

BOARD RESOLUTION APPROVING AMENDMENT OF BYLAWS

WHEREAS, it is deemed desirable and in the best interests of this organization that the following actions be taken by the Board of Directors of this organization pursuant to this Resolution,

NOW, THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being all of the Directors of this organization, hereby consent to, approve, and adopt the following:

AMENDMENTS OF BYLAWS:

1. RESOLVED FURTHER, that Article V, Section 2(d), Section 4, Section 5 and Section 8 of the Bylaws of this organization are hereby amended to delete such Sections in their entirety and replace such Sections with the following:

- Section 2. (d) To elect directors-at-large.
- Section 4. Regular Meetings. Business meetings for members of the Assembly are held no fewer than four (4) times a year and must include one Annual Business Meeting.
- Section 5. Annual Business Meeting. An Annual Business Meeting shall take place in the month of February, the specific date, time and location of which shall be designated by the President. At the Annual Business Meeting the voting members shall elect directors, receive reports on the activities of the Chapter, and determine the direction of the Chapter for the coming year.
- Section 8. Notice of Meetings. Notice of each regular or special meeting shall be given to each voting member by mail, facsimile, e-mail, or electronic newsletter not less than four (4) days prior to the meeting. Notification for the Annual Meeting shall be given via mail, facsimile, e-mail or electronic newsletter (2) weeks prior to the Annual Business Meeting.

2. RESOLVED FURTHER, that Article VI - BOARD OF DIRECTORS, of the Bylaws of this organization is hereby amended to delete such Article VI in its entirety and replaces such Article with the following:

- Title Article VI - OFFICERS
- Section 1. Officers. The officers are President, Vice-President, Secretary, and Treasurer.
- Section 2. Term. The officers are nominated in February and elected in March to a two-year term beginning April 1st and ending the last day of March of the second year. An officer may be re-elected to the same office only once consecutively.
- Section 3. Staggered Terms. The term for the officers shall be staggered terms. At no time shall each officer position be filled by a panel consisting of newly

elected officers who have never before held an officer position. The Board of Directors shall have the authority to take measures consistent with these Bylaws to ensure the staggering of officer positions occurs.

Section 4. President. The President is the chief executive officer. Any member running for President must have served on the Board of Directors at least one (1) year. The chief duties are:

- (a) To serve as chief administrative officer of the Chapter.
- (b) To exercise supervision over the Chapter and all of its activities and its Boards of Directors.
- (c) To represent and to speak for the Chapter to other organizations and to the public.
- (d) To preside at all meetings of the Board of Directors and meetings of the Assembly.
- (e) To appoint all standing and special committees with the advice and approval of the Board of Directors and to serve as an ex-officio member of all committees.
- (f) To supervise the functioning of all committees.
- (g) To sign letters and documents necessary to carry out the will of the Chapter.
- (h) To recommend to the Board of Directors such measures as are deemed necessary for the best interests of the Chapter and to see that all decisions of the Board of Directors are faithfully executed.
- (k) To execute such agreements on behalf of the Chapter as are authorized by a vote of the membership and/or the Board of Directors.

Section 5. Vice-President. The Vice-President shall serve as the deputy administrator for all committees. The chief duties are:

- (a) To attend Board of Directors meetings and meetings of the Assembly.
- (b) To preside in the absence of the President.
- (c) To perform such other duties as may be requested or designated by the President.

Section 6. Secretary. The Secretary is the Chapter's primary recording officer. The chief duties are:

- (a) To keep a record of all business proceedings and prepare, read, and authenticate by signature, the official minutes of the Board of Directors and the minutes of the Assembly.
- (b) To provide the chair of each standing committee with a copy of all material that may be useful, such as proposals and instructions.
- (c) To assist the President before each meeting in preparing a detailed agenda.
- (d) To bring to each meeting the book of minutes, a copy of the Bylaws rules, procedures and policies, a current list of the members, (including names, addresses, and business affiliations), a list of standing and special committees, and a copy of the Roberts Rules of Order.
- (e) To distribute to the Board of Directors and members copies of the minutes of all business of the Board of Directors and the Assembly, respectively.
- (f) To declare vacancies in the Board of Directors in accordance with the provisions herein.
- (g) To prepare all records, reports, the official copy of the Bylaws, and other documents of the Chapter except those specifically assigned to the custody of others.
- (h) To prepare and send required notices of meetings and proposals, including notification that the purposes of the Annual Business Meeting shall include the election of officers and directors-at-large.
- (i) To be thoroughly familiar with these Bylaws and to call attention to deadlines and dates for taking certain actions.

Section 7. Treasurer. The Treasurer is the financial officer. The chief duties are:

- (a) To act as an advisor and overseer of the finances of the Chapter.
- (b) To monitor and audit all of the P&L and balance sheet activities of the Chapter.
- (c) To ensure all accounting-related functions are carried out utilizing Generally Accepted Accounting Principles (GAAP).
- (d) To work with the Chapter's accountant to help guide the Chapter's tax reporting.
- (e) To present the budget and revised budget to the Board of Directors for approval.
- (f) To receive all funds and to deposit such funds in the bank and investment accounts of the Chapter.

- (g) To recommend investment options for the Chapter's funds.
- (h) To issue and pay all bills upon proper authorization.
- (i) To prepare, at the end of the fiscal year, a financial statement of income and expenses for that fiscal year and render the report to the Board of Directors and to the Assembly.
- (j) To work with the Program Committee through all phases of Chapter activities and events to ensure that all programs are run on a fiscally responsible basis.
- (k) To assist the Chapter with day-to-day bookkeeping functions, including maintaining the accounting and reporting controls.

3. RESOLVED FURTHER, that Article VII, Section 3 of the Bylaws of this organization is hereby amended to delete such Section 3 in its entirety and replace such Section with the following:

Section 3. Term of Office. The directors are elected to a two-year term beginning March 1st and ending the last day of February of the second year.

4. RESOLVED FURTHER, that Article IX, Section 5 of the Bylaws of this organization is hereby amended to delete such Section 5 in its entirety and replace such Section with the following:

Section 5. Duties of Committee Chairs and Co-Chairs. Each committee chair is under the supervision of the President. Committee chairs are responsible for submitting regular reports to the President, attending meetings of the Board of Directors as requested by the President or the Board, presenting written reports to the President as requested, updating the reports at the end of their term, submitting proposed annual budgets to the Treasurer prior to February 1st in each year, and turning over all records of committee activities to the Secretary by the last day of February in each year.

5. RESOLVED FURTHER, that Article XI of the Bylaws of this organization is hereby amended to delete such Article XI in its entirety and replace such Article with the following:

Section 1. Board of Directors.

- (a) Method of Nominations. New directors or current directors will be nominated in the month of January. The voting representatives of members nominate Chapter directors either by email or by motion. All nominees must be full voting members in good standing as of the date of the election.
- (b) Method of Voting. Directors will be elected or re-elected by a simple majority of the voting representatives of members present at the Annual Business Meeting in February. The Assembly elects Directors by secret ballot except when voting by proxi.
- (c) Vote Required. A majority vote of the Assembly is required to elect director positions.

- (d) Installation. Directors are installed at the March meeting.

Section 2. Chapter Officers.

- (a) Method of Nominations. The Board of Directors will nominate new officers or current officers in the month of February by email or by motion.
- (b) Method of Voting. Officers will be elected or re-elected by the then-current Board of Directors at the March meeting. The Board of Directors elects Chapter officers by secret ballot except when voting by proxy or unless the candidates are unopposed. If there is only one candidate for an officer position, the Board of Directors may direct, by majority of vote, the Secretary to cast a unanimous vote for the candidate
- (c) Vote Required. A majority vote of the Board of Directors is required to elect officer positions.
- (d) Installation. Officers are installed at the March meeting.

Section 3. Proxies for the Annual Meeting. Each Member is entitled to authorize another person to act for them by proxy at the Annual Meeting. Each proxy must be in writing and signed by the requesting Member. Every proxy shall be revocable at the pleasure of the Member signing it. Every Member shall also be able to vote for Board Elections at the Annual Meeting by proxy via email sent to the Secretary.

6. RESOLVED FURTHER, that Article XII, Section 3, of the Bylaws of this organization is hereby amended to delete such Section 3 in its entirety and replace such Section with the following:

Section 3. Incapacity of Other Officers and Directors.

- (a) Other Officers. In the event the other officers become incapacitated, the vacancies are filled for the unexpired terms by: (1) a majority vote of the Board of Directors not later than one month after the Secretary has declared a position vacant.
- (b) Directors. In the event the directors become incapacitated, the vacancies are filled for the unexpired terms by: (1) a majority vote of the Board of Directors not later than one month after the Secretary has declared a position vacant.

7. The remainder of the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, these Amendments to the Bylaws were approved by a majority vote of those present at a business meeting of members and the Board of Directors on January ____, 2008.

Signature

Print Name & Title

Signature

Print Name & Title

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