member may:

- designate two Professional Members for its membership dues. Only one Professional Member, so designated as the primary Professional Member, may exercise the voting rights of the Organizational Member; and
- designate additional Professional Members for a fee set by RIMS Board of Directors.

3. A Professional Member shall have responsibilities for risk management, insurance management, and/or strategic and operational risk integration. A Professional Member must be employed by or work exclusively for the Organizational Member or affiliated entity of the same economic family.

A Professional Member:

- a. must perform one or more of the following risk management functions for the benefit of the Organizational Member and if applicable, for an affiliated entity of the same economic family:
 - risk administration;
 - risk assessment;
 - self-administered claims administration;
 - loss control;
 - risk financing; or
 - funding/selection/administration relative to property/casualty or employee benefits programs.



- b. must not engage in any of the following prohibited activities for any nonaffiliated entities:
 - underwriting of insurance;
 - selling or brokering of insurance;
 - regulating of insurance;
 - rating of insurance;
 - actuarial services relating to insurance;
 - investigation and/or settlement of losses;
 - providing risk management or employee benefits-related services, including but not limited to risk management consulting, rehabilitation, mediation, environmental services, disaster recovery, etc.;
 - providing legal services; or
 - executive recruitment and/or personnel recruitment.
- c. may vote, hold office and chair or serve on a committee.

B. CLASS II Honorary Members

An Honorary Membership may be conferred only by the Board of Directors of RIMS on a person deemed worthy of such a distinguished honor. An affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is needed to confer an Honorary Membership.

A Nominee for Honorary Membership:

- must have served as an officer or director of RIMS and have made outstanding contributions to the advancement of RIMS, or if not eligible to be a deputy member of RIMS, must have made contributions to risk management/benefits and/or the insurance industry which are considered to be unusually outstanding as determined by RIMS Executive Council;
- must not be a Professional Member, except for retired, at the time of nomination; and
- must be nominated by at least five Professional Members in a written statement addressed to the President of RIMS, signed by each, specifying the grounds upon which the nomination is made and documenting the contributions of the nominee to RIMS and risk management.

RIMS Executive Council shall evaluate each nomination to see that it meets the criteria listed herein and if it does, shall present the nomination to RIMS Board of Directors for its consideration. If the nomination does not meet the criteria, RIMS Executive Council shall return it to the deputy members with an explanation as to why it was not forwarded to RIMS Board of Directors.

Election to such membership shall be conducted by electronic mail which, together with supporting data, shall be forwarded to each member of RIMS Board of Directors. Ballots shall be returned to the Vice President & Secretary of RIMS at the RIMS principal office.

Honorary Members:

- must subscribe to the objective of RIMS;
- must agree to abide by this Chapter's Constitution and Bylaws;



- pay no dues;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers,
- unless otherwise specified; and are not required to be a member of a chapter.

An Honorary Membership shall be conferred on an individual for the duration of that person's life.

The Chapter may grant a Chapter Honorary Membership as it deems appropriate, pursuant to the above criteria. The Chapter Honorary Membership will be recognized by the Chapter only and does not entitle the honoree to the benefits associated with membership in RIMS.

C. CLASS III Educational Members

An affirmative vote of at least two-thirds (2/3) of the entire RIMS Executive Council is needed to confer an Educational Membership. This membership shall be carried with the faculty member from educational institution to educational institution, so long as the educational institution offers courses in risk management, insurance or benefits.

A Nominee for Educational Membership:

- must be a faculty member teaching risk management, insurance or benefits courses or chairing a department which offers risk management, insurance or benefits courses;
- must participate in activities of RIMS; and
- must be nominated by at least five deputy members in a written statement addressed to the President of RIMS, at the RIMS principal office, signed by each, specifying the grounds upon which the nomination is made, including documentation of the nominees participation with RIMS and a curriculum vitae/resume.

An Educational Membership shall not be affected if the educational member engages in other employment, even if in that other position the educational member would not be eligible to be a Professional Member of RIMS, so long as education remains the member's primary occupation at an institution of higher learning. However, in the event that the primary occupation of an Educational Member is no longer education, such Educational Member status shall terminate, with no refund of any prorated dues amount.

