

Bylaws: Last Amended ~~April 15th, 2009~~ April 4, 2011

Chapter Chartered: October 2, 1924

ARTICLE I - NAME

Section 1.

The name of this organization shall be the Greater Boston Chapter of the American Society of Safety Engineers.

Section 2.

Hereinafter, the Greater Boston Chapter will be referred to as the Chapter, and the American Society of Safety Engineers will be referred to as the Society.

ARTICLE II - PURPOSE

Section 1.

The purpose of this Chapter shall be to promote the advancement of the safety profession and foster the professional well being and development of its members in the geographical area served.

Section 2.

In fulfilling its purposes, the Chapter shall have the following objectives within the geographical area:

1. To promote the growth and development of the safety profession.
2. To develop and/or promote educational programs to enable members to obtain the knowledge required to perform the functions of a safety professional.
3. To develop or disseminate locally, information and material that will carry out the purposes of the Chapter, the Society, and serve the public.
4. To provide and/or support forums for the interchange and acquisition of professional knowledge among its members.

~~5. To promote standards for the profession and advance the science, methods and technology of safety.~~

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~~6. To promote and conduct research in the areas of safety.~~

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7.5. To foster liaison with local organizations of related disciplines and with government agencies in matters of concern to the profession.

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8.6. To inaugurate and implement such other programs and projects that are consistent with the purposes of the Chapter and the Society.

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9.7. To conduct its affairs in a manner that will reflect the standards, purposes, ethics and objectives of the Society.

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ARTICLE III - MEMBERSHIP

Section 1.

Membership in the Chapter is open to those individuals who are members of the Society in good standing and who are located within the Chapter's geographical area or request membership in it. All members of the Chapter shall be members of the Society.

Section 2.

Membership is personal and not transferable.

Section 3.

All members ~~may vote on Chapter affairs at general and special meetings or by mail ballot if so authorized by the Board of Directors or the Executive Committee.~~
are eligible to vote on all matters submitted to the Chapter membership.

Section 4.

As used by these By laws, unless otherwise specific, "member" shall mean "Professional Member," "Member," "Associate Member," "Student Member," "Professional Member Emeritus," "Member Emeritus" and "Associate Member Emeritus" - all terms as defined in the Society's By laws.

ARTICLE IV - ORGANIZATION

Section 1.

The Chapter is a not-for-profit organization chartered by the Society for the purpose of carrying out the objectives of the Society in its geographical area. It shall operate in accordance with Society Bylaws. Where there is a conflict between these Bylaws and those of the Society, the Bylaws of the Society shall prevail.

Section 2.

In order to maintain its Charter, the Chapter shall have a minimum of twenty-five (25) members.

Section 3.

The Chapter is located in Region VIII, *New England* Area, and the Chapter's geographical territory is defined as follows:

The portion of the Commonwealth of Massachusetts east of the eastern border of Worcester County, including the counties of Barnstable, Bristol, Dukes, Essex, Middlesex, Nantucket, Norfolk, Plymouth, and Suffolk; and the entire state of Rhode Island.

Section 4.

The Chapter activity year shall be from July 1 to June 30.

Section 5.

The Executive Committee shall be responsible for the operation and management of the Chapter in accordance with these Bylaws or as directed by the membership.

The Executive Committee shall consist of the President, the President Elect, the Vice President of Finance, the Vice President of Bylaws and Planning, the Vice President of Chapter Development and Recognition, the Vice President of Communications, the Vice President of Government Affairs and Standards, the Vice President of Member Services, the Chapter Secretary and the most immediate available past president. Members of the Executive Committee shall be members of the Chapter, in good standing, elected as officers of the Chapter by the members of the Chapter.

Five (5) members of the Executive Committee -- at least one of whom shall be either the President, the President Elect, or the Vice President of Finance -- present (whether in person or on a conference call) at a duly called meeting, shall constitute a quorum. Vice Presidents may identify an alternate person to represent them as long as the alternate is a member of the Board of Directors. A quorum shall be necessary for the Executive Committee to pass any binding resolutions or conduct any official business, including the acceptance of financial reports and minutes of prior meetings. A duly called meeting shall be one in which the Executive Committee has been provided notification a minimum of five (5) days prior to the meeting. Individuals shall hold no more than one position on the Executive Committee.

The President or the presiding officer at an Executive Committee will vote only to break a tie vote.

Section 6.

The Board of Directors shall be responsible for the general policies of the Chapter, its Bylaws, and the general management of the Chapter. It shall have veto power, by majority vote, over the Executive Committee.

The Board of Directors shall consist of all Executive Committee members, current delegates to The House of Delegates, the Area Operating Committee representative (or Regional Operating Committee representative, as applicable) -- if other than a Chapter Officer -- and the following:

Committee Chairs:

Awards & Honors	Member Participation	Membership	By laws
Public Affairs	ASP/CSP	Long-Range Planning	Nominating
Fundraising	Programs	Student Affairs	Investment
Professional Development	Standards & Technology	Special Activities	Placement

Government Affairs Committee Chairs:

National	Rhode Island
Massachusetts	

Liaisons:

ASSE Foundation	Inter-Society
Specialty Practices	

Others:

Newsletter Editor	Section Chairs
Treasurer	Student Section Presidents

The Board of Directors shall have the following specific duties and authority:

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1. Establish policy and general Chapter direction.
 2. Establish Chapter dues, subject to approval by the members of the Chapter.
 3. Approve Chapter By laws, subject to approval by the members of the Chapter and the Area Operating Committee/Regional Operating Committee.
 4. Nominate Chapter officers upon recommendation of the Nominating Committee.
 5. Approve the Chapter's three-year Long Range Plan upon the recommendation of the Planning Committee.
 6. Approve the Annual Budget Plan upon the recommendations of the Executive Committee.
 7. Approve, modify or reject Secretary, Treasurer and Investment Committee reports after submittal from the Executive Committee.
 8. Institute studies regarding Chapter or Section reorganizations, new sections, or Chapter dissolution. If required, submit a new plan to the Chapter membership for a vote as herein provided.

9. Approve Chapter technical positions on state or federal proposed regulations or legislation. Consult with Society officers before commenting on federal issues of national interest.
10. Approve, modify, or reject all proposed Chapter contracts involving 15 months or \$5,000 or more.

Duties and authority not herein assigned to The Board of Directors are hereby assigned to the Executive Committee.

The Board of Directors shall meet at least thrice (3 times) each year, and at all other times as called by the Chapter President or by the vote of the Board of Directors or any three (3) officers of the Chapter, to conduct the business of managing the Chapter. Before any business may be conducted by The Board of Directors, there shall be a quorum of the Board, which shall consist of twelve (12) members of the Board, at least five (5) of which shall be officers of the chapter. Notice of a Board meeting shall be sent to the last known address of each member at least two (2) weeks before the scheduled meeting.

Except for elected Chapter officers and delegates to The House of Delegates, Board of Director members shall be appointed or chosen in accordance with **Article VI**, Section 4 and **Article VII**, Section 2(c).

The Chapter President shall chair the meeting of the Board of Directors. In the absence of the President, the President Elect shall assume that role. If neither officer is present, the Vice President of Finance shall assume that duty, and, if not available, another officer present may take the chair for that meeting. Each member of the Board of Directors shall have a single vote. A person who holds more than one position on the Board shall have only one vote, nevertheless, and shall be counted only once for purposes of attaining a quorum. The Chapter President or presiding officer may only vote to break a tie vote.

The term of each member of the Board of Directors shall be for one year and shall coincide with the Chapter year. Should a member no longer be able or willing to serve, the President may appoint a replacement for the remainder of the Chapter year, except that new officers shall be elected as provided in **Article VI** of these Bylaws.

Section 7.

Each major objective as listed in **Article II**, Section 2 of these Bylaws shall be under the supervision of a member of the Executive Committee as specified in **Article V**.

Refer to Article II

President Elect: Section 2(i)

Vice President of Bylaws: Section 2(a through h)

Vice President of Chapter Communications: Section 2(c), 2(g)

Vice President of Chapter Development and Recognition: Section 2 (a)

Vice President of Government Affairs and Standards: Section 2(e), 2(f), 2(g)

Vice President of Member Services: Section 2(a), 2(b), 2(d)

Section 8.

The Chapter President is a member of the Area Operating Committee (AOC) or Regional Operating Committee (ROC), as applicable. A Professional Member or Member elected by the Chapter may serve instead of the President if so designated by the Chapter President in writing to the Area Director or Regional Vice President.

ARTICLE V - OFFICERS AND DELEGATES

Section 1.

Chapter Officers and delegates of the Chapter to The House of Delegates shall be elected by members of the Chapter.

Elected officers of the Chapter shall be the:

1. President
2. President Elect
3. Vice President of Finance
4. Vice President of Bylaws and Planning
5. Vice President of Chapter Communications
6. Vice President of Chapter Development and Recognition
7. Vice President of Government Affairs and Standards
8. Vice President of Member Services
9. Secretary

The most available past president willing to serve, who is also a member of the Chapter, shall serve as an officer of the Chapter.

Delegate(s)* to the House of Delegates shall be elected by the members of the Chapter. As delegates, they shall be members of the Board of Directors, but are not officers of the Chapter.

*NOTE:--- One delegate for each 250~~the first 249~~ members and one additional delegate for each two hundred and fifty (250) members or portion thereof as defined in Society Bylaws and based on the official December 31 count by Society Headquarters. Delegates may also hold another elected position.

Section 2.

Each elected Chapter officer and elected delegate shall be a Society Chapter member for at least one year prior to taking office and shall be a Professional Member or Member.

Section 3.

The **President** shall:

1. Preside at the meetings of the Board of Directors, the Executive Committee and the membership.
2. Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
3. Be a member of the AOC or the ROC, as applicable, representing the Chapter.
4. Provide leadership for programs and activities for the Chapter during the term of office.
5. Appoint the Chapter Secretary, committee chairpersons, liaisons and/or committees as necessary to implement the objectives of the Chapter.
6. Co-sign disbursement checks in excess of one thousand dollars (\$1,000).
7. Submit an Annual Report of Chapter activities to the Area Director or the Regional Vice President, as applicable, by the date required by the Society .
8. Submit the names of Chapter officers elected for the ensuing year by ~~May 31st~~ July 1st to the Area Director (if applicable), the Regional Vice President and the Society Secretary .
9. Supervise, provide direction to and receive reports from the delegates to The House of Delegates.
10. Supervise, provide direction to and receive reports from the Nominating Committee.

Section 4.

The **President Elect** shall

1. Succeed to the office of the President and carry out its duties if the President is unable to serve.
2. Assume responsibilities for the work of committees as assigned by the President.
3. Preside at Board of Directors, Executive Committee and general membership meetings when the President is unavailable.
4. Co-sign disbursement checks in excess of one thousand dollars (\$~~24~~,000) if the President is not readily available.

~~5. Be responsible for the presence and reports of the Chapter Secretary.~~

~~6. Be responsible for the permanent records of the Chapter including The Chapter By laws, records and correspondence.~~

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Section 5.

The **Vice President of Finance** shall

1. Maintain all financial records of the Chapter.
2. Supervise the receipt and disbursement of funds as directed by the Chapter Executive

Committee.

3. Maintain Chapter funds in a depository approved by the Chapter Executive Committee or the Board of Directors.
4. Disburse funds as required to meet Chapter expenses and obligations. Payments shall be by check and duly recorded in a register. Disbursements of funds for less than one thousand dollars (\$1,000) may be delegated to the appointed Chapter Treasurer. Disbursements of one thousand dollars (\$1,000) and greater shall be co-signed by any two of the following: Vice President Finance, Treasurer, President Elect or President. Multiple checks to one payee shall not be written to avoid this co-signature requirement.
5. Withdraw investment funds for Chapter purposes only as approved by the Executive Committee or Board of Directors.
6. Make deposits to all accounts including investment funds.
7. Transmit to Society Headquarters, by the date specified by the Society, the audited income and expense statement for ~~end of~~ the fiscal year ending ~~June 30~~ March 31, and submit to the IRS any required tax documents.
8. Ensure the officers and committee chairpersons of the Chapter are duly bonded.

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~~9.~~ Be responsible for the functions of the Chapter Treasurer, the investment committee, and the Fundraising committee.

~~10. Maintain an inventory of Chapter property.~~

Section 6.

The **Chapter Secretary** shall

1. Maintain the Chapter's current records and correspondence. Transfer permanent records to the President Elect.
2. Record and distribute minutes of Chapter meetings and Chapter Executive Committee and Board of Director meetings.
3. Notify Board of Directors and Executive Committee members of meetings.

Section 7.

Other **Vice Presidents** shall

1. Assume the responsibilities for the work of committees, liaisons and representatives as noted here:

V.P. Bylaws and Planning:

Bylaws Committee

Three-Year, Long Range Planning Committee

V.P. Chapter Communications:

Public Affairs Committee

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Special Activities Committee

Chapter Newsletter

ASSE Foundation Liaison

Specialty Practices Liaison

Inter-Society Liaison

V.P. Chapter Development and Recognition:

Section Chairs

Membership

Member Participation Committee

Student Affairs

Awards and Honors

V.P. Government Affairs and Standards:

National Affairs Committee

Massachusetts Government Affairs Committee

Rhode Island Government Affairs Committee

Standards and Technology

V.P. Member Services:

Program Committee

Professional Development Committee

Certified Safety Professional Development (CSP) Committee

Placement Committee

2. Report on applicable committee, liaison, and representative activities to the Executive Committee and the Board of Directors.
3. Preside at meetings when neither the Chapter President, the President Elect nor the Vice President of Finance are available.
4. Retain records and transfer same to successors.
5. Ensure that Chapter objectives as specified in **Article II**, Section 2 are promoted as assigned in **Article IV**, Section 7.

Section 8.

The **Treasurer** shall

1. Maintain all financial records of the Chapter as assigned by the Vice President of Finance.

2. Receive and disburse funds as directed by the Vice President of Finance.
3. Maintain Chapter funds in a depository approved by the Chapter Executive Committee and the Board of Directors.
4. Disburse funds as required to meet Chapter expenses and obligations. Payments shall be by check and duly recorded in a register. Disbursements of funds for less than one thousand dollars (\$1,000) may be delegated to the appointed Chapter Treasurer. Disbursements of one thousand dollars (\$1,000) and greater shall be co-signed by any two of the following: Vice President Finance, Treasurer, President Elect or President. Multiple checks to one payee shall not be written to avoid the co-signature requirement.
5. Withdraw investment funds for Chapter purposes only as approved by the Vice President of Finance, the Executive Committee or the Board of Directors.
6. Make deposits to all accounts including investment funds.
7. If directed by the Vice President of Finance, transmit to Society Headquarters by the date specified by the Society the audited income and expense statement for the end of the fiscal year ending March 31, and submit to the IRS any required tax documents.
8. Assume the duties of the Vice President of Finance as necessary.

Section 9.

The **Delegates to The House of Delegates** shall

1. Operate in accordance with Society Bylaws and Article VIII thereof in specific.
2. Keep the Chapter informed of House of Delegates actions and proposed actions.
3. Act on House of Delegates mail ballots on behalf of the Chapter.
4. Serve for one or more one-year terms.
5. Appoint a proxy to represent him or her at a specified House of Delegates meeting if unable to attend a House of Delegates meeting.

Section 10.

The Immediate Past President shall

1. Serve as a member of the Chapter's Executive Committee and the Board of Directors.
2. Ensure that new officers, delegates and chairpersons have the opportunity to receive training regarding their assumed positions, and where applicable, Society leadership training. A training program shall be conducted by August 15 of each year.
3. Ensure a smooth transition at the end of his or her term as President.

ARTICLE VI -NOMINATION, ELECTION,

APPOINTMENT, AND REMOVAL OF OFFICERS, CHAIRPERSONS AND COMMITTEE MEMBERS

Section 1.

The Chapter President shall appoint a Nominating Committee no later than the first meeting of the calendar year, and committee members' names shall be published in the minutes of that meeting. The names of the Nominating Committee shall be provided to the members of the Chapter as soon as practical.

Section 2.

The Nominating Committee shall select qualified candidates for all elective offices. The Nominating Committee may submit the names of more than one candidate for any elected office, but not more than three (3). The committee shall nominate the President Elect for the position of Chapter President, if that person remains qualified and is willing to serve, and no other name. However, the general membership may petition and nominate other candidates for the Chapter President. The Executive Committee may, with a two-thirds (2/3) vote, at a meeting at which at least six (6) members are present, also nominate a candidate for Chapter President. Candidates' names shall be published and distributed to the Chapter membership at least forty-five (45) days in advance of the election.

Section 3.

Any fifteen (15) Chapter Professional Members or Members may submit a signed petition nominating one or more individuals for elective office. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chairperson of the Nominating Committee thirty (30) days in advance of the election. The names and qualifications of such nominees shall be published and distributed to the membership at least fifteen (15) days prior to the election.

Section 4.

Chairpersons, except Section Chairpersons, and all liaisons and representatives, shall be nominated by the appropriate vice president and appointed by the President for the concurrent year at his or her discretion. Committee members may be appointed by the President, or, at his/her discretion, by the appropriate vice president or committee chairperson.

Section 5.

The term of elected Chapter officers, delegates, chairpersons, liaisons and committee members shall be for one year beginning July 1.

Section 6.

Vice presidents may only serve in the same position for three consecutive years unless no other candidate is willing to run for that position. The Nominating Committee shall make a reasonable effort to find willing candidates, and may use the Chapter newsletter or meeting notices to solicit candidates.

Section 7.

The election of officers for the ensuing year shall be held by the end of May. If there is more than one candidate for any office, election shall be by mail ballot of the entire Chapter membership. The results of the ballot shall be valid only if a minimum of ten percent (10%) of the members return their ballots, regardless of whether they vote for any of the candidates. If there is only one candidate for an office, election may be by voice vote at a Chapter meeting.

Section 8.

Removal of elected Chapter officers shall be by vote of Chapter members at any regular or special meeting upon presentation of a signed petition from either the Board of Directors, the Chapter Executive Committee, or fifteen (15) voting members of the Chapter. Notification of such meetings shall be mailed to each member at least thirty (30) days in advance of the date of the meeting.

Section 9.

A committee chairperson may be removed by the President or the Executive Committee. A committee member may be removed by the person who appointed him or her, the President or by the Executive Committee.

Section 10.

Vacancies in elected Chapter offices shall be filled by the succession designated for the various offices. If no succession is designated, the Chapter President shall

1. Appoint a special nominating committee.
2. Publish the names of nominees for office at least fifteen (15) days in advance of the Chapter meeting at which the election is to be held.
3. Receive at the Chapter meeting nominating petitions signed by the number of Professional Members and Members specified in **Article VI**, Section 3.
4. Conduct a voice vote at the Chapter meeting if there is only one nominee, and require a mail ballot if there is more than one nominee for an office as specified in Section 7 of this Article.

ARTICLE VII - SECTIONS

Section 1.

Sections may be formed by this Chapter to serve ten (10) or more dues-paying Chapter members whose geographical location, within the Chapter area, constitutes an inconvenience to participate in Chapter affairs, and whose number is insufficient to permit formation of a new Chapter.

Section 2.

The group must petition the Chapter Board of Directors to form a Section of the Chapter, and the petition is subject to the approval of the AOC or the ROC.

1. The petition should outline the (1) territory the Section will encompass and the number of members currently in that area; (2) plans for meetings to be held and the nature of the programs contemplated; (3) justification for the creation of the Section; and (4) any special financial arrangements between the Chapter and the Section.

2. Each Section shall operate in accordance with Society and Chapter Bylaws.
3. Sections upon approval by the Chapter, the AOC or the ROC, as applicable, shall elect a Chairperson and a Secretary/Treasurer.
4. By June 15 of each year, the Section Chairperson shall submit a summary report to the Chapter President and the Area Director and/or the Regional Vice President, as applicable.
5. The Section Secretary/Treasurer shall keep records of meetings, sending copies to the Chapter Secretary; notify members of meetings; maintain such financial records as are necessary; and keep the Chapter officers informed of the Section's financial status.
6. The Chairperson of the Section shall appoint a Nominating Committee annually to select nominees for the offices of Chairperson and Secretary/Treasurer for the year beginning July 1. Both officers' terms may be for one or two years and may be staggered. Election of these officers shall be held by the end of May.
7. If the Section ceases to function as a viable organization, the Chapter Board of Directors or the Chapter Executive Committee, after investigation, may recommend its dissolution to the AOC or the ROC, as applicable, and any funds in the Section Treasury shall be remitted to the Chapter for Chapter use.
8. Student Members attending an educational institution may join together to form a Student Section of the Chapter within whose boundaries the institution lies.
9. The Chapter shall rebate a fixed amount, per capita, to each section of the Chapter, to be determined annually by the Board of Directors. Rebates shall be based upon the number of Associate Members, Members and Professional Members that maintain a designated mailing address within the Section's geographic boundary as determined by the June 30 Chapter Roster for the preceding fiscal year. Student Section's rebates shall be based upon the number of Associate Members, Members and Professional Members by the June 30 Chapter Roster for the preceding fiscal year. The rebates shall be paid in two installments no later than July 30 and January 30 of each fiscal year pending the Section fulfilling specific obligations as determined by the Executive Committee.
10. Sections obligations required by paragraph i) of this article shall be determined by the Executive Committee but at a minimum shall include: A list of the Section Officers (Elected May 31 of the preceding fiscal year); an approved budget for the current year; a planned program schedule of at least four technical meetings; section meeting minutes and; quarterly financial reports. These items shall be provided by July 1, except for meeting minutes and financials reports shall be provided no later than 30 days after the meeting dates after the meeting date and no later than 30 days after the quarter's end.

ARTICLE VIII - DUES

Section 1.

Each member, except Students, Emeritus and Honorary Members, shall be assessed annual Chapter dues as determined by the Chapter Board of Directors, in addition to Society dues. Annual Chapter dues increases in excess of ten dollars (\$10) in any one year shall be submitted to the membership for approval.

Section 2.

All Society and Chapter dues shall be paid in accordance with Society requirements.

Section 3.

Chapter dues may be increased in excess of ten dollars (\$10) if voted favorably by the majority of the Chapter membership present at any regular or special meeting where a quorum is present. All Chapter members shall be notified at least thirty (30) days in advance regarding dues proposals in excess of ten dollars (\$10).

ARTICLE IX - MEETINGS

Section 1.

Technical meetings shall be held at least eight (8) times during the year for the interchange and acquisition of professional knowledge among members. Each day of a Professional Development Conference shall constitute one technical meeting.

Section 2.

Special meetings of members may be called by the Executive Committee or the Board of Directors. The notice calling such meeting shall state the purpose of the meeting -- such notice to be sent to each member at least two (2) weeks in advance.

Section 3.

Twenty-five (25) members in good standing shall constitute a quorum at any regular or special meeting.

Section 4.

The latest edition of Robert's Rules of Order, Newly Revised shall govern the transaction of business at all meetings of the Chapter unless otherwise provided in these Bylaws or dispensed with by seventy-five percent (75%) of those present at the meeting, subject only to a quorum and these Bylaws.

ARTICLE X - MISCELLANEOUS

Section 1.

The Chapter may be dissolved by Chapter members in the following manner:

1. A resolution to dissolve the Chapter shall be acted upon at a meeting of the Board of Directors. The resolution shall set forth the reasons for dissolution.
2. Within thirty (30) days following the Board of Directors action, a mail ballot shall be sent to all Chapter members setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed, they shall be counted by the Board of Directors. A two-thirds (2/3) vote is required for approval of the action.
3. Upon the adoption of the resolution to dissolve, the officers shall carry out the dissolution

of the Chapter in conformance with applicable laws and Society Bylaws.

Section 2.

The Chapter may be dissolved by the Society Board of Directors after failure of the Chapter to conform to minimum Society requirements for activities or upon performance of actions contrary or detrimental to the Society and after a reasonable probation period. Upon notice, the officers shall carry out the dissolution of the Chapter.

Section 3.

The official Society symbol may be used by the Chapter on correspondence, publications and other official documents, in accordance with the provisions for use and reproduction in the Society Bylaws.

Section 4.

Any fund-raising projects or activities shall be limited to those activities which are consistent with the purposes of the Society and the Chapter.

Section 5.

Chapter officers shall assure retention of needed Chapter and membership records by adhering to the following record retention periods. Officers having charge of these records are authorized to dispose of the records at the end of the required retention period.

4. Minutes of meetings -- permanently.
5. Correspondence -- two years following completion of the Chapter year.
6. Financial Records -- five years following completion of the Chapter year.

ARTICLE XI - AMENDMENTS

Section 1.

Amendments to these Bylaws may be proposed by the Chapter Executive Committee or by fifteen (15) Chapter Professional Members and/or Members. Amendments proposed by the latter shall be presented to the Chapter Executive Committee.

Section 2.

The Chapter Board of Directors shall publish any proposed amendments to the membership at least thirty (30) days in advance of the meeting at which action will be taken.

Section 3.

Amendments shall be voted on at a regular or special Chapter meeting at which action will be taken if a quorum is present. A two-third (2/3) affirmative vote is required for approval.

Section 4.

All amendments to these Bylaws will become effective after approval by the Area Director and/or the Regional Vice President.

Section 5

Five (5) members of the Executive Committee – at least one of whom shall be either the President, the President Elect, or the Vice President of Finance – present (whether in person or on a conference call) at a duly called meeting, shall constitute a quorum. Vice Presidents may identify an alternate person to represent them as long as the alternate is a member of the Board of Directors.

End