

**AMENDED AND RESTATED BYLAWS OF THE DALLAS/FT. WORTH  
CHAPTER OF THE COMMUNITY ASSOCIATIONS INSTITUTE**

**ARTICLE I  
NAME AND OFFICE**

SECTION 1. **Name.** The name of this organization shall be The Dallas – Ft. Worth CAI Chapter, Inc. (“Chapter”).

SECTION 2. **Incorporation: Registered Office.** The Chapter is a corporation, incorporated in the state of Texas, and is a chapter of the Community Associations Institute (“CAI”). The Chapter shall maintain a registered office and agent for service of process at all times.

**ARTICLE II  
DEFINITIONS**

SECTION 1. **Definitions.**

- a. “At-Large Member” means a member of Community Associations Institute who falls within one of the classes of membership as defined in Article III, Section 3. In relation to positions on the Board of Directors and committees, at-large members may be from any membership class, and have the same role and responsibilities as all other members of the Board or committee.
- b. “Board of Directors” means the Board of Directors of the Chapter and “Director” means a Member of the Board of Directors.
- c. “Board of Trustees” means the Board of Trustees of CAI and “Trustee” means a Member of CAI’s Board of Trustees
- d. “CAI’s By-Laws” means the By-Laws of CAI as the name may be amended or replaced.
- e. “Community Association” means any incorporated or unincorporated association trust or other entity comprised of the owners of interests in a residential, commercial, or industrial condominium, real estate cooperative, planned unit development or other real estate common interest community.
- f. “Company” shall mean a business incorporated according to the laws of a state, a limited liability corporation, a partnership, or other relationship of individuals providing service or products to others.
- g. “Member” means a Member of the Dallas/Ft. Worth Chapter of CAI.

- h. “Member in Good Standing” means a member whose rights have not been suspended by the Chapter or CAI.

### **ARTICLE III MEMBERSHIP**

SECTION 1. **General Requirements**. Applications for membership in CAI and within any class of membership of CAI shall be approved in accordance with the terms of CAI’s Bylaws and such rules, procedures and limitations as may be established by the Board of Trustees from time to time. CAI shall have the right to determine the appropriate class of membership for any member. Membership in CAI is as authorized by CAI. Members are automatically assigned to a CAI certified chapter in accordance with established chapter boundaries.

SECTION 2. **Conflict of Interest**. All chapter board members and committee members shall comply with the conflict of interest policies adopted by the Board of Trustees and such stricter policies as may be established by the Chapter.

SECTION 3. **Classes of Members**. The membership classes of CAI shall consist of the following

- A. **Community Association Volunteers**. All individuals residing in or owning a unit in a community association are eligible for membership as a Community Association Volunteer, including, without limitation, individuals living in community associations who have a volunteer role within their community association. Volunteer roles include, but are not limited to, being a member or officer of the governing body of the community association, participating on a volunteer committee or committees, acting as the newsletter editor for the community, or any other volunteer function sanctioned by the community association. An individual who meets the aforementioned criteria and also holds membership as a Community Manager, Management Company CEO or Business Partner may hold an additional membership as a Community Association Volunteer, however, he may not serve in a CAI volunteer position under the Community Association Volunteer category. Community Association Volunteers will be considered as individual Members of CAI with voting rights. Community associations paying dues on behalf of a community association volunteer or volunteers, shall own each such membership and shall be permitted to transfer each membership to another volunteer in the community association during the term of membership or upon renewal of the membership. Individuals paying dues with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.
- B. **Community Managers**. This class of Members shall consist of professional managers of all types of association-governed communities including, but not limited to, condominium associations, townhome associations, co-operative associations, homeowner associations, large-scale communities,

and planned communities. All managers of association-governed communities fall within this class of Members, regardless of whether they are on-site managers, portfolio managers, large-scale managers, are employed by a management company or have any other employment relationship. Those persons who have previously served in one of the roles in the preceding sentence and serve in a capacity of managing other managers shall be a Member of this class. All community managers shall be treated as individual Members of CAI with voting rights. A management company or employer of a manager purchasing the individual membership on behalf of a manager or managers shall own each such membership and shall be permitted to transfer each membership to another manager during the membership term, but only in the event the manager originally identified is no longer employed by the management company. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.

