

# Bylaws of the San Francisco Chapter of (ISC)<sup>2</sup>

Effective: 5 October 2016

## ARTICLE I - NAME.

The name of this non-union, non-profit organization shall be the San Francisco Chapter of (ISC)<sup>2</sup>, hereinafter referred to as “Chapter” or “Organization”, a Chapter affiliated with the International Information Systems Security Certification Consortium, Inc., (ISC)<sup>2</sup> ®, hereinafter referred to as the “Consortium” or “(ISC)<sup>2</sup>”. The Chapter, apart from its innate affiliation with the international Consortium, is an entity independent from any other association, enterprise, or entity.

## ARTICLE II - RELATIONSHIP TO (ISC)<sup>2</sup>.

The organization has entered into a Chapter Affiliation Agreement with (ISC)<sup>2</sup> as of 23 August, 2012, pursuant to which the organization is established as a chapter of (ISC)<sup>2</sup> with certain rights and obligations as set forth in the Charter. The activities and affairs of the organization may not conflict with its Charter, Bylaws, Articles of Organization, Chapter Affiliation Agreement, or any policy of (ISC)<sup>2</sup> applicable to chapters, each as in effect from time to time. Notwithstanding the foregoing, the organization shall have no obligation to take or not to take any action that would violate any law, rule or regulation applicable to it, including laws and regulations relating to the tax status of the organization. The organization is not owned, managed, or controlled by (ISC)<sup>2</sup> and operates independent of (ISC)<sup>2</sup>.

## ARTICLE III - PURPOSE, LOCATION, AND FISCAL YEAR.

3.1. **Purpose.** The purpose of this organization shall be, as set forth in its Chapter Charter, to be an approved chapter of (ISC)<sup>2</sup> and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)<sup>2</sup>. In furtherance of such purpose, the organization shall carry out activities appropriate to its legal and tax status and in compliance with the organization’s Chapter Affiliation Agreement with (ISC)<sup>2</sup>.

3.2. **Location.** The principal office of the organization is in the City and County of San Francisco and shall initially be located at the place set forth in the Chapter Charter of the organization. The directors may change the location of the principal office in the San Francisco Bay Area effective upon filing a certificate with the Secretary of State.

3.3. **Fiscal Year.** The fiscal year of the organization shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of State.

## ARTICLE IV - MEMBERS.

### 4.1. **Qualification and Election.**

Membership is open to all individuals interested in the information security field without regard to gender, race, color, sexual orientation, age, disability, religion, or national origin.

The initial members shall be those persons designated in the Chapter Charter at the time of formation of the organization. The members annually may change the criteria for membership. Any change in the qualification of members shall be ratified by a majority vote of the membership at the annual meeting of the members. No criteria enacted shall disqualify a member in office when the criteria are established.

4.2. **Voting Rights.** Voting rights in the organization shall be vested solely in the voting members in good standing. A suspended member is not a member in good standing for purposes of these Bylaws.

4.3. **Classes and Good Standing.** The membership shall consist of individuals interested in the information security field and be either *credentialed chapter members* (those holding an (ISC)<sup>2</sup> credential and in good standing with the (ISC)<sup>2</sup> global organization) or *uncredentialed chapter members*. Only credentialed chapter members may be elected to a position on the Board of Directors. Individuals who are full-time students currently enrolled in a degree program of an accredited college or university will be considered student members, subject to rules established by the Chapter Board. Proof of enrollment shall be submitted annually to the organization. The organization may refine classes of members, provided that there is always at least one class with voting rights. To be considered a member in good standing, the member must be current in his or her dues payments to the organization.

4.4. **Tenure.** Each member shall, subject to the provisions herein relating to suspension or removal, maintain membership for a period of one year or such period of time as corresponds to payment of membership dues, if different.

4.5. **Dues.** The directors shall annually establish the dues requirement necessary to maintain membership in the organization. Any change in the dues shall be ratified by a majority vote of the membership at the annual meeting of the members.

Dues shall be payable in full upon completion and approval of membership application. For the purposes of billing, the member shall be assigned the first day of the following month as their anniversary date. Dues for annual renewal shall be due on the member's anniversary date. The Membership Director shall provide each member notice that his membership is due to expire approximately thirty days before the first day of each member's annual billing month.

No member whose dues have not been paid may vote at any meeting of the organization or receive any other benefits reserved for club members until said dues are brought current.

