

**Bylaws of
The North Texas Chapter**
Effective: August 2018

Article I. Name

The name of this non-union, non-profit organization shall be the ISACA® North Texas Chapter (hereinafter referred to as “Chapter”), a Chapter affiliated with ISACA (hereinafter referred to as the “Association”). The Chapter, apart from its innate affiliation with the International Association, is an independent entity from any other association, enterprise, or entity.

Article II. Purpose

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of Information Technology (IT) governance, Information Systems (IS) audit, security, risk, control, and assurance. The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, risk, control, and assurance.;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members.;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, risk, control, and assurance that can be of benefit to them and their employers, and;
- To communicate to management, auditors, universities, and to IT and IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources.
- To promote the Association’s professional certifications and IT governance.

Article III. Membership and Dues

Section 1 Classification and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

A. Professional Member – individuals interested in or employed in IT audit, information security risk, and IT governance fields interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for Professional Membership in the Chapter, and the Association, subject to rules established by the Association Board. Professional Membership in the Chapter and the Association is coextensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Professional Members shall be entitled to vote and hold office.

B. Recent Graduate Member – individuals that have just graduated from a college or university within the last 2 years, interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for Recent Graduate Member in the Chapter, and the Association, subject to rules established by the Association Board. Recent Graduate Member in the Chapter and the Association is coextensive. Therefore, upon joining the

Chapter, a person shall also join the Association, with accompanying rights and responsibilities Recent Graduate Member shall be entitled to vote and hold office at the Chapter level.

C. Student Member –individuals that are currently enrolled full-time in accredited undergraduate and graduate programs subject to rules established by the Association Board. Proof of enrollment shall be shown upon request. Student Members shall be entitled to vote and hold office at the Chapter level.

D. Retired Member – any member who presents proof of retirement status, subject to rules established by the Association Board. Retired Members shall be entitled to vote and hold office at the Chapter level.

E. Academic Membership - faculty teaching in functional disciplines such as audit, accounting, information systems, information security, cybersecurity, enterprise governance of IT/MIS, IT risk management and/or Executive Masters programs in Business and specialist Finance degree courses at universities and/or colleges. Academic Members shall be entitled to vote and hold office at the Chapter level.

Section 2 Admissions

- A. Potential members shall:
1. Meet the requirements of membership as outlined in Article III, Section 1.
 2. Complete an Association membership application form.
 3. Pay required dues to the Chapter and the Association.
 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual.

Section 3 Dues

- A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- C. A member whose dues are in arrears may not be nominated for any Chapter Board member position.
- E. Resignation – any members who resigns shall not be entitled to a refund of his/her membership dues.

Section 4 Termination and Suspension

- A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
- B. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Article IV. Chapter Meetings

Section 1 Regular Meetings

The regular meetings of the Chapter shall be held on a monthly basis as determined by the Board, unless otherwise scheduled by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter.

Section 2 Annual General Meeting

The Annual General Meeting shall be held in June of each year for the purpose of electing Chapter Officers, providing the state of the Chapter, and for any other business deemed appropriate. The date and location of the Annual Meeting shall be determined by the Chapter Board.

Section 3 Special Meeting

Special meetings may be called by the President, or by five (5) members of the Chapter Board or upon written request by 5% of the members. The purpose of the meeting shall be stated in the call. No business shall be transacted except that mentioned in the call of the Special Meeting.

Section 4 Voting

If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 5 Quorum for Meetings

The quorum for any regular, annual, or special meeting where a vote of the membership is required shall be 50 members. In absence of quorum, the meeting will be adjourned and reconvened within thirty days. The new date and time will be communicated to members.

Section 6 Act of the Membership

The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 7 Notification of Chapter Meetings

Members shall be notified not less than 30 days in advance of the annual general meeting. Members shall be notified no less than 10 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

Article V. Chapter Officers

Section 1 Chapter Officers

The Officers of the Chapter shall be 12 in number, constituting: President, Vice President of Programs, Vice President of Membership, Vice President of Communications, Vice President of Education, Vice President of Facilities, Vice President of Certifications, Secretary, Treasurer, and three immediate Past Presidents.