- C. Business Partners. This class of Members shall consist of professionals and other providers of products, services, support, and counsel to association-governed communities, including developers of such communities. This class of Members shall not include community association management companies or managers of association-governed communities. The company, partnership, corporation or other business entity shall designate an individual as a primary membership contact who will have voting rights for the entity and may transfer this designation to another individual during the membership term or upon renewal of the membership. All employees of a business partner member shall be Affiliate members and will be permitted to attend classes, functions, conferences, to purchase products and services at membership prices, and be elected to committees or the Board of Directors.
- D. Management Companies. This class of Members shall consist of community association management companies. Each management company membership shall include an individual manager membership to be held by the CEO or equivalent of the management company. Whenever the term "CEO of a management company" is used in these By-Laws, it shall mean the CEO or equivalent of a management company. Management companies shall not transfer this manager membership to multiple managers during the course of the membership term for the purpose of obtaining membership pricing for managers who do not hold an individual manager membership. Employees of the management company, who are not employed to manage or provide services to association-governed communities, may attend classes and functions at the membership price.

SECTION 4. **Rights and Privileges.**

- A. **Chapter Rights and Privileges.** Each Member in good standing of the Chapter shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such other rights, privileges and responsibilities as the Board of Directors shall determine. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member shall be eligible to serve on the Chapter Board of Directors and committees.
- B. **CAI Rights and Privileges.** Each Member in good standing of CAI shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such rights, privileges and responsibilities as the Board of Trustees shall determine. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the CAI Board of Trustees, Membership Representation Groups, and committees.

SECTION 5: **Suspension for Nonpayment.** The Chapter may adopt reasonable policies to suspend certain membership rights and privileges resulting from nonpayment of amounts due and owing to the Chapter or CAI.

**ARTICLE IV  
ANNUAL DUES**

The Board of Trustees shall determine the amount of annual dues, fees, and other assessments to be paid to CAI by each class of Members. Unless terminated, each membership shall continue automatically from year to year, with annual dues, fees, and other assessments payable by each Member on or before such date as shall be determined by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all annual dues, fees, and other assessments shall be paid to CAI in advance of the twelve (12) month period to which they relate. The Board of Trustees may impose such other fees and charges as it deems proper and may waive or modify the requirements to pay dues, fees or charges for particular Members.

**ARTICLE V  
MEETINGS OF MEMBERS**

SECTION 1. **Annual Meeting.** There shall be an annual meeting of the Members of the Chapter for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held each year on such date, and at such time and place, as the Board of Directors may determine subject to the following: the meeting must be held in sufficient time for selection of a President-Elect who can attend the designated national meeting for President-Elect training of CAI. Written notice of such meeting stating the date, time and place of such meeting shall be sent to each

Member, at the last address shown on the Chapter's records, at least fifteen (15) days before the date of the meeting, or as provided by state law.

SECTION 2. **Special Meeting.** Special meetings of the Members may be called only by the Board of Directors or otherwise in accordance with applicable law. A special meeting shall be held at such times and places as the Board of Directors may determine. Written notice of any special meeting stating the date, time, place and purpose of such meeting shall be sent to each Member, at the last address shown on the Chapter's records, at least fifteen (15) days before the date of the meeting, or as provided by state law.

SECTION 3. **Notices.** Unless otherwise prohibited in these Bylaws or state law, all notices and other communications required by these Bylaws or state law shall be in writing and shall be deemed to have been duly given if delivered by:

- (i) Personal delivery to the addressee; or
- (ii) United States mail, first class, postage prepaid; or
- (iii) Any means permitted by law.

SECTION 4. **Quorum.** Members present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present in person or by proxy shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Members, a majority of the members present may adjourn the meeting, without further notice, until quorum is present.

SECTION 5. **Voting and Proxies.** Voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission; provided, that the Member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Member. A Member entitled to vote may authorize, in writing, another person to act for such Member by proxy solely for the purpose of achieving quorum. The writing may be executed by the Member or the Member's authorized officer, director, employee, or agent signing the writing, or causing the person's signature to be affixed to the writing, by any reasonable means, including facsimile signature. No proxy shall be valid after eleven (11) months, unless otherwise provided in the proxy.

SECTION 6. **Electronic Communications.** Whenever these By-Laws require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.

Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if: (a) the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (b) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (c) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not clearly authentic. Neither the Board of Directors nor the Chapter shall be liable to any Member for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic, or rejecting any such item which the Board reasonably believes not to be authentic. Any Member who negligently, recklessly or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Chapter for actual damages, reasonable attorneys' fees actually incurred and expenses incurred as a result of such acts.

SECTION 7. **Order and Conduct of Business.** The President shall establish the agenda for, and preside at, and the Secretary shall keep the minutes of, all membership meetings. The Board of Directors may establish rules of conduct and the order of business for all membership meetings. When not in conflict with these Bylaws, the Articles of Incorporation or meeting procedures adopted by the Board of Directors, Robert's Rules of Order (latest edition) shall govern all membership meetings. The Board may order the removal of anyone attending a membership meeting who, in the opinion of the Board, disrupts the conduct of the business at such a meeting. The use of Robert's Rules of Order may be partially or wholly suspended by majority vote of the Members. In the event of any dispute concerning the meaning of any meeting rules, including Robert's Rules of Order, the decision of the chair, who may consult with counsel, shall be final and binding.

## ARTICLE VI BOARD OF DIRECTORS

SECTION 1. **Powers of the Board of Directors.** The Board of Directors shall have supervision, control and direction of the affairs and property of the Chapter, shall determine the policies of the Chapter, shall actively pursue the purposes and objectives of the Chapter and CAI, shall insure that the Chapter and its Bylaws comply with the policies and procedures of CAI, and shall have discretion in the use and disbursement of Chapter funds. The Board of Directors may adopt such rules, regulations and procedures for the conduct of its business,

for the execution of its powers, for the implementation of these Bylaws and for the fulfillment of the purposes and objectives of the Chapter and CAI as it shall deem necessary or advisable.

SECTION 2. **Composition of the Board.** The Board of Directors shall be composed of nine (9) members. No more than one (1) person from any company may serve on the Board at any one time. Directors must represent Membership Representation Groups as determined by the Board of Trustees and shall include two (2) Community Association Volunteers, two (2) Community Association Managers, two (2) Business Partners, and three (3) At-Large Members. The composition of At-Large seats on the Board of Directors shall not provide any one membership category with more than fifty percent (50%) of the seats on the Board of Directors. In the event that a Director's class of membership changes during his term of service, he shall complete the remainder of the current election year, so long as the makeup of the Board is not compromised, in which case his slot will be automatically forfeited. Any subsequent Board service must be in a position designated for his then class of membership.

SECTION 3. **Term of the Board.** Each Director shall serve for a term of two (2) years or until his successor has been appointed. Board of Directors terms shall be staggered so that the terms of not more than one-third (1/3) of the Directors expire each year. A Member may serve on the Board of Directors for a total of six (6) years. Those years of service do not have to be consecutive. After a Member has served for six (6) years, they may not serve again for three (3) years. At that time, they begin the process of accumulating their six (6) years again.

SECTION 4. **Nomination and Election of Directors.**

- a. Except as otherwise provided in these Bylaws, each Member in good standing shall be eligible for nomination to serve as a Director.
- b. Nominations of individuals to serve as Directors shall be made by the Nominating Committee in accordance with these Bylaws and such rules and procedures as may be established from time to time by the Board of Directors. Nominations of individuals to serve as Directors may also be made by the written petition signed by three (3) Members of the Chapter.
- c. The nominating committee shall submit to the members at least forty-five (45) days before the date set for the election of Directors a written report specifying the Director Election Date, and setting forth a slate of nominees to serve as Directors. Such slate shall be comprised of one nominee for each of the available seats on the Board of Directors that are to be filled. The slate shall designate the

Membership Representation Group to be represented by each nominee. Petitions for nominees to serve as Directors must be received by the nominating committee at least thirty (30) days before the election date. If any petition is received within such time, the nominating committee shall, at least fifteen (15) days before the election date, submit to the Members a written ballot containing the names of all eligible nominees, indicating, for each nominee, whether he or she was nominated by the nominating committee or by petition. The ballot shall indicate the date by which it must be returned in order to be counted and such other information as may be required by state law. To be valid, such ballots must be marked and returned to the nominating committee on or before the election date. The persons receiving the most votes shall be elected.

- d. If no petitions are received by the nominating committee within the time prescribed in these Bylaws, then, on the election date, the Secretary shall cast a unanimous ballot for the slate of nominees nominated by the nominating committee and such nominees shall be declared elected Directors of the Chapter.

#### SECTION 5. Meetings.

- a. The Board of Directors shall hold at least one (1) meeting quarterly at such time and place as the Board of Directors may determine.
- b. In addition, the Board of Directors shall meet upon the call of the President, or upon the written request of one-third (1/3) of the Directors at such time and place as the President or President-Elect, as the case may be, may designate.
- c. All Board meetings held in person shall be open to all Chapter members, but members other than Directors may not participate in any discussion or deliberation unless expressly authorized by the Board of Directors.
- d. Notwithstanding the above, the Board of Directors may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which CAI is or may become involved, contract negotiations, matters that, in the exercise of the Board's reasonable discretion, require personal privacy, or other matters that require confidentiality.
- e. The nature of any and all business to be considered in executive session shall first be announced in open session.



SECTION 6. **Conference Calls.** Any or all Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at a meeting.

SECTION 7. **Notice of Meetings.** Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each member of the Board of Directors at least seventy-two (72) hours before the time appointed for the meeting, except in an emergency, when notice should be given at least twenty-four (24) hours, where practicable, before the time appointed for the meeting. Such notice may be waived in accordance with applicable law.

SECTION 8. **Annual Budget.** The Board of Directors shall approve the annual budget, which is to be prepared by the Treasurer, for the following fiscal year at a meeting called for such purpose no later than December 15 of each year.

SECTION 9. **Waiver of Notice.** Whenever any notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be the equivalent to giving of such notice. Presence without objection also waives notice.

SECTION 10. **Action by Written Consent in Lieu of a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all Members of the Board of Directors or of such committee, as the case may be, and such written consent shall have the same force and effect as a vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such action shall be reported at the next duly called meeting of the Board of Directors.

SECTION 11. **Quorum; Acts of the Board.** Five (5) or more of the number of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of the greater number of Directors is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 12. **Votes on Matters Related to Public Policy.** All matters involving a public policy position of the Chapter must be adopted by a two-thirds (2/3) vote of those Directors present and voting at a duly called meeting of the Board of Directors, a quorum being present, and must not be inconsistent with the policies, goals and objectives of CAI.

SECTION 13. **Resignation or Removal.** Any Director may resign by presenting a written resignation to the President or Secretary, and such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the President. Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President as to the reason for the absence. If a Director has three (3) consecutive absences from duly called meetings of the Board of Directors without the Board excusing such absences, such Director shall be deemed to have resigned as a Director; provided, however, that the Board of Directors may waive this provision in particular causes. A Director may be removed from office, with or without cause, by a majority vote of the Board; provided, however, that such Director shall be afforded an opportunity to heard, either orally or in writing, prior to any such action.

SECTION 14. **Vacancies.** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then Members of the Board of Directors, including if the remaining Directors constitute fewer members than required to achieve a quorum of the Board. Any Director elected to fill a vacancy shall serve through the end of the unexpired term of his predecessor in office. An individual who has served more than one-half of a full term shall be deemed to have served a full term. In the event an individual serves less than one (1) full year on the Board, it shall be considered one (1) full year of service.

SECTION 15. **Reimbursement of Expenses.** No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may reimburse any Director for reasonable out-of-pocket expenses incurred as budgeted and authorized by the Board of Directors.

## ARTICLE VII OFFICERS

SECTION 1. **Officers.** The elected officers of the Chapter shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary. The Board of Directors may from time to time appoint such other officers as the Board may deem necessary or advisable.

### SECTION 2. **Qualifications, Election, and Term of Office.**

- a. The officers of the Chapter, with the exception of President, shall be elected from among the Directors each year by the Board of Directors by the majority vote of the Board. Each officer shall serve for a term of one year or until a successor has taken office. The President-Elect shall serve for one (1) year and directly following the conclusion of that year of service shall serve as President for one (1) year.
- b. In the event a member of the Board is elected to serve as President-Elect during the last year of his term on the Board, that individual will automatically be granted one (1) additional year to serve as President. The partial term remaining shall be filled by the successor Director receiving the

least number of votes. In the case of a person who serves as President-Elect in his sixth year on the Board, he will be permitted to serve seven (7) years to complete his term as President.

- c. No more than two (2) individuals from the same membership class, may serve as officers of the Chapter at the same time.

SECTION 3. **Removal.** Any officer may be removed by a majority vote of the entire Board of Directors if, in the judgment of the Board, the best interests of the Chapter would be served by such removal.

SECTION 4. **Vacancies.** Vacancies in any office, with the exception of President, may be filled for the balance of the remaining term by the Board of Directors at a meeting of the Board in accordance with such rules and procedures as may be established by the Board. In the event of a vacancy in the office of President, the President-elect shall act as President for the unexpired portion of the term of office of the predecessor in such office and shall succeed to such office upon the expiration of the term.

SECTION 5. **President.** The President shall be the chief elected officer of the Chapter and shall preside at all meetings of the Members and the Board of Directors. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint all committee chairs. The President shall have the authority to represent the Chapter and act in its name in accordance with the declared policies of the Chapter and CAI. The President shall communicate to the Members of the Chapter and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of the Chapter and CAI, and the President shall perform such other duties as are necessary or incident to the office of President or as may be assigned by the Board of Directors. The President shall be responsible for satisfying the directives of the Board of Directors.

SECTION 6. **President-elect.** The President-elect shall perform the duties of the President in the President's absence or in the event of resignation, removal or inability or refusal to act. The President-elect, when so acting, shall have all the powers and responsibilities of the President. The President-elect shall also perform such other duties as may be assigned by the President or the Board of Directors.

SECTION 7. **Vice President.** The Vice President shall perform the duties of the President-elect in the President-elect's absence or in the event of the President-elect's resignation, removal or inability or refusal to act. The Vice President, when so acting, shall have all the powers and responsibilities of the President-elect. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors. The Vice-President shall not succeed to the presidency unless so determined by a majority vote of the Board.

SECTION 8. **Treasurer.** The Treasurer shall be the custodian of the Chapter funds and securities, shall oversee the establishment of proper accounting procedures for the handling of the Chapter's funds, shall be the disbursing officer for the Chapter and shall provide to the executive committee and the Board of Directors an annual report of all receipts and disbursements of the Chapter. The Treasurer shall perform all other duties incident to the office of Treasurer.

SECTION 9. **Secretary.** The Secretary shall be responsible for the keeping of complete and accurate minutes of all meetings of the Members, the Board of Directors and the executive committee. The Secretary shall perform all other duties incident to the office of Secretary.

SECTION 10. **Chapter Staff.** The Board of Directors may appoint an executive director to manage the operations of the Chapter within the authority delegated by the Board of Directors.

SECTION 11. **Salaries; Reimbursement of Expenses.** No elected officer of the Chapter shall be compensated for serving as an officer; provided, however, that the Board of Directors may reimburse an officer for reasonable out-of-pocket expenses incurred by them in performing their duties as officers, as budgeted and authorized by the Board of Directors.

## **ARTICLE VIII COMMITTEES**

SECTION 1. **Nominating Committee.** Each year the Board of Directors shall designate a nominating committee that shall consist of the Immediate Past President of the Chapter, the President-Elect and at least three other Members of the Chapter who are not elected officers of the Chapter and are not running for election. In the event the Immediate Past President is running for re-election, he shall not serve on the Nominating Committee, and the Executive Committee shall appoint a Member of the Chapter to serve in his place. At least one Member of the nominating committee shall be a Community Association Volunteer Leader, and no more than two (2) Members of the nominating committee may be from the same membership class. Unless otherwise directed by the Board of Directors, the Immediate Past President of the Chapter shall serve as chairman of the Nominating Committee.

SECTION 2. **Other Committees.** Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint such other standing or special committees, subcommittees, task force or boards as may be required by these Bylaws or as may be deemed necessary or appropriate by the President.

**ARTICLE IX  
LIMITATIONS OF LIABILITY: INDEMNIFICATION**

**SECTION 1. LIMITATIONS OF LIABILITY. NOTHING HEREIN SHALL CONSTITUTE MEMBERS OF THE CHAPTERS AS PARTNERS FOR ANY PURPOSE. NO MEMBER, OFFICER, DIRECTOR, AGENT, REPRESENTATIVE OR EMPLOYEE OF THE CHAPTER SHALL BE LIABLE FOR ANY ACT OR FAILURE TO ACT ON THE PART OF ANY OTHER MEMBER, OFFICER, DIRECTOR, AGENT, REPRESENTATIVE OR EMPLOYEE OF THE CHAPTER, NOR SHALL ANY MEMBER, OFFICER, DIRECTOR, AGENT, REPRESENTATIVE OR EMPLOYEE OF THE CHAPTER BE LIABLE FOR ANY ACT OR FAILURE TO ACT UNDER THESE BYLAWS, EXCEPT ACTS OR FAILURES TO ACT ARISING OUT OF SUCH PERSON'S WILLFUL MISFEASANCE.**

**SECTION 2. INDEMNIFICATION. THE CHAPTER SHALL INDEMNIFY AND HOLD HARMLESS, TO THE FULLEST EXTENT NOW OR HEREAFTER PERMITTED BY LAW, EACH CURRENT AND FORMER DIRECTOR, OFFICER, EMPLOYEE, AGENT AND REPRESENTATIVE OF THE CHAPTER WHO WAS OR IS MADE A PARTY TO OR A WITNESS IN OR IS THREATENED TO BE MADE A PARTY TO OR A WITNESS IN, OR IS OTHERWISE INVOLVED IN, ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE, BY REASON OF THE FACT THAT SUCH PERSON IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, AGENT OR REPRESENTATIVE OF THE CHAPTER, WHETHER THE BASIS OF SUCH PROCEEDING IS ALLEGED ACTION OR FAILURE TO TAKE ACTION IN AN OFFICIAL CAPACITY, AGAINST ANY AN ALL EXPENSES (INCLUDING ATTORNEY'S FEES AND DISBURSEMENTS), LIABILITIES (INCLUDING JUDGMENTS, FINES, EXCISE TAXES AND PENALTIES), AMOUNTS PAID IN SETTLEMENT, AND AMOUNTS EXPENDED IN SEEKING INDEMNIFICATION GRANTED TO SUCH PERSON UNDER APPLICABLE LAW OR THESE BYLAWS, ACTUALLY AND REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH SUCH PROCEEDINGS. THE CHAPTER SHALL PAY EXPENSES (INCLUDING ATTORNEY'S FEES AND DISBURSEMENTS) INCURRED BY A CURRENT OR FORMER DIRECTOR, OFFICER, EMPLOYEE, AGENT OR REPRESENTATIVE OF THE CHAPTER IN CONNECTION WITH THE INVESTIGATION, DEFENSE, SETTLEMENT, OR APPEAL OF ANY PROCEEDING THAT SUCH PERSON WAS OR IS MADE A PARTY TO OR WITNESS IN OR IS THREATENED TO BE MADE A PARTY TO OR A WITNESS IN, OR IS OTHERWISE INVOLVED IN, BY REASON OF THE FACT THAT SUCH PERSON IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, AGENT OR REPRESENTATIVE OF THE CHAPTER. THE RIGHTS OF INDEMNIFICATION AND ADVANCEMENT OF EXPENSES PROVIDED HEREIN SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS THAT ANY PERSON SEEKING INDEMNIFICATION OR ADVANCEMENT OF EXPENSES MAY HAVE OR HEREAFTER BE ENTITLED TO CLAIM OR EXERCISE.**

**SECTION 3. Directors' and Officers' Liability Insurance. The Board of Directors shall obtain, if reasonably available, directors' and officers' liability**

insurance in such amounts as the Board of Directors deems necessary or appropriate.

## **ARTICLE X MISCELLANEOUS**

SECTION 1. **Fiscal Year.** The fiscal year of the Chapter shall be determined by the Board of Directors.

SECTION 2. **Contracts, Checks, Drafts, etc.** Except as otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness may be signed on behalf of the Chapter only by the President, the executive director or such other officers and agents of the Chapter as the Board of Directors may authorize.

SECTION 3. **Loans.** No loans shall be made or obtained on behalf of the Chapter and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

SECTION 4. **Deposits.** Unless otherwise directed by the Board of Directors, all funds of the Chapter shall be deposited in such depositories as the President may select.

SECTION 5. **Surety Bond.** The President, the Treasurer, the executive director and such other officers and agents of the Chapter as may be determined from time to time by the Board of Directors, if required by the Board of Directors, shall give and file with the Secretary surety bonds for the faithful performance of their duties in such sums as may be fixed from time to time by the Board of Directors. The cost of such bonds shall be paid by the Chapter.

SECTION 6. **Procedures.** All meetings of the members and the Board of Directors shall be governed by the rules set forth in the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board. By a majority vote, the Board of Directors may vote to suspend Robert's Rules of Order.

SECTION 7. **Seal.** The Chapter may have a seal of such design as the Board of Directors may adopt, and it may be used by the Secretary in accordance with such rules and procedures as may be adopted by the Board of Directors.

SECTION 8. **Use of Funds and Dissolution.** The chapter shall use its funds only to accomplish its stated purpose and objectives. Upon dissolution of the Chapter, all of its assets shall be distributed to CAI or its successor.

SECTION 9. **Loss of Charter.** This chapter may be decertified by a vote of the Board of Trustees, as provided in the policies and procedures of CAI. In such event, the Chapter agrees to be bound by the CAI policies.

SECTION 10. **Waiver of Notice.** Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice.

SECTION 11. **Transitional Procedures.** Any and all actions taken pursuant to the Bylaws of the Chapter as in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant hereto. The Board of Directors shall adopt such provisions for effecting a transition to the requirements of these Bylaws (including, without limitation, provisions for converting the composition of the Board of Directors of the Chapter) as it deems necessary and proper.

SECTION 12. **Rules of Construction.** The following rules of construction shall apply to the interpretation of these Bylaws:

- a. The use of the masculine gender in these Bylaws shall be deemed to refer to the feminine gender and the use of the singular shall be deemed to refer to the plural, and vice versa, whenever the context so requires. The captions and headings contained in these Bylaws are for convenience of reference only and shall not be construed as a limitation on the scope of any particular article, section or subsection of these Bylaws. The captions may not be used in interpreting the meaning of any article, section or subsection of these Bylaws.
- b. Wherever these Bylaws grant the authority to act or exercise any right or privilege by the Board of Directors, its officers, the Chapter Executive Director or any person referred to in these Bylaws (the "Authorized Party"), there shall be no limitation on the number of times the Authorized Party may exercise the authority, right or privilege granted, unless these Bylaws expressly provide otherwise.
- c. Wherever these Bylaws use the word "including," it shall be deemed to be followed by the words "without limitation," unless expressly stated to the contrary.
- d. If any time period or deadline stated in these Bylaws falls on a Saturday, Sunday or legal holiday, the time period or deadline shall be extended until the next business day.

## **ARTICLE XI AMENDMENTS**

These Bylaws may be amended, repealed or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Members of the entire Board of

Directors at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendment, revision or alteration to the Bylaws.

Approved by the affirmative vote of at least two-thirds (2/3) of the Members of the entire Board of Directors at the duly called Board of Directors meeting held on March 8, 2017, at which a quorum was present. |