The non-payment of dues for sixty days from the due date shall automatically suspend a member. The Membership Chair shall send notice of such suspension to such member. A member so

suspended may be reinstated at the discretion of the directors upon receipt of his or her application, payment of dues owed and payment of a reinstatement fee to be set by the directors.

A member who resigns or is removed shall not be entitled to a refund of his/her annual membership dues.

4.6. **Annual Meeting.** There shall be held an annual meeting of members for the purpose of electing directors and officers of the organization as defined by these Bylaws and considering any other business properly brought before the members. The annual meeting of members shall be held on the date, location and time as determined by the directors. In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

4.7. **Regular Meetings.** Regular meetings of the members may be held at such places within San Francisco Bay Area, USA and at such times as the members and Board may determine.

4.8. **Special Meetings.** Special meetings of the members may be called by the president or the directors, and shall be called by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of 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.

4.9. **Notice.** Except as otherwise required by law or the Chapter Charter, notice of the time and place of each meeting of the members shall be given to each member by postpaid mail deposited at least seven (7) days before the meeting addressed to the member at the member's usual business or residence address as it appears in the records of the organization, or by facsimile or other electronic transmission to the member's receiving number or address as it appears in the records of the organization at least forty-eight (48) hours before the meeting, or in person or telephone at least twenty-four (24) hours before the meeting. Whenever notice of a meeting is required under any provision of law, the Chapter Charter or these Bylaws, such notice need not be given to any member who executes a written waiver of notice before or after the meeting which is filed with the records of the meeting, or to any member who attends the meeting without protesting prior thereto or at its commencement lack of notice. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or these Bylaws.

4.10. **Quorum.** At any meeting of the members, 15 members shall constitute a quorum, except where a larger quorum is required by law, by the Chapter Charter or by these Bylaws. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.11. **Action by Vote.** Each voting member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person or voting by proxy shall be necessary and sufficient for the election of directors and

officers and a majority of the votes properly cast by members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws.

4.12. **Proxies.** Members may vote by written proxy dated not more than six months before the meeting named, which shall be filed with the recording secretary or other person responsible for recording the proceedings of the meeting.

4.13. **Mail or Electronic Voting.** 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.

## **ARTICLE V - BOARD OF DIRECTORS.**

5.1. **Powers.** The affairs of the organization shall be managed by the directors who shall have and may exercise all the powers of the organization, except those powers reserved to the members by law, the Chapter Charter or these Bylaws.

5.2. **Number, Election and Qualification.** The initial board of directors shall be those persons listed as having the powers of directors in the Chapter Charter who will serve a minimum of one year. Thereafter, following this minimum term, the board of directors shall consist of five directors, four of whom are duly elected by voting members at the annual meeting; *provided*, that at any special or regular meeting the members may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors. A director must be a member in good standing of the Chapter and be a credentialed member in good standing of (ISC)<sup>2</sup>.

5.3. **Term of Office.** Each director shall be elected to serve until the third annual meeting at which an election is scheduled, and until his or her successor is duly elected and qualified, or he or she sooner dies, resigns, is removed, disqualified, or is no longer a member in good standing.

5.4. **Nominating Committee.** At least two months before an annual meeting hosting an election, the directors shall appoint a committee of three regular members, of which none shall be directors. The Nominating Committee shall issue election announcements, and accept candidate nominations for vacancies in the board of directors and officers about to occur. No member of the nominating committee shall be nominated for any position on the board of directors. The nominating committee shall confirm the eligibility of the candidates, and notify the secretary of its nominations in writing at least 7 days before the scheduled election. Unless there are no candidates for a position, nominations from the floor will not be accepted and only as qualified by subsequent confirmation of eligibility.

5.5. **Annual Meeting, Regular Meetings.** The directors shall meet annually immediately following the annual meeting of the members. Regular meetings of the directors (at least five per year) may be held at such places and at such times as the directors may determine.

5.6. **Special Meetings.** Special meetings of the directors may be held at any time and at any place when called by the president or by two or more directors.

5.7. **Notice of Meetings.** Notice of the time and place of each meeting of the directors shall be given to each director by mail postmarked at least five (5) days before the meeting, addressed to the director at the director's usual business or residence address as it appears in the records of the organization, or by facsimile or other electronic transmission to a director's receiving number or address as it appears in the records of the organization at least forty-eight (48) hours before the meeting, or in person or telephone at least twenty-four (24) hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to the director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Chapter Charter or these Bylaws.

