

BYLAWS
MASSACHUSETTS COLLEGE OF EMERGENCY PHYSICIANS, INC.
Revised May 1, 2019

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MASSACHUSETTS COLLEGE OF EMERGENCY PHYSICIANS, INC.
Revised May1, 2019

ARTICE I - NAME

The name of this organization, which is an association of physicians (and medical students) active in emergency medicine, shall be the Massachusetts College of Emergency Physicians, Inc. , and is incorporated under the Laws of Massachusetts and is a Chapter of the American College of Emergency Physicians.

ARTICLE II - PURPOSES

The purpose of this Association (hereinafter the "Chapter") shall be those set forth in the bylaws of the American College of Emergency Physicians (hereinafter the "College") and in the Chapter's Articles of Incorporation.

ARTICLE III - MEMBERSHIP

SECTION 1 - QUALIFICATIONS

Qualifications for membership in the Chapter will be consistent with those for membership in the College.

SECTION 2 - CLASSES OF MEMBERSHIP

Classes of membership in the Chapter shall be consistent with the classifications designated in the bylaws of the College.

SECTION 3 - INSPECTION OF RECORDS

All records of the Chapter shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member. Such inspection may be made by the member or his agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing, addressed to the president or secretary of the Chapter.

ARTICLE IV – DUES

SECTION 1 - DUES

Dues for members shall be determined by the Board of Directors.

SECTION 2 - SPECIAL ASSESSMENTS

Assessments may not be levied except upon recommendation of the Board of Directors and by a majority vote of the membership voting at the annual meeting of the Chapter. Notice of such recommendation shall be sent to each voting member at least thirty (30) days before the meeting.

SECTION 3 - REMOVAL FOR NON-PAYMENT

Members not in good standing due to failure to pay dues, assessments, or other reason shall forfeit all rights and privileges at the chapter level.

ARTICLE V MEETINGS

SECTION 1 - ANNUAL MEETING

There shall be an annual meeting of the members of the Chapter. The time and place of the annual meeting shall be determined by the Board of Directors and notice of such meeting shall be mailed to the last recorded address of each member at least sixty (60) days before the date so fixed.

SECTION 2 - SPECIAL MEETINGS

Special meetings of the Chapter may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

SECTION 3 - QUORUM

The members of the Chapter present, either in person or represented by proxy, at any meeting of the members shall constitute a quorum for the transaction of business. Each member shall be entitled to one (1) vote upon each matter properly submitted for vote at any meeting of the members. The vote of a majority of the members present at a meeting at which a quorum is present shall be necessary to decide any question to be voted upon by the members, unless a greater proportion is required by law, the Articles of the Organization of the Chapter ("Articles of Organization"), or these bylaws.

SECTION 4 - PARLIAMENTARY AUTHORITY

The rules contained in the current issue of "The American Institute of Parliamentarians Standard Code of Parliamentary Procedure" 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 of order adopted by the Chapter.

SECTION 5 – NOMINATIONS AND ELECTIONS

A nominating committee for candidates for the Board of Directors shall be appointed by the executive committee and shall present a list of nominees to the Board of Directors at least sixty (60) days prior to the date of the election. Nominees shall be regular members in good standing. Nominations from the floor at the time of elections are allowed. Voting shall be in person. Directors shall be elected by a majority of the members voting. Write in votes are allowed.

SECTION 6 - PROXIES

Each member of the Chapter entitled to vote at meetings of the members may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after six (6) months from its date unless the proxy provides for a longer period

SECTION 7 – VOTING

Voting on any matter, including elections, is limited to in-person voting.

SECTION 8 – BALLOTING PROCEDURES

On an individual ballot, members must cast the same number of votes as the number of positions to be filled.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1 - BOARD OF DIRECTORS

The membership of the Board shall be composed as follows: each of the President, President-Elect, Secretary, Treasurer, and Immediate Past President of the Chapter shall be an ex officio Director with full voting privileges. There shall be ten (10) elected Directors who shall each be regular members in good standing of the Chapter and shall be elected by the members at the annual meeting, or special meeting held in lieu thereof, to hold office as specified in Article VII hereof. In addition, one (1) Candidate Director shall be a Candidate

member in good standing and beginning their final year in residency in an Accreditation Council for Graduate Medical Education (ACGME) accredited emergency medicine residency training program within Massachusetts, who shall be elected by the Board of Directors at the annual meeting, or special meeting held in lieu thereof, to serve for a one (1) year term or until a successor is elected. The Candidate Director shall be rotated annually among the ACGME accredited emergency medicine residency training programs within Massachusetts in alphabetical order by program name.

SECTION 2 - MEETINGS

The Board of Directors shall meet annually not later than thirty (30) days following the annual meeting of the members of the Chapter and at such other times and at such other places as the Chair may determine. Notice of all meetings of the Board of Directors shall be sent by mail to the Director's last recorded address at least ten (10) days in advance of such meetings. A majority of the Board present in person shall constitute a quorum. The presence of the ex officio Directors shall be counted for purposes of determining a quorum. Each Director shall be entitled to one (1) vote upon each matter properly submitted for vote at a meeting of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be necessary to decide any matter to be voted upon by the Directors, unless a greater proportion is required by law the Articles of Organization or these bylaws.