Election to such membership may be conducted by electronic mail which, together with supporting data, shall be forwarded to each member of RIMS Executive Council. Ballots shall be returned to the Vice President & Secretary of RIMS.

Educational Members:

- must subscribe to the objective of RIMS;
- must agree to abide by this Chapter's Constitution and Bylaws;
- pay no dues;
- may not vote;
- may not hold office;



- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- must re-qualify for such membership every five (5) years and if their teaching assignments or activities within RIMS change, such membership may be subject to termination.

The Chapter may grant a Chapter Educational Membership as it deems appropriate, pursuant to the above criteria. The Chapter Educational Membership will be recognized by the Chapter only and does not entitle the Educational Member to the benefits associated with membership in RIMS.

D. CLASS IV Student Members

A Student Membership may be granted to a full-time student enrolled in at least twelve (12) credit hours per term in a college or university provided such individual is not otherwise eligible for membership in another class. Student Members should be affiliated with a local RIMS Chapter, to the extent possible given the student's location relative to the Chapter area. Upon graduation or acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the prohibited activities listed in Section 1(A)(3)(b), such Student Member status shall terminate, with no refund of any prorated dues amount.

Student Members:

- must subscribe to the objective of RIMS;
- must agree to abide by this Chapter's Constitution and Bylaws;
- may not vote;
- may not hold office;
- may join committee activities at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Student Membership as it deems appropriate, pursuant to the above criteria. The Chapter Student Membership will be recognized by the Chapter only and does not entitle the Student Member to the benefits associated with membership in RIMS.

E. CLASS V Transitional Member

A Transitional Membership may be granted to a current Professional Member upon that individual's separation from his/her current place of employment. Upon acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the prohibited activities listed in Section 1 (A)(3)(b), such Transitional Member status shall terminate, with no refund of any prorated dues amount.

Transitional Members:

- must subscribe to the objective of RIMS;
- must agree to abide by this Chapter's Constitution and Bylaws;
- pay no dues;



- may enjoy such membership for a maximum of two continuous years from the date of separation from the Organizational Member;
- may continue to serve as a local or national officer or committee member until the expiration of his/her existing term, but may not seek reelection to that office, or election to any other office, and may not be re-appointed to a committee, upon the expiration of such existing term;
- may not vote, except as described immediately above;
- is afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- shall pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Transitional Membership as it deems appropriate, pursuant to the above criteria; provided, however, that a Chapter Transitional Member must immediately resign any local or national office or committee membership. The Chapter Transitional Membership will be recognized by the Chapter only and does not entitle the Affiliate Member to the benefits associated with membership in RIMS.

F. CLASS VI Associate of the Society

An individual may be extended the opportunity to be an Associate of the Society if he/she can confirm their commitment to uphold and further the risk management discipline.

An Associate of the Society:

- must not be eligible to be a Professional Member of a corporation or other legal entity eligible for Class I membership, as described above in Section 1 (A)'
- must not be eligible to be a Professional Member, as described above in Section 1 (A), for a current Organizational Member.

Associates of the Society:

- must subscribe to the objective of RIMS;
- must agree to abide by this Chapter's Constitution and Bylaws;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- must be an Associate of a local chapter, unless accepted for non-chapter membership by RIMS Director of Membership & Chapters Services (or other staff equivalent position) after taking into consideration geographic location, travel time and other extenuating circumstances;
- are afforded the privileges of RIMS membership, unless otherwise specified; and
- must pay dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Associate Membership as it deems appropriate, pursuant to the above criteria. The Chapter Associate Membership will be recognized by the Chapter only and does not entitle the Associate Member to the benefits associated with membership in RIMS.



G. CLASS VII Retired Member

A Retired Membership may be extended to an individual who was previously employed in risk management or one of its related specialties and who was previously a Class I Professional Member, a Class III Educational Member or a Class VI Associate Member of RIMS prior to retirement.

A Retired Member:

- must have previously been a Class I Professional Member, a Class III Educational Member or a Class VI Associate Member of RIMS;
- must be fully retired (i.e., does not practice or work in any capacity in the risk management field, as would make him or her eligible to be a member of RIMS in any other Class).

Retired Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may be a member of a local chapter;
- must pay dues, which shall be fixed by RIMS' Board of Directors;
- may vote, hold office and/or serve as a chair or vice chair of a committee, and may serve as a voting member of a committee; and
- are afforded the same privileges of membership such individuals had received as Professional Members or Associates, as the case may have been, unless otherwise specified.