5.8. **Quorum.** At any meeting of the directors and subject to Section 8.2 hereof, a majority of directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

5.9. **Action by Vote.** The affirmative vote of the majority of the Chapter Board members present at a meeting at which a quorum is present shall constitute an act of the Chapter Board, unless otherwise provided by law, the Chapter Charter, or these Bylaws.

5.10. **Action by Writing.** Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting of the directors if all of the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

5.11. **Presence through Communications Equipment.** Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

5.12. **Insurance.** The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

## **ARTICLE VI - OFFICERS AND AGENTS.**

6.1. **Number and Qualification.** The officers of the organization shall be a president, treasurer, secretary, membership chair, immediate past president, and such other officers, if any, as the directors may determine. The organization may also have such agents, if any, as the directors

may appoint. An officer must be in good standing as a member of the organization and as a member of (ISC)<sup>2</sup>. The secretary shall be a resident of San Francisco Bay Area unless the organization has a resident agent duly appointed for the purpose of service of process. If required by the directors, any officer shall give the organization a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

**6.2. Election.** The initial officers of the organization shall be those persons listed as having the powers of officers in the Chapter Charter. Thereafter, the president, treasurer, secretary, and membership chair shall be elected at the annual meeting of members. Other officers, if any, may be elected by the members at any duly called meeting. Agents shall be selected by the directors.

**6.3. Tenure.** The elected president, treasurer, secretary, and membership chair shall each hold office until the third annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. No president shall be entitled to serve more than two elected terms. Each agent shall retain his or her authority only at the pleasure of the directors.

**6.4. Committees.** The directors may elect or appoint one or more committees and may delegate to any such committee any or all of their powers; *provided*, that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee, if any, shall have the power to act on all matters requiring prompt action between meetings of the directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

**6.5. President.** The president shall be chief executive officer of the organization and, subject to the control of the directors, shall have general charge and supervision of the affairs of the organization. The president shall preside at all meetings of the members and shall be chairman of the board of directors. The president shall have the obligation to report to the membership in writing at least quarterly regarding the activities of the organization during that quarter.

**6.6. Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the organization. The treasurer shall receive all money, keep accurate records of the same, and on approval of the board of directors, make all proper disbursements. The treasurer shall forward dues and tax fees by their respective due dates. An audit committee selected by the Chapter Board shall annually audit the treasurer's accounts.

**6.7. Secretary.** The secretary shall have possession of the records of the organization and of the board of directors. The recording secretary shall keep minutes of all meetings and be responsible for giving notice of meetings as set forth under these Bylaws. The secretary shall be in charge of all correspondence of the organization and have such other duties, as the president deems appropriate. The Secretary will manage and oversee update of these Bylaws.

**6.8. Membership Chair.** The membership chair shall assume all duties relating to membership

and membership record keeping. He or she shall also have the responsibility of notifying all candidates for membership of election to membership.

6.9. **Past President.** The immediate past president shall provide advice and guidance to the Chapter Board, as requested. He or she shall perform additional duties as may be authorized and delegated by the Chapter Board. This office will remain vacant if the past president is unavailable or is no longer a credentialed member in good standing.

## **ARTICLE VII - RESIGNATIONS, REMOVALS AND VACANCIES.**

7.1. **Resignations.** Any member, director or officer may resign at any time by delivering his or her resignation in writing to the president, the secretary or to the organization at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

7.2. **Removals.** Except as otherwise set forth in this section, a member, director or officer may be removed or suspended with cause by the vote of three-quarters of the members present in person or voting by proxy at a meeting of members where a quorum exists. Before a member, director or officer may be removed or suspended by the members, the member, director or officer shall be given at least seven days notice of the proposed removal or suspension and the reasons therefor and an opportunity to be heard at the meeting. Any member, director or officer who engages in conduct harmful to the interests of the organization may be removed or suspended by the directors at any meeting and without providing notice or an opportunity to be heard by such person. Any director who fails to attend three successive meetings of the directors, or otherwise neglects his or her duties may be removed by a majority vote of the remaining directors. A member, director or officer who is removed or suspended by the directors may be reinstated by a vote of three-quarters of the members present in person or voting by proxy at a meeting of members if a quorum exists.