Section 2 Terms of Chapter Officers

- A. The Chapter Officers, except the immediate Past Presidents, shall be elected annually for a term of 1 Chapter year, in addition to any time that was required to be served due to the filling of a vacancy due to resignation or removal, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin on July 1.
- B. No Chapter Officer shall be nominated for election, be presented for election, hold more than 1 (one) Chapter office at a time, and no Chapter Officer shall be eligible to serve more than 2 (two) consecutive terms in the same Chapter office position, with the exception of the past presidents, unless the nominations committee determines there are no other qualified candidates for the position, and the additional term is unanimously approved by the nominations committee and two-thirds of the Chapter Board.

Section 3 Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these Bylaws, and the parliamentary authority adopted by the Chapter.

- A. President – responsible for overall functioning of the Chapter; main contact between the Chapter and the Association. The President shall:
- Preside at all meetings of the Chapter and Board
 - Serve as Chairperson of the Chapter Board
 - Supervise the business affairs and operations of the Chapter
 - Execute all orders and resolutions of the Chapter Board and enforce the Chapter Bylaws.
 - Appoint all standing committee chairpersons and committee members as approved by the Chapter Board
 - Assures annual CPE accreditation
 - Be an ex-officio member of all committees except the Nominating Committee
 - Represent the Chapter at Leadership Conferences, and any other conferences and functions, where appropriate or appoint another Chapter Board member as a representative
 - Perform other duties that pertain to the office of President, or which may be delegated by the Chapter Board
 - Be responsible for submission of the Chapter annual report to the Association by the end of the month following the annual general meeting
 - Supervise budgetary matters and proper internal control of finances
 - Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees
 - Submit all required reports to the Association on a timely basis.
 - Maintain communication with the Association and respond to Association enquiries
 - Be responsible for the legal affairs of the Chapter
 - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
 - Manage the functions of the following position:
 - Any positions deemed appropriate by the Chapter Board.

- B. VP of Programs – responsible for producing all Chapter programs at monthly meetings. The Chapter Vice President of Programs shall:
- Report to the President
 - Arrange for speakers and special technical programs for the membership meetings
 - Develop, maintain, publish, and distribute an annual calendar of all Chapter meeting to include preliminary agenda items, subject to Board approval
 - Provide speaker gifts
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 - Programs Coordinator(s) – assist the VP of Programs in choosing appropriate meeting topics and securing speakers.
 - Any other positions deemed appropriate by the Chapter Board.
- C. VP of Membership – responsible for maintaining the database of current Chapter member information, including but not limited to name, place of employment, address, phone number, and the e-mail address of each member. The Chapter Vice President of Membership shall:
- Report to the President.
 - Fill a vacancy in the office of President (temporary or permanent), should one occur
 - Maintain the Chapter's official membership roll of current members in good standing
 - Develop, distribute, collect and evaluate meeting evaluation forms and provide the report to the Board members
 - Maintain records of attendance at Chapter functions
 - Recruitment and retention of Chapter membership
 - Distribute welcome letters and invitations to join Chapter
 - Produce an annual member survey at the end of each chapter year and provide results to the incoming Chapter Board members and appointed position holders.
 - Perform other duties that pertain to this office
 - Manage the functions of the following positions:
 - Membership Coordinator – Assist VP of Membership in maintaining the database of current Chapter member information, including but not limited to name, place of employment, address, phone number, and the e-mail address of each member.
 - Chapter Photographer – provides photographs for website publication and Chapter historical preservation.
 - Jobs Coordinator – maintains listing of employment opportunities on the Chapter web site and provides listing to members at monthly meetings.
 - CPE Compliance Coordinator - Maintain documentation of Continuing Professional Education (CPE) credits granted to attendees at Chapter events and reviews all continuing education communication for CPE accreditation compliance. Also responsible for distribution of CPE certificates to attendees of education functions.
 - Volunteer Coordinator – greets members when they arrive at meetings, Chapter events, serve as the point of contact for members attending Chapter events and provide door prizes.