The Chapter may grant a Chapter Retired Membership as it deems appropriate, pursuant to the above criteria. The Chapter Retired Membership will be recognized by the Chapter only and does not entitle the Retired Member of the Chapter to the benefits associated with membership in RIMS

RIMS Executive Council is empowered to: resolve cases of doubt as to eligibility; review admissions as to eligibility; refuse admission to entities or individuals whose inclusion would not be in the best interest of RIMS; and terminate a membership by reason of ineligibility that has come about subsequent to admission. Exclusion from or termination of membership may be appealed by a RIMS Director to RIMS Board of Directors, who may overrule the action of RIMS Executive Council by a majority vote of the entire RIMS Board of Directors at an in person meeting specified in Article VI, Section 7, below. Nothing herein deprives a chapter of the right to refuse chapter admission to an applicant.

SECTION 2. TERMINATION OF MEMBERSHIP.

A. RESIGNATION.

Any membership may be resigned by filing a written resignation with RIMS and RIMS shall make the information available to the affected Chapter. Such resignation shall not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.

B. SUSPENSION OR EXPULSION.

Any Class I, III, IV, V, VI or VII member who fails to pay dues when payable or within ninety (90) days thereof, or who becomes ineligible for membership, may be forthwith suspended by the RIMS Director of Membership & Chapter Services, or other equivalent staff position, but



shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied. Notice of any action taken hereunder shall be given to the President of the Chapter.

- C. Any membership may be terminated by action of the RIMS Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and hearing before RIMS Board of Directors, if requested by the Member or individual, RIMS Board of Directors by a two-thirds (2/3) vote finds the Member or individual guilty of unethical conduct or conduct prejudicial to the best interests of RIMS.

SECTION 3. MEETINGS OF MEMBERSHIP.

A. ANNUAL MEETING.

The Annual Meeting of the Chapter shall be held during the month of January unless otherwise designated not less than forty five (45) days prior to the meeting date, at any place specified by the Chapter's Board of Directors. Notice of the annual meeting shall be sent to all Chapter members at least thirty (30) days in advance of the meeting. Notice of the Annual Meeting posted on a Chapter website shall constitute adequate notice.

B. SPECIAL MEETINGS.

Special Meetings of the Chapter may be called by the President of the Chapter, and shall be called upon the request of a majority of the Chapter Board of Directors or upon a written application of 10 percent, or not less than 5 primary deputy members, whichever is greater, of the Chapter members. Requests or applications for special meetings shall be sent to the Chapter President. Notice of such meetings, stating the business to be transacted, shall be sent to all Chapter members at least thirty (30) days in advance. Notice of Special Meetings posted on a Chapter website shall constitute adequate notice. Business not on the agenda shall not be considered.

C. REGULAR MEETINGS.

Regular Meetings of the Chapter shall be held at such time and place as may from time to time be approved by the Chapter Board of Directors. The Chapter shall meet at least four (4) times per year, with one of those being the Annual Meeting.

D. VOTING.

Only one of the Professional Members representing a Class I member entity shall exercise a vote at a meeting of the Chapter. In the event both the primary Professional member and one or more alternate Professional Members of a Class I member are present at the meeting at which a vote is to be taken, the primary Professional Member shall exercise the vote on behalf of the Class I member. Voting by proxy shall be permitted at chapter meetings provided a single and only a single written proxy for a member, valid only for the specified meeting and signed by an authorized Professional Member, shall be filed ten (10) days in advance of such Meeting with the Chapter Secretary. Such proxy may be submitted to the Chapter Secretary via traditional or electronic mail.

E. QUORUM.

The Chapter members present shall constitute a quorum at any meeting of the chapter.



F. REPORTS.

The Chapter shall regularly maintain and submit to RIMS written notices of meetings, minutes of meetings, financial reports, updated Constitution & Bylaws and such other records and information as may be reasonably requested by RIMS.

ARTICLE IV. DUES COLLECTION

SECTION 1. SOCIETY DUES.

Class I, III, IV, V, VI, and VII members shall pay society dues directly to RIMS principal office or an alternate location as indicated on the dues invoice.

