

Model Bylaws for ASTD Chapters

The purpose of *Model Bylaws for ASTD Chapters* is to provide a tool for chapters to assess and, when necessary, modify their bylaws to facilitate effective chapter management. No model will fit every chapter, and attempting to apply a model without tailoring it to your chapter's specific needs would be foolhardy at best. However, this model is based on extensive benchmarking of existing bylaws and leading authorities on the subject of non-profit law and association management, and can provide a structure for the discussion of what a chapter's bylaws should address.

The *Model Bylaws for ASTD Chapters* cover the major areas all chapters should consider addressing in their bylaws. In many cases, decisions specific to each chapter's situation— such as what officer titles will be used, or how many votes will be required to carry a motion — are noted in bold print, prompting the leaders to discuss and recommend the best choices for their chapter. Additionally, the Annotated Model provides specific commentary and considerations for several key points in the bylaws. However, it is important to keep in mind that corporation law varies from state to state, and because of this some provisions of the Model Bylaws must be considered and completed in accordance with those specific state laws. . There are a variety of protections chapters and leaders enjoy when chapters are incorporated under the laws of the state in which they do business, and chapters should strongly consider becoming incorporated

It can not be stressed enough: No single set of bylaws will meet the needs of every chapter. Equally important though is the need to assess and, when necessary, modify the bylaws governing a chapter before the regular — and irregular — changes common to chapter life bring the gaps into the spotlight. With the *Model Bylaws for ASTD Chapters* — and the advice of an attorney versed in the non-profit laws of your state — chapter leaders can make the changes that come with the territory easier to handle.

The Importance of Bylaws

When a group of volunteer leaders start a new ASTD chapter, bylaws are an important part of the foundation upon which the chapter will be built. Though it can be energizing to start with a clean slate, it can also be difficult to determine just what should be addressed in bylaws, and to what degree of detail. For new chapters, a solid foundation includes a clear statement of purpose — who we are, who we serve, and what we will provide — as well as a clear set of guidelines for members and leaders to follow in realizing the chapter's goals.

One of the facts of life for a chapter board is that there will be changes in the leadership team. Sometimes the changes are part of a well-planned annual succession, and sometimes they are the surprisingly sudden results of personal or professional changes in the lives of one or more board members. Regardless of how they come about, most chapter leaders expect that changes in the volunteer leadership team are one of the constant challenges facing chapter boards.

While this comes as no surprise to most leaders, many are taken by surprise when the different perspectives new board members bring to the chapter leadership team lead to conflicting notions about the way the chapter serves its members. Conflicts can range from debates about the delivery of a specific service to the legal or ethical implications of a board decision — and sometimes the debate about process can escalate into a conflict about the rights, roles, and responsibilities of leaders charged with managing a chapter and serving its members. Such debates can result in a shared understanding of the chapter's vision and mission, but they can also deteriorate into a battle of personalities which paralyze a chapter board.

Chapter bylaws should provide some answers for a board, helping to clarify roles and responsibilities, dampening the level of conflict that can surround such issues. However, it is all too common that a board in need of clarity turns to their bylaws only to find the bylaws either unclear or silent on a key issue. While no document can anticipate all of the situations that chapter leaders will face over time, a well drawn set of bylaws should articulate the rights, roles and responsibilities of members and leaders in a chapter, and provide reasonable mechanisms for resolving conflicts.

Bylaws Defined

Simply put, “bylaws are the set of rules adopted by an organization for its internal management and government.”¹ Bylaws are the ultimate arbiter of “how we do things” in a chapter, for the members and the board. The purposes of bylaws are to:

- 1) Regulate the internal practices and procedures of the chapter;
- 2) Define the relations, rights, and duties of members amongst themselves and in relation to the chapter; *and*
- 3) Define the powers, duties, and limitations of chapter board members.²

The specific elements and provisions of a chapter’s bylaws may vary, but in all cases the chapter’s bylaws should be clear, consistent, and complete. As noted authority on association law, George Webster, pointed out:

Simplicity and specificity in the drafting of bylaws tend to assure efficient...management, and avoid confusion and friction among association members regarding the internal affairs of the association.³

However, the quest for “specificity” should not drive a chapter to document and regulate every action. Bylaws will be most effective if they specify actions that are either required or prohibited, without attempting to provide exhaustive detail as to how every action in a chapter is to be carried out. This is important because bylaws can only be adopted and amended by the *members* of a chapter, and therefore should “include all rules the (chapter) considers so important that they (a) cannot be changed without previous notice to members and the vote of a specified majority and (b) cannot be suspended.”⁴