- Networking Events Coordinator – plans and executes chapter non educational related networking events.
 - Any other positions deemed appropriate by the Chapter Board.
- D. VP of Communications – responsible for notifying all Chapter members and other interested parties of Chapter events. The Chapter Vice President of Communications shall:
- Report to the President
 - Be responsible for all internal Chapter communications, to include, but not limited to the publication of a monthly newsletter
 - Encourage member articles in the Association publications
 - Distribute copies of publicity to the Chapter members and the Association
 - Encourage local press coverage of Chapter activities
 - Perform other duties that pertain to this office.
 - Manage the functions of the following positions:
 - Newsletter Coordinator(s) – coordinates and publishes Chapter newsletter
 - Website Coordinator(s) – maintain the Chapter website, including maintaining Chapter meeting and event announcements and calendar of local Chapter and ISACA international events. Plan and assist in implementing new technologies as needed.
 - Marketing Coordinator(s) – assists the VP of Communications with all Chapter marketing, including social media, third party partnerships and other ISACA organizations.
 - Any other positions deemed appropriate by the Chapter Board.
- E. VP of Education – responsible for the education of Chapter members and prospective Chapter members at events other than the monthly meetings and certification review courses. The Chapter Vice President of Education shall:
- Report to the President
 - Provide opportunities for continuing professional education by organizing seminars and programs
 - Encourage participation in the Knowledge Center and research projects by individuals and groups within the organization
 - Make available to the Chapter membership current publications in the field of IS auditing and Security
 - Perform other duties that pertain to this office
 - Manage the functions of the following positions:
 - Education Coordinator(s) – produces Chapter seminars, with the help of other board members (facilities, communications, and membership).
 - Any other positions deemed appropriate by the Chapter Board.
- F. VP of Facilities – responsible for ensuring adequate facilities and food for all monthly meetings. The Chapter Vice President of Facilities shall:
- Report to the president
 - Make the location and meal arrangements for all meetings of the membership and the Board
 - Make arrangements for audio and visual aids when necessary

- Manage the functions of the following positions:
 - Reservation Coordinator – receives reservations from members for all monthly meetings and seminars; provides this information for others needing it in their duties.
 - Any other positions deemed appropriate by the Chapter Board.
- G. VP of Certifications
- Report to the President
 - Plan and coordinate certification and CSX Fundamentals review courses
 - Promote the ISACA certification designations by recognizing newly certified Chapter members.
 - Encourage others to sit for the certification exams
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 - Certification Coordinator(s) – assist the VP of Certifications in coordinating certification review courses.
 - Academic Relations Coordinator – promotes and coordinates interaction between the Chapter and regional schools offering programs in accounting, auditing and/or information technology.
 - Any other positions deemed appropriate by the Chapter Board.
- H. Secretary – responsible for maintaining the Chapter records, including but not limited to minutes of board meetings and the Chapter Bylaws. The Chapter Secretary shall:
- Report to the President
 - Take minutes of the meetings of the Chapter Board and Chapter meetings and maintain the files of previous meetings for at least seven years.
 - Maintain accurate attendance records
 - Be responsible for Chapter reports, and communications and correspondence pertaining to the Chapter
 - Perform other duties that pertain to this office
- I. Treasurer – responsible for maintaining the financial records of the Chapter. The Chapter Treasurer shall:
- Report to the President
 - Be custodian of Chapter funds
 - Receive, deposit and/or disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board.
 - Maintain Chapter financial records for at least seven years
 - Remit dues to the Association as required
 - Submit a written report at each regular Board meeting or as requested by the President
 - Submit annual financial statements for presentation to the membership at the annual general meeting

- Submit books and records for review by Chapter Board and/or appointed non Chapter Board member at the end of each fiscal year and when otherwise required
 - File any and all tax forms required on a timely basis
 - Respond to audit recommendations approved by the Chapter Board and assist with the implementation of process improvements.
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 - Assistant Treasurer(s) – assist the Treasurer with receipt of monies, preparation of financial reports and maintenance of financial records.
- J. Past President (3) – responsible for supporting and guiding the current President. The three immediate Past Presidents of the Chapter shall:
- Serve in an advisory capacity
 - Perform other duties that pertain to this office

Section 4 Chapter Volunteers

Chapter members who volunteer to work as Assistant Treasurer, Coordinators, or on Chapter Committees or initiatives are not considered members of the Chapter Board with voting rights. These individuals are not elected but are selected by the Chapter Board or President, and can be removed from Committees by the Chapter Board or President. Generally, they will not be subject to any guidelines outlined in Article V, but must carry out the duties as assigned by the Chapter Board, President and/or the Committee Chairperson.