SECTION 2. CHAPTER DUES.

Chapter Dues are paid directly to RIMS principal office or alternate location, along with that member's or Associate's society dues. RIMS shall send the Chapter Dues to the Chapter as soon as possible, but not later than thirty (30) days after receipt.

SECTION 3.

ARTICLE V. RIMS DELEGATE

The Chapter's Board of Directors shall elect, at its Annual Meeting, one of its Professional members to serve on the House of Delegates of RIMS for a two (2) year term. Said two-year term shall commence on the first (1ST) day of January. Delegates may be elected to successive terms. The Delegate shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS House of Delegates.

A Delegate elected to be a RIMS Director shall serve as such Director only and the Chapter shall designate another Delegate to complete the Delegate's unexpired term.

The Chapter shall notify RIMS at RIMS' principal office, in writing and within fifteen (15) days of election, of the Delegate elected, along with the name of the member company in which the Delegate is employed.

The Delegate acts as communication liaison between the chapter and the RIMS leadership, representing the Chapters' concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local chapter level. It is the Delegate's responsibility to communicate the changes in the Chapter Constitution and Bylaws necessary to comply with constitutional changes in the RIMS Constitution and Bylaws.

In the event that a Delegate cannot be present at a meeting of the House of Delegates, the Chapter may designate an alternate Delegate by providing written notification of the name and address of the alternate Delegate to Secretary of RIMS prior to the commencement of the meeting of the House of Delegates.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS.

The Chapter's Board of Directors shall elect officers of the Chapter and shall assume the general management of all affairs of the Chapter.

SECTION 2. COMPOSITION.



The Chapter's Board shall consist of no less than six Directors. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting. Those elected shall take office on the first day of January and shall serve until the expiration of their term of office or until their successors have been elected and qualified. No less than two-thirds (2/3) of the Chapter Directors shall be Professional Members of RIMS. The Chapter President and the Chapter Delegate to the RIMS House of Delegates shall be members of the Chapter Board of Directors.

SECTION 3. NOMINATIONS.

A. Nominating Committee.

1. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 30TH day of November the names of its nominees for directors, together with a signed acceptance from each.
2. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than 6 members. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than fifteen (15) days prior to the date of the Annual Meeting of the Chapter.
3. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (4), below.
4. The Chapter Secretary shall send to the Chapter Membership not later than the 15TH day of December, a ballot for the annual election containing the names of all candidates for directors. The return date of the voted ballot, or proxy date, shall be on or before the date of the Annual Meeting of the Chapter Membership.

B. Nominations by Petition.

Nominations for the Chapter Board, other than those made by the nominating committee, may be made by petition signed by not less than 6 members, and such petition must be presented to the Chapter Secretary at least thirty (30) days prior to the date of the Annual Meeting of the Chapter.

SECTION 4. RESIGNATIONS.

Directors may resign at any time by giving verbal or written notice to any member of the Chapter Board and such resignation shall take effect at the time specified therein.

SECTION 5. REMOVALS.

A Director may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after notice in writing is given to all directors that such removal action will be considered and the reason(s) therefore.

SECTION 6. VACANCIES.

Vacancies on the Chapter Board shall be filled by action of the Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

SECTION 7. MEETINGS.

A. ANNUAL BOARD MEETING.



The Chapter Board of Directors shall meet as soon as practicable after the Annual Meeting for the election of officers and transaction of any additional business as may properly come before the meeting.

B. OTHER MEETINGS.

Other Meetings of the Chapter Board of Directors, in person or via electronic means, may be called at the President's discretion or upon the request of a plurality of members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least fifteen (15) days in advance unless so waived by two-thirds of the Board membership.

C. QUORUM.

A majority of the Chapter Board of Directors shall constitute a quorum for an in-person meeting; however, two-thirds (2/3) of the Board of Directors must cast ballots to constitute a quorum for a meeting by correspondence. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.

D. BOARD MEETINGS.

Meetings of the Chapter Board shall be held within the St. Louis metropolitan area or in such other places as the President may, from time to time, designate. Meetings may be held in person or by electronic means.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS.

Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, and as many additional officers as the Chapters Board of Directors deems necessary.

SECTION 2. ELECTION OF OFFICERS.