7.3. **No Right to Compensation.** No member, director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the organization) no member, director or officer removed, shall have any right to any compensation as such member, director or officer for any period following his resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the directors, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

7.4. **Vacancies.** Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action to fill a vacancy in the board of directors, by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if any of the elected offices of president, treasurer, secretary or membership chair becomes vacant between meetings of the members. Each such successor shall hold office for the unexpired term and until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, becomes disqualified, or is no longer a

member in good standing. The members and the directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## **ARTICLE VIII - GENERAL**

8.1. **Execution of Papers.** Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the organization shall be signed by the president or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the organization by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the organization in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Chapter Charter, Bylaws, resolutions or votes of the organization.

8.2. **Receipt and Disbursement of Funds.** The board of directors may designate such other officer or officers who in addition to or instead of the president or treasurer shall be authorized to receive and receipt for all moneys due and payable to the organization from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the organization may be deposited in such bank or banks as the president or board of directors may from time to time designate or with such other organizations, firms, or individuals as the board of directors may from time to time designate.

8.3. **Communication by Facsimile or Electronic Means.** Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission or other electronic means of written communication.

## **ARTICLE IX - COMPENSATION, CONFLICTS OF INTEREST AND PERSONAL LIABILITY.**

9.1. **Compensation.** Members and directors shall not be compensated for serving as such, and shall not be precluded from serving the organization in any other capacity and receiving compensation for any such services; *provided*, that the same shall not place any tax exemption obtained by the organization at risk. Chapter Board members and members of the Committees may receive such reimbursement for expenses as may be fixed or determined by the Chapter Board.

9.2. **Conflicts of Interest.** The directors and officers of the organization owe a fiduciary duty to the organization to act in good faith and in a manner that they reasonably believe to be in the organization's best interests. This duty of loyalty requires the organization's directors and officers to exercise independent judgment on behalf of the organization, placing the organization's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the organization shall have and comply with a conflict of interest policy, *provided*, that such policy shall require directors, officers, and key employees to disclose any personal

financial interest in a transaction being considered by the organization, and that unless the directors determine that such personal financial interest is immaterial, such director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the directors, this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the organization. The organization's Conflict of Interest Policy may, for purposes of consideration by independent directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

**9.3. No Personal Liability.** The members, directors and officers of the organization shall not be liable for any debt, liability or obligation of the organization. All persons, organizations or other entities extending credit to, contracting with, or having any claim against, the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the organization shall look only to the funds and property of the Organization for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due and payable to them from the Organization, so that neither a member nor the directors or officers, present or future, shall be personally liable therefor.

#### **ARTICLE X - INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.**

The organization shall to the extent legally permissible and consistent with the organization's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former directors and officers and any person who serves or has served, at the organization's request, as director, trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the organization, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, the organization may to the extent legally permissible and consistent with the organization's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons

as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the organization, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- a. by a majority vote of a quorum consisting of disinterested directors;
- b. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested directors;
- c. if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the organization (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- d. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The organization's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the organization or any other person.

## **ARTICLE XI - 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 international Consortium, in writing, indicating the reason(s) for dissolution and shall return the Chapter Affiliation Agreement and any other Chapter or Association documents to (ISC)<sup>2</sup> Headquarters. All net assets shall go to a welfare, education or civic project, 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 XII - PARLIAMENTARY AUTHORITY.**

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

## **ARTICLE XIII - AMENDMENT OF BYLAWS.**

These Bylaws may be amended at any meeting of the members by vote of not less than two-thirds (2/3) of the members entitled to vote and present or voting by proxy, *provided* that the amendment is proposed by the board of directors, or that written notice of the proposed amendment has been served on the secretary by at least twenty (20) members not less than thirty days before the meeting, and that a copy of the amendment has been sent to the members by the secretary at least ten days prior to the meeting. Except with respect to any provision of these Bylaws which by law, the Chapter Charter or these Bylaws requires action by the members, these Bylaws may also be altered, amended or repealed at any regular or special meeting of the directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the directors of any Bylaw, notice thereof stating the substance of such change shall be given to all members. Any Bylaw so altered, amended or repealed by the directors may be further altered or amended or reinstated by the members in the above manner.

**Adopted:** 11 October 2012

**Updated:** 5 October 2016