Section 5 Chapter Officer Vacancies

- A. In the event a Chapter Officer position (with the exception of President or Past President) is vacant due to resignation or removal, the vacancy shall be filled by President with the approval of the Chapter Board.
- B. If a vacancy should occur in the office of President, the vacancy shall be filled by the VP of Membership.
- C. In the event the President is unable to appoint any such individuals in (A) above due to vacancy of the office, the Chapter Board will authorize a replacement.
- D. If a vacancy occurs in the office of immediate Past President, the vacancy shall be filled by the next Past President with the ability to serve. If there are not three Past Presidents available, the vacancy shall remain open until filled by routine succession.
- E. If a Chapter Officer's membership in the Association shall for any reason terminate, that individual's position as Chapter Officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1 Chapter Nominations

- A. A Nominating Committee of 3 shall be formed in February. The committee shall consist of three immediate Past Presidents, or others if necessary to total three

as approved by the Chapter Board. A Nominating Committee member shall not be either a currently elected member of the Chapter Board or a candidate standing for the upcoming election

- B. The Nominating Committee shall:
- Solicit from the Chapter membership beginning in February of each year candidates for any open Chapter Board positions to be filled. Candidates shall not be permitted to nominate themselves for more than one open Chapter Board position.
 - Accept nominations in writing only from current Chapter members in good standing up to and including the start of the May chapter meeting
 - The approved Slate of Officers shall be presented to the membership at the regular meeting in May. Nominations from the floor shall be permitted at this time. Each candidate shall have consented to serve.
 - Ensure that candidates have been properly screened and qualified for the positions for which they are being presented as stated in Article V, Section 2 , as applicable, candidates for Chapter Officer Positions have been interviewed.
 - Submit to the Chapter Board a preliminary written report of the slate of candidates at the March Chapter Board meeting and a final written report of the slate of candidates prior to the start of the May chapter meeting.
 - Notify candidates who have won election within five (5) days following the conclusion of the election.

Section 2 Chapter Elections and Voting

- A. Elections shall take place at the Annual General Meeting in June.
- B. The President of the Chapter shall preside over the Annual General Meeting. In the event the President shall not be able to preside, the presiding Officer shall be in accordance with the lines of succession established by the Board of Directors, beginning with the VP of Membership.
- C. All members shall be notified in writing of the date and location of such Annual Meeting at least one month in advance of the date selected. No failure in delivery of such notice shall invalidate the meeting or any action taken or proceedings.
- D. Officers shall be elected by ballot. Electronic means may also be used for the purposes of membership voting.

In the event, at the conclusion of the nominations process, the results are that each of the Chapter Board Officer and/or Director positions for which candidates are to be elected during the annual election process, as applicable to that year, has only one qualified candidate seeking to be elected, the Nominating Committee's slate is declared elected by acclamation. In such instances, election of Chapter Board Officers and/or Directors, as applicable to that year, would be replaced by a notice of election by acclamation to the membership posted on the Chapter website prior to the Annual Meeting, and later formally announced by the President at the Annual Meeting.

Article VII. Chapter Board of Directors

Section 1 Chapter Board of Directors

Chapter Board of Directors shall consist of the Chapter Officers listed in Article V, Section 1. If any Chapter member holds an Association office, international or regional, that member shall serve as an Ex-officio Chapter Board Member.

Section 2 Duties

- A. The Board of Directors shall:
1. Conduct the business of the Chapter between business meetings.
 2. Make recommendations to the membership
 3. Be subject to the orders of the membership
 4. Meet at least 4 (four) times annually at a time and place determined by the Chapter Board
 5. Conduct special meetings called at any time by the President or three members of the Board
 6. In the absence of the President and Vice President of Membership, the Past Presidents with the aid of the Board shall decide among those present in person, by majority vote, one among them to act as Chairperson for the meeting
 7. Receive advance written notice of meetings of the Board of Directors or as the Board may otherwise direct. Notice may be waived by unanimous consent of the Board of Directors
 8. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter
 9. Appoint person(s) to perform an audit of the financial affairs of the Chapter at least annually or as often as deemed appropriate

Section 3 Financial Authority

The Chapter Board shall have authority to:

- A. Approve the Chapter budget. The Chapter budget may extend beyond any fiscal or calendar year.
- B. Oversee the expenditure of funds allotted in the approved budget for the benefit of the Chapter membership.
- C. Authorize non-budgeted expenditures not to exceed \$50,000 without prior approval of the Chapter membership. The amount must not be broken down into smaller transactions.
- D. Authorize the execution of a contract only by a Chapter Officer or, in the case of a special event, by the Chairperson of the special event, if the nature, scope and expenditure specified in the contract have been previously approved by the Chapter Board. If the nature, scope or expenditure specified in a contract exceeds or is otherwise outside that which was previously approved by the

Chapter Board, the Chapter Officer or Chairperson of the special event shall obtain advance approval by the Chapter Board prior to any action being taken.

Section 4 Fiscal Year & Annual Financial Statements

- A. The fiscal year of the chapter shall run from July 1 to June 30 unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5 Quorum

A majority of the elected Chapter Board members then in office shall constitute quorum for all Regular Meetings, and Special Meetings of the Chapter Board. A quorum will be in effect when the number of Board members present, whether in person, or by teleconference, videoconference, or other means outlined in Article VII section 6 by which all Chapter Board members present at the meeting equal a numerical majority of elected Chapter Board members then in office.

Section 6 Meetings of the Chapter Board

A. The Chapter Board shall meet or convene at least 8 times per year at a time and place or by a method determined by the Chapter Board or by the President in the case of Special Meetings.

B. The Chapter Board shall have the option to conduct its business by conventional or electronic means including in person, or by teleconference, videoconference, as prescribed by *Robert's Rules of Order Newly Revised*, computer, or other appropriate means or electronic communications media, provided that all members have access to the information and/or debate through one or more of the means listed. Notice of a conference meeting must be given to all board members at least forty-eight (48) hours in advance of the conference meeting, each member shall seek recognition from the chair before beginning to speak, each member shall identify himself or herself prior to speaking, and the minutes of the conference meeting shall be approved by the Chapter Board at the next meeting. In the case of an electronic meeting, it must be arranged at least forty-eight (48) hours in advance of the electronic meeting, and a start and stop time/date shall be established for the electronic meeting.

C. At all meetings of the Chapter Board, the President, if present, shall act as presiding officer. In the President's absence, the function of presiding officer shall succeed to the VP of Membership then to the 1st Past President, then to the 2nd Past President, and then to a member of the Chapter Board chosen by majority vote of those present for that meeting.

D. Motions will be voted on by voice vote, unless otherwise requested or specified in Article VII Section 6B. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.

E. Special Meetings or Emergency Meetings of the Chapter Board may be called at any time by the President or any five (5) members of the Chapter Board and shall be conducted in accordance with the means specified in Article VII Section 6B. The purpose of the meeting shall be stated in the call. Any correspondence or electronic transmissions will be considered a Special Meeting or Emergency Meeting, as appropriate, and copies of all e-mails or other electronic documentation will be included as Chapter Board minutes by the Recording Secretary.

F. In the President's absence, the authority to call a Special Meeting shall succeed to the 1st Past President, then to the 2nd Past President with two (2) other members of the Chapter Board.

Section 8 Insurance

The Chapter Board, subject to Chapter Board approval, shall secure insurance coverage deemed to be necessary and appropriate to meet the needs of the Chapter.

Section 9 Removal of Chapter Officer, Director, or Coordinator

A. The Chapter Board may, by a two-thirds vote, remove any Chapter Director, Officer or coordinator who has been declared of unsound mind by a final order of the court, convicted of a felony, fails to perform their assigned responsibilities with appropriate due diligence, misses 3 out of 4 consecutive board meetings or who has been guilty of conduct detrimental to the best interests of the Chapter or the Association, provided that such person shall have been granted an opportunity for a hearing before the Chapter Board of Directors prior to expulsion as a Chapter Officer.

The Board shall cause at least thirty days' notice of the hearing, including the reasons for termination, to be given in writing, delivered by registered mail to the last address shown in the Association's or Chapter's records for such Chapter Officer against whom charges have been preferred. Such action by the Board of Directors shall be final and shall terminate rights, interest, or privileges as a Chapter Officer in the service or resource of the Chapter.

B. In case of the absence or disability of any Officer the Chapter Board may from temporarily delegate the responsibilities of that Officer to any other Officer or any other person it may select.

C. The President shall notify the International office of any change in board membership.

Article VIII. Chapter Committees

The President, with approval of the Board will have the power to appoint committees as is deemed necessary.

Article IX. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of the Chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

Article X. Indemnification

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Article XI. Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

Article XII. Amendment of Chapter Bylaws

Section 1 Bylaw Review

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

Section 2 Bylaw Approval

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated.

Section 3 Bylaw Changes

Approval of Bylaws changes by the Membership Division of the Association is required prior to presentation of such Bylaws changes to the Chapter membership for approval.

Section 4 Bylaw Amendments

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. Changes to Chapter Bylaws can be presented to the Chapter membership for a vote no more than two times per Chapter year.

Section 5 Bylaw Updates

Bylaws changes that have been approved by the Chapter membership will be sent to the Membership Division of the Association and posted on the Chapter website.