The Officers of the Chapter shall be elected by the Board of Directors as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 30TH day of November the names of its nominees for each elective office, together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than 6 members. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than thirty (30) days prior to the date of the Annual Meeting of the Chapter.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall mail to the Chapter Board of Directors not later than the 15TH day of December, a ballot for the annual election containing the names of alt candidates for Officers. The return date of the voted ballot shall be on or before the date of the Annual Meeting of the Chapter Board of Directors.

SECTION 3. REMOVAL.



Any officer may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Chapter Board of Directors.

SECTION 4. VACANCIES.

Vacancies in any office shall be filled by the Chapter Board of Directors upon the recommendation of the Nominating Committee for the unexpired portion of the term. The Chapter shall notify RIMS within fifteen (15) days of any vacancies filled by the Chapter Board of Directors.

SECTION 5. PRESIDENT.

The President shall be the chief executive officer of the Chapter and shall have general supervisory powers over the business affairs of the Chapter and its Officers, subject to the control of the Chapter Board of Directors. It shall be the duty of the President to preside at all meetings of the chapter membership and Chapter Board of Directors and to enforce all laws and regulations relating to the Chapter.

SECTION 6. VICE PRESIDENT.

The Vice President shall, in the absence of the President, perform all the duties of the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or Chapter Board of Directors. It shall be the Vice President's further duty to counsel and assist the President in the administration of all business of the Chapter.

SECTION 7. TREASURER.

The Treasurer shall have general supervision of financial operations of the Chapter and shall supervise the receipt, deposit and disbursement of all moneys held in the name of the Chapter. The accounts and related records of the Treasurer shall be reviewed at least annually, in accordance with standard business practices, and the applicable rules and regulations of the Chapter's place of business.

SECTION 8. SECRETARY.

The Secretary shall record all official actions of the Chapter, shall issue all notices of meetings, and shall perform all other duties usual to the office of Secretary, and such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

ARTICLE VIII COMMITTEES

SECTION 1. NOMINATING COMMITTEE.

A Nominating Committee shall be appointed by the Chapter President, with the approval of the Chapter Board of Directors, not later than the 1ST day of October.

The Nominating Committee shall consist of not less than 5 members of the Chapter. The Chapter President shall appoint a Chair of the committee from the members appointed. Vacancies on the committee shall be filled by the Chapter President.

The Nominating Committee shall deliver to the Chapter Secretary, not later than the 15TH day of November, the names of its nominees for each elective office, together with a written acceptance from each nominee. Only candidates placed in nomination by this committee, or by petition, shall appear on the ballot to be voted on in the annual election, to be held by electronic ballot, in-person vote and/or proxy vote.

SECTION 2. OTHER COMMITTEES.



Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or the President, and the members of each committee shall be Professional Members, Honorary Members, Transitional Members, or Retired Members of the Chapter.

Other members may be appointed as advisors to a committee at the discretion of the committee Chair. The Chair of each committee shall be designated by the Board Member to whom the committee reports, subject to the approval of Chapter Board of Directors.

The President, Chapter Board of Directors or Committee Chair shall appoint the members of the committee. Each member of a committee shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner discharged.

Except as otherwise provided by the Chapter Board, each committee shall establish its own quorum, rules and procedures.

ARTICLE IX. FISCAL YEAR

The fiscal year shall begin the 1st of January and shall end the 31st day of December.

ARTICLE X. PARLIAMENTARY PROCEDURE

In general, Robert's Rules of Order shall govern matters of procedure. Motions shall be made, seconded, heard, debated and voted upon. Action could be taken informally without going through these steps by using unanimous consent.

ARTICLE XI. WAIVER OF NOTICE

Any notice required to be given hereunder may be waived in writing, including electronic means, by the person or persons entitled to said notice, whether before or after the time stated therein. The attendance at any meeting, unless specifically noted to the contrary, shall be deemed a waiver of notice of said meeting.

ARTICLE XII. AMENDMENTS

Amendments to this Constitution and Bylaws shall be made only by an affirmative vote of two-thirds (2/3) of the full Chapter membership. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment is given to all members of the Chapter at least 15 days prior to the Chapter meeting where the vote is to be taken.

ARTICLE XII. EFFECTIVE DATES

This Constitution and Bylaws shall become effective on the 23rd day of January, 2025.