SECTION 3 - COMPENSATION

The members of the Board shall not receive any compensation for their services as members of the Board of Directors.

SECTION 4 - EXECUTIVE COMMITTEE

There shall be an Executive Committee of six (6) members composed of the President President-Elect, Secretary, Treasurer, Immediate Past-President, and one (1) member of the Board of Directors elected annually by the Board of Directors at its first meeting. The Executive Committee, by majority vote, shall have full authority to act for and on behalf of the Board of Directors whenever the business of the Chapter demands prompt action in the interim between meetings of the Board or when it is impracticable or impossible to convene the Board of Directors. Meetings of the Executive Committee shall be held at the call of the President. A report of the actions of the Executive Committee shall be given by the Executive Committee to the Board of Directors at the first meeting of the Board following the Committee's action. Such actions must be ratified by the Board of Director at the meeting; failure of such ratification nullifies the action(s) taken by the Executive Committee.

SECTION 5 – POWERS

The Board of Directors shall have supervision, control and direction of the affairs of the Chapter shall determine its policies or changes therein within the limits of these bylaws shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

SECTION 6 - TERMS

Except as stated otherwise in these bylaws, the term of office of a Director shall be for three (3) years, no more than 2 consecutive terms and shall begin at the conclusion of the annual meeting of the Chapter at which election occurs, and shall expire at the conclusion of the third succeeding annual meeting. Candidates for the Board of Directors shall be nominated for a specific vacancy on the Board by the nominating committee.

SECTION 7 – BOARD VACANCY, RESIGNATION AND REMOVAL

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board for the remainder of the unexpired term.

A Director may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in such resignation.

A Director may be removed by a majority vote of the members at any meeting called at least in part for that purpose. Notice of the proposed removal must be given in the notice of the meeting.

Unexcused absence from more than two (2) consecutive Board meetings may result in loss of membership on the Board as determined by majority vote of the Directors not in question.

SECTION 8 - ANNUAL REPORT

The Directors shall send to the members not later than four (4) months after the close of the fiscal year, a balance sheet, as of the closing date of such fiscal year, together with a statement of the income and profits and loss of such fiscal year. Such financial statement shall be certified by a public accountant.

ARTICLE VII - OFFICERS

SECTION 1 - COMPOSITION

The officers of the Chapter shall be a President, President-Elect, Immediate Past-President, Secretary, and Treasurer, and such other officers as the members shall authorize. Chapter officers shall be elected by the members at the annual meeting, or special meeting held in lieu thereof, to hold office as specified in Article VII hereof, for a term of one year.

Officer elections shall be by ballot prepared by the secretary. The nominee receiving the majority of votes shall be declared elected.

SECTION 2- SPECIAL RIGHTS

Each officer shall serve as an ex-officio member of the Board of Directors.

SECTION 3 - PRESIDENT

The President shall be the executive officer and Chair of the Board of Directors; shall preside over all meetings of the Chapter and the Board of Directors; and shall perform all duties as usually pertain to the office of the president. The President shall be responsible for ensuring that all Chapter contracts with third parties contain a provision disclosing the fact that the Chapter is an entity separate and distinct from ACEP and shall be responsible for ensuring that the Chapter adheres to the policy governing the use of the mark of ACEP.

The President shall be an ex officio member of all standing commissions and committees. The term of office shall begin at the conclusion of the first ensuing annual meeting following the annual meeting at which his or her election occurs as President-Elect, and shall expire at the conclusion of the next annual meeting. In the event the President for any reason is unable to complete the term of office, the President-Elect shall succeed to the office of President for the remainder of the unexpired term. In the event both the President and the President-Elect for any reason are unable to serve their respective terms, the Board of Directors shall elect a President for the remaining unexpired term.

SECTION 4 - PRESIDENT-ELECT

The President-Elect shall preside at meetings in the absence of the President, and shall succeed to the office of president at the expiration of the President's term. In the event for any reason the President-Elect is unable to complete the term of office, the Board of Directors shall nominate two (2) or more members for that office and election of a successor shall take place at the next ensuing membership meeting as the first order of business

following approval of the minutes; provided, however, that nothing herein shall be construed as preventing additional nominations for this office from the floor.

SECTION 5 - SECRETARY

The Secretary shall cause to be kept adequate and proper records of the Chapter; shall keep or cause to be kept an accurate record of the minutes and transactions of the annual meeting of the members, the Board of Directors, and shall serve as secretary of these bodies; and shall supervise all other employees and agents of the Chapter and have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

SECTION 6 - TREASURER

The Treasurer shall cause to be kept adequate and proper accounts of the properties and funds of the Chapter; shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Chