



**BYLAWS
Of
(NAME OF CHAPTER)
CHAPTER OF THE
(NAME OF NATIONAL ASSOCIATION)**

Article I – General

1. **Name.** The name of this organization is (NAME OF CHAPTER), hereinafter called the “Chapter.” The Chapter functions as a regional division of the (NAME OF NATIONAL ASSOCIATION), hereinafter called the “Association.”
2. **Territory and Location.** The Chapter will operate and serve members within the territory approved by the Association, and its Principal Office will be located in such place as determined by the Chapter’s Board of Directors.
3. **Purposes.** The Chapter shall (INSERT PURPOSE OF THE ASSOCIATION), in accordance with the Association’s objectives. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the Association.
4. **Restrictions.** All policies and activities of the Chapter are consistent with:
 - (a) applicable federal, state and local antitrust, trade regulation or other requirements; and
 - (b) applicable to tax-exemption requirements imposed on the Association, including the requirements 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 II – Membership

1. **Membership Eligibility.**
 - (a) Membership in the Chapter is limited to individuals in good standing of the Association who are in compliance with the Association’s rules and regulations and who have paid membership dues to the Chapter.
 - (b) Revocation or suspension of membership by the Association shall automatically constitute revocation or suspension of membership in the Chapter.
2. **Regular Membership.** Regular voting membership is limited to qualified individuals who pay applicable dues established by the Board of Directors.
3. **Resignation.** A member may resign by submitting a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.
4. **Expulsion.** A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues for more than ____ days, or failure to meet the eligibility requirements for membership. A

member may be expelled by the Board of Directors for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

Article III – Membership Meetings and Voting

1. **Membership Meetings.** Meetings of the membership are held at least ____ time(s) per year, at times and places determined by the Board of Directors.
2. **Notice.** Notice of membership meetings is provided to voting members at least 10 days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means.
3. **Voting.** Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. A quorum for membership voting is ____ percent of the voting members.

Article IV – Officers

1. **Officers.** Officers of the Chapter shall be a President, Secretary, Treasurer, and any other Officers as determined by the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).
2. **Composition and Election.** Officers of the Chapter must be at least 21 years of age and members in good standing of the Chapter. Officers are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.
3. **Terms.** Officer terms shall be either one or two years in duration, as determined by the Board of Directors in advance of such terms being served. An Officer may not serve a successive term in the same office unless the Officer served a partial-year term in that office in the prior year. Terms coincide with the fiscal year.
4. **Vacancies.** Vacancies among the Officers are filled, for the balance of the term of office, by the Board of Directors.
5. **Removal or Resignation.** An Officer may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.
6. **Compensation.** Officers do not receive compensation for their services but may be reimbursed for expenses.

Article V – Board of Directors

1. **Directors.** The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.
2. **Composition and Election.** The Board of Directors is composed of the elected Officers of the Chapter and any additional Directors elected by the membership. Directors must be at least 21 years of age and members in good standing of the Chapter. Directors are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.

3. Terms. Director terms shall be one year in duration. Directors may serve successive terms. Terms coincide with the fiscal year.
4. Vacancies. Vacancies among Directors are filled, for the balance of the term, by the Board of Directors.
5. Meetings and Voting. Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.
 - (a) Meetings of the Board of Directors are called by the Chairman. Meetings may be held telephonically or electronically as long as each Director can hear the others.
 - (b) A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.
 - (c) Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action, and describes the action taken and authorized.
6. Removal. A Director may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person's removal or resignation as an Officer.
7. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses.

Article VI – Committees

The Board of Directors may establish various committees to carry on the affairs of the Chapter. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors.

Article VII – Miscellaneous

1. Charter. The Chapter, its Officers, Directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Association.
2. Books and Records. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership list (with names and addresses) at its Principal Office. The Chapter will make those books and records available to the Association at any time.
3. Fiscal Year. The fiscal year of the Chapter is the calendar year.
4. Annual Report to the Association. The Chapter will submit an Annual Report to the Association by _____ of each year, which includes _____, and any other document or report required by the Association.
5. Contracts. The Board of Directors may authorize any Director, Officer, agent or employee, to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or amount.
6. Conflict-of-Interest Policy. The Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Chapter.

7. Amendments. Amendments to these Bylaws are made by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors.

8. Assets of Chapter and Dissolution. No member of the Chapter has any right, title, or interest in or to the Chapter's assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations must be transferred from the Chapter's bank account to the Association (as such assets are at all times the property of the Association). In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Chapter.

Disclaimer ¶

This model policy, form or agreement is published by the law firm of Venable LLP. It is a sample only, is not specific to the facts of any organization, and therefore should not be used or relied upon without the advice of retained legal counsel. This policy is not intended to provide legal advice or opinion; such advice may only be given when related to specific fact situations that Venable has accepted an engagement as counsel to address. ¶
□

This document has been produced by the law firm of Venable LLP, 575 7th Street, N.W., Washington, D.C. 20004. For more information, please contact Jeff Tenenbaum at jstenenbaum@venable.com or via telephone at 202-344-8138.