While the specific elements of chapter bylaws will necessarily vary depending on the structure of the chapter and the laws of the state or commonwealth in which it operates, some basic elements are usually included in bylaws:

Name and Purpose of Chapter
Membership — eligibility and requirements
Board of Directors — qualifications, conduct, and removal
Election of Board Members
Duties and Responsibilities of Board Members
Financial Controls
Committee Operations
Meeting Requirements
Amendment Procedures

Provisions for Dissolution of Chapter and Assets

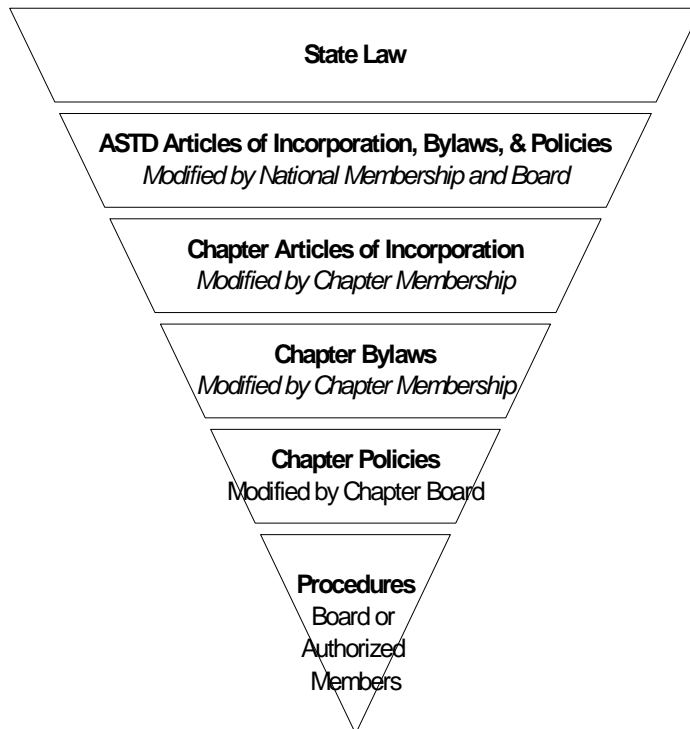
The key is to provide enough information for successive chapter boards and members to understand what must be done — or avoided — to keep a chapter running in accordance with its charter and the prevailing laws of the state or commonwealth in which the chapter does business.

Relation of Bylaws to Other Aspects of Governance

Not only should a chapter's bylaws be internally consistent —with terms and definitions used in the same way whenever they appear in the bylaws — but they also need to be consistent with other legal and procedural documents as well. In a sense, bylaws sit in the middle between the overarching requirements of laws and legal documents registered with government authorities, and the policies and procedures that chapter leaders will follow in an effort to serve the members of a chapter.⁵ Understanding the relationship of the bylaws to both broader legal issues and specific operational issues is important for leaders and members alike.

Some chapters consider using the term “constitution” to refer to the rules and guidelines governing the operation of the chapter. However several legal experts note that the terms “constitution” and “bylaws” are not interchangeable, and that when referring to the standing rules by which the chapter conducts its business the term bylaws is clearer legally.

The diagram below illustrates where a chapter's bylaws fall in the hierarchy of governing mechanisms, as well which bodies or persons have the power to modify rules at each level.



- *State law* has precedence over all aspects of chapter operations. Mechanisms that limit or direct actions within the chapter are binding so long as they do not contradict either the laws of the state or commonwealth.
- The chapter's charter from the *national society* requires that chapter bylaws are in agreement with the provisions of national articles of incorporation, bylaws, and policies.
- If a chapter is incorporated under the

laws of the state in which it does business (optional for chapters) the *chapter's articles of incorporation* would take precedence if there were any conflict with the provisions of the chapter's bylaws.

- Similarly, *chapter policies and procedures* must not conflict with the provisions of bylaws that have been duly adopted by the chapter.

Clearly it makes sense for a chapter to seek the advice of legal counsel familiar with the laws regulating non-profit organizations in the state to assure that the bylaws are not only clear to the members and leaders of a chapter, but that they are aligned with the law and do not put the chapter, its members, or its board in an awkward position legally.

Bylaws versus Documented Policies

One of the most important contributions bylaws can make to the effective management of a chapter is to clarify boundaries for leaders and members — without unduly limiting creative solutions to challenges facing the chapter. It is important that chapters document the rules, policies and processes related to serving members, not only to avoid “reinventing the wheel” year after year, but also to provide a reasonable level of accountability for the board and the members.

However, operational guidelines should not be mistaken for bylaws. Bylaws, by their very nature, are difficult to modify in the face of changing needs or opportunities. Even though consistency is important for effective chapter management, chapter leaders also need enough operational flexibility to address the changing conditions encountered over time. While it is important for boards to document decisions as well as rules or policies developed in the course of the normal work of the chapter, “documenting” is not the same as “codifying in bylaws.” In the end, the keys for successful chapter governance is the same as for effective chapter management: *consistency, simplicity, and effectiveness.*

¹ H. Oleck. *Nonprofit Corporations, Organizations, and Associations*. Prentice Hall, 5th Edition. 1988. p. 576.

² *Ibid.*, p. 577.

³ G. Webster. *The Law of Associations*. Matthew Bender. 1995. p. 2-33.

⁴ H. Robert. *Robert’s Rules of Order, Newly Revised*. Scott, Foresman and Company. 1981. p.10.

⁵ J. Carver. *Boards That Make a Difference*. Jossey-Bass Publishers. 1990. p.221.

Model Bylaws for ASTD Chapters Annotated Bylaws

Section	Considerations
<p>Article I Name and Purpose</p> <p>Section A: Chapter Name and Offices The name of this organization is the _____ Chapter of the American Society for Training and Development. The registered office of the chapter shall be located in the State/Commonwealth of _____.</p> <p>Section B: Affiliation with the National Society The chapter is an affiliate of the American Society for Training and Development, a non-profit educational society exempt from federal taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Society and its chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.</p> <p>Section C: Governance and Management of Chapter The chapter shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.</p>	
<p>Section D: Purpose The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter’s specific purpose shall be: <i>(Fill in your chapter purpose statement here)</i></p>	Work to assure that the language of the chapter purpose statement is aligned with the vision and mission of National ASTD. This can facilitate the recognition of the chapter’s non-profit status by state, city, and postal officials.
<p>Section E. Equal Opportunity The chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment.</p> <p>Section F. Political Activities The chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The chapter shall not directly or indirectly participate in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.</p>	

<p>Article II. Membership</p> <p>Section A. Eligibility</p> <p>Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; and subscribe to and are qualified under these bylaws. A chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.</p>	
<p>Section B Dues</p> <p>Dues, fees, and terms of chapter membership will be set by the Board of Directors. Chapter membership <u>(is/is not)</u> transferable.</p> <p>Section C. Suspension or Termination of Membership</p> <p>The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.</p> <ol style="list-style-type: none"> 1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least <u>(twenty)</u> days prior to the meeting. 2. Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or statement signed by no fewer than <u>(5)</u> chapter members in good standing. 3. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors. 	<p>If chapter chooses to allow membership to be transferred, chapter will need to develop appropriate policies and procedures. Key: balancing interests of members, organizations, and chapter.</p> <p>Timeframes should be both fair to members and reasonably efficient to conduct business.</p>
<p>Article III Board of Directors</p> <p>Section A. Duties and Responsibilities</p> <p>The management of the affairs of the chapter shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the chapter, and to this end it may exercise all powers of the chapter. The duties of the Board shall include: establishing policy for the operation of the chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing committees of the chapter; and performing other functions as appropriate for the Board of Directors.</p>	<p>All statements referring to the individuals and bodies charged with governing the chapter need to be aligned with prevailing state or local laws relevant to non-profit organizations. The advice of local counsel is essential in this area.</p>
<p>Section B. Membership</p> <ol style="list-style-type: none"> 1. The Board of Directors will consist of (____) individuals elected from among chapter members in good standing as specified in Article II of these bylaws. The Board of Directors shall continue in office until successors are duly installed. 	<p>Specific number can vary; generally speaking, a minimum of 5-7 and a maximum of 9-11 can provide a diverse and manageable board.</p>

<p>2. Members of the Board of Directors shall be President, President-Elect, Past President, <u>(Vice President of Finance/Treasurer)</u>, and other <u>(Vice Presidents/Directors)</u> as determined by the Board of Directors and these bylaws.</p>	<p>Titles can vary from chapter to chapter; model reflects key functional areas that should be addressed in bylaws.</p>
<p>3. President As the chief executive officer of the chapter, the President is responsible for managing the chapter in accordance with these bylaws and the laws of the <u>(State/Commonwealth of _____)</u>. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the chapter.</p> <p>4. President-Elect The President-Elect acts for the President in the President's absence. The President-Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect performs other duties as requested by the President.</p> <p>5. (Treasurer/Vice President of Finance) The (Treasurer/Vice President of Finance) shall report on the financial condition of the chapter at meetings of the Board and at other times when called upon by the president.</p> <p>6. Other (Vice Presidents/Directors) shall include:</p> <ol style="list-style-type: none"> 1. to be completed by chapter... 2. to be completed by chapter... 3. to be completed by chapter... 4. to be completed by chapter... 5. to be completed by chapter... <p>All (Vice Presidents/Directors) will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential Board members at least 30 days prior to scheduled elections.</p>	
<p>Section C. Qualifications Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws. Board members are required to maintain membership in the national Society.</p> <p>Section D. Terms Board members shall be elected to serve terms of <u>(one year? eighteen months? two years?)</u>. Board members <u>(may/may not)</u> stand for re-election to the same board position. [and <i>if so</i>, may serve no more than <u>(two? three?)</u> consecutive terms].</p>	<p>National society membership is required element of all chapter charters.(ASTD Policy, Section 7.6)</p>

<p>Section E. Conduct of Chapter Business</p> <ol style="list-style-type: none"> 1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present. 2. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless a greater proportion is required by law or these bylaws. 3. Absent board members (<u>may/may not</u>) vote by proxy votes [If proxy voting is allowed, the chapter will need some text outlining requirements for proxy voting.] 	<p>Proxy voting is generally regulated by state law, making the advice of local counsel essential on this topic.</p> <p>Proxy voting can pose a range of problems for a volunteer board. If allowed, procedures should be outlined thoroughly.</p>
<p>Section F. Meetings</p> <p>The Board of Directors will meet (<u>monthly/at least quarterly</u>).</p> <p>The date of Board meetings will be announced at least (<u>30</u>) days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least (<u>14</u>) days in advance of the meeting.</p> <p>Section G. Attendance</p> <p>Failure to attend (<u>three?</u>) consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws.</p>	<p>Board meetings should be held frequently enough to conduct the business of the chapter.</p>
<p>Section H. Removal</p> <ol style="list-style-type: none"> 1. The Board of Directors may, by (<u>two thirds? three-fourths?</u>) vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the chapter. 2. Suspension or termination of Board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least (<u>twenty?</u>) days prior to the meeting. 3. Any motion for suspension or termination must be made by a board member, based on personal knowledge, official chapter records, or statement signed by no fewer than (<u>3? 5?</u>) chapter members in good standing. 4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board. 	<p>While one of the more exceptional situations chapters encounter, once a board is to the point where removal of a board member is being considered, it is essential that the bylaws lay out clear directives and limits.</p>

<p>Section I. Vacancies</p> <ol style="list-style-type: none"> 1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing to serve the balance of the term. 2. Should the office of President be vacated, the President-Elect will assume the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the (Treasurer/Vice President of Finance) will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors. 	<p>For most traditional board structures, this section should address most of the scenarios a chapter might encounter.</p>
<p>Article IV. Election of Board Members</p> <p>Section A. Nominating Committee The President-Elect will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than (3? 5?) members, and will include the President-Elect, the Past President, and (3) chapter members in good standing not currently serving in elected positions.</p> <p>Section B. The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least (30? 45?) calendar days prior to the end of the current board terms.</p> <p>Section C. Board members will be elected by a majority of chapter members voting.</p>	
<p>Article V. Financial Review</p> <p>Section A. A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.</p> <p>Section B. A full audit conducted by a certified public accountant is mandated every (two?) years, and may be undertaken more frequently if circumstances dictate.</p> <p>Section C. Results of the financial reviews and audits will be published and made available to the chapter membership as soon as is practicable, but no later than (90 days into the following fiscal year).</p> <p>Section D. The committee shall consist of the President-Elect, the Past President, and no fewer than three chapter members in good standing who have not served as a Board member for at least two years. The (Treasurer/ Vice President of Finance) shall not be eligible to serve on the Financial Review Committee, but will provide the committee or an independent auditor any and all records necessary to complete a review of chapter finances.</p>	

<p>Article VI. Committees</p> <p>In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of the Board or those authorized by that body.</p>	<p>Chapters may choose to specify names and numbers of committees in bylaws, though this can limit the ability of the board to address changing conditions facing the chapter.</p>
<p>Article VII. Special Meetings of the Chapter</p> <p>Special meetings of the chapter may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least <u>(10%? 25%?)</u> of chapter members in good standing.</p> <ol style="list-style-type: none"> 1. The call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. Notification will be made to all chapter members at least (<u>10?</u>) business days prior to the meeting. 2. <u>(10%? 25%?)</u> of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting. 3. The President shall preside at a Special Meeting of the chapter, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the Special Meeting (the Board or chapter members) shall select an individual to preside at the meeting by majority vote. 4. A majority vote of chapter members present will be sufficient to carry a motion, provided that such a motion complies with these Bylaws. 5. The minutes of a special meeting will be published or made available to all chapter members. 	<p>Major organizational changes that lead chapter leaders or members to discuss, and potentially change, the purpose, structure, or leadership in a chapter, can lead to a special meeting of the chapter.</p> <p>If current leaders are or become the focal point for issues, it is advisable to select a relatively disinterested person to preside at a special meeting</p>
<p>Article VIII. Indemnification</p> <p>The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State/Commonwealth of _____ to protect the chapter, chapter members, board members, officers, employees, and agents.</p>	<p>It is advisable to use the specific statutory language of the state of incorporation for the indemnification clause.</p>
<p>Article IX. Amendment and Modification of Bylaws</p> <p>Section A. Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least (10%? 25%?) of chapter members in good standing.</p> <p>Section B. Notice of any potential change must be published and distributed to the membership at least (30 calendar days) prior to voting on such measures.</p> <p>Section C. Amendments must be approved by a majority of chapter members in good standing voting by mail ballot or at a duly called special meeting.</p> <p>Section D. Notice of approved changes to these Bylaws shall be published or distributed to all chapter members (no later than 60 days) following adoption.</p>	<p>Crucial aspect of effective bylaws, which govern the chapter as leaders or members seek to modify the governance of the chapter.</p>

Article X. Dissolution of chapter & Liquidation of Assets

The chapter may be dissolved by a vote of (two-thirds) of chapter members in good standing. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the chapter's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 170 (c)(2)(B) of the Internal Revenue code of 1986, as amended.

Subject to state and local law, an important element of effective bylaws.

The American Society for Training and Development Model Bylaws for ASTD Chapters

Article I Name and Purpose

Section A: Chapter Name

The name of this organization is the _____ chapter of the American Society for Training and Development. The registered office of the chapter shall be located in the State/Commonwealth of _____.

Section B: Affiliation with the National Society

The chapter is an affiliate of the American Society for Training and Development, a non-profit educational society under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Society and its chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.

Section C: Governance and Management of Chapter

The chapter shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.

Section D: Purpose

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter's specific purpose shall be:
(Fill in your chapter purpose statement here)

Section E. Equal Opportunity

The chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment

Section F. Political Activities

The chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The chapter shall not directly or indirectly participate in., including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office

Article II. Membership

Section A. Eligibility

Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; and subscribe to and are qualified under these bylaws. A chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.

Section B. Dues

Dues, fees, and terms of chapter membership will be set by the Board of Directors. Chapter membership **(is/is not)** transferable.

Section C. Suspension or Termination of Membership

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least **(twenty)** days prior to the meeting.
2. Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or a statement signed by no fewer than **(5)** chapter members in good standing.
3. Before enactment of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Article III Board of Directors

Section A. Duties and Responsibilities

The management of the affairs of the chapter shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the chapter, and to this end it may exercise all powers of the chapter. The duties of the Board shall include: establishing policy for the operation of the chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the chapter; and performing other functions as appropriate for the Board of Directors.

Section B. Membership

1. The Board of Directors will consist of not less than **(5? 7?)** and not more than **(9? 11?)** individuals elected from among chapter members in good standing as specified in Article II of these bylaws. The Board of Directors shall continue in office until successors are duly installed.
2. Members of the Board of Directors shall be President, President-Elect, Past President, **(Vice President of Finance/Treasurer)**, and other **(Vice Presidents/Directors)** as determined by the Board of Directors and these bylaws.
3. President
As the Chief Executive Officer of the chapter, the President is responsible for managing the chapter in accordance with these Bylaws and the laws of the **(State/Commonwealth of _____)**. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the chapter.
4. President-Elect
The President-Elect acts for the President in the President's absence. The President-Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect performs other duties as requested by the President.
5. (Treasurer/Vice President of Finance)
The (Treasurer/Vice President of Finance) shall report on the financial condition of the chapter at meetings of the Board and at other times when called upon by the president.
6. Other **(Vice Presidents/Directors)**a. Other **(Vice Presidents/Directors)** shall include
 1. *to be completed by chapter...*
 2. *to be completed by chapter...*
 3. *to be completed by chapter...*
 4. *to be completed by chapter...*
 5. *to be completed by chapter...*

All **(Vice Presidents/Directors)** will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential Board members at least 30 days prior to scheduled elections.

Section C. Qualifications

Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws. Board members are required to maintain membership in the national Society.

- Section D. Terms
Board members shall be elected to serve terms of **(one year? eighteen months? two years?)**. Board members **(may/may not)** stand for re-election to the same board position. [and *if so*, may serve no more than **(two? three?)** consecutive terms].
- Section E. Conduct of Chapter Business
1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
 2. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless a greater proportion is required by law or by these bylaws.
 3. Board members **(may/may not)** cast proxy votes for absent Board members. [If proxy voting is allowed, the chapter will need some text outlining requirements for proxy voting]
- Section F. Meetings
The Board of Directors will meet **(monthly/at least quarterly)**. The date of Board meetings will be announced at least **(30)** days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least **(14)** days in advance of the meeting.
- Section G. Attendance
Failure to attend **(three?)** consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws
- Section H. Removal
1. The Board of Directors may, by **(two thirds? three-fourths?)** vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the chapter.
 2. Suspension or termination of board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least **(twenty?)** days prior to the meeting.
 3. Any motion for suspension or termination must be made by a board member, based on personal knowledge, official chapter records, or statement signed by no fewer than **(3? 5?)** chapter members in good standing.
 4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board.

- Section I. Vacancies
1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing to serve the balance of the term.
 2. Should the office of President be vacated, the President-Elect will assume the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the **(Treasurer/Vice President of Finance)** will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.

Article IV. Election of Board Members

- Section A. Nominating Committee
The President-Elect will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than **(3? 5?)** members, and will include the President-Elect, the Past President, and **(3)** chapter members in good standing not currently serving in elected positions.
- Section B. The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least **(30? 45?)** calendar days prior to the end of the current Board terms.
- Section C. Board members will be elected by a majority of chapter members voting.

Article V. Financial Review

- Section A. A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.
- Section B. A full audit conducted by a certified public accountant is mandated every **(two?)** years, and may be undertaken more frequently if circumstances dictate.
- Section C. Results of the financial reviews and audits will be published and made available to the chapter membership as soon as is practicable, but no later than **(90 days into the following fiscal year).**
- Section D. The committee shall consist of the President-Elect, the Past President, and no fewer than three chapter members in good standing who have not served as a Board member for at least two years. The **(Treasurer/ Vice President of Finance)** shall not be eligible to serve on the Financial Review Committee, but will provide the committee or an independent auditor any and all records necessary to complete a review of chapter finances.

Article VI. Committees

In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of the Board or those authorized by that body.

Article VII. Special Meetings of the Chapter

Special meetings of the chapter may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least (10%? 25%?) of chapter members in good standing.

1. The call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. Notification will be made to all chapter members at least (10?) business days prior to the meeting.
2. (10%? 25%?) of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.
3. The President shall preside at a Special Meeting of the chapter, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the Special Meeting (the Board or chapter members) shall select an individual to preside at the meeting by majority vote.
4. A majority vote of chapter members present will be sufficient to carry a motion, provided that such a motion complies with these Bylaws.
5. The minutes of a special meeting will be published or made available to all chapter members.

Article VIII. Indemnification

The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State/Commonwealth of _____ to protect the chapter, chapter members, board members, officers, employees, and agents

Article IX. Amendment and Modification of Bylaws

- Section A. Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least (10%? 25%?) of chapter members in good standing.
- Section B. Notice of any potential change must be published and distributed to the membership at least (30 calendar days) prior to voting on such measures.
- Section C. Amendments must be approved by a majority of chapter members in good standing voting by mail ballot or at a duly called special meeting.
- Section D. Notice of approved changes to these Bylaws shall be published or distributed to all chapter members (no later than 60 days) following adoption.

Article X. Dissolution of chapter & Liquidation of Assets

The chapter may be dissolved by a vote of (two-thirds) of chapter members in good standing. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made

therefore, all of the chapter's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 170 (c)(2)(B) of the Internal Revenue code of 1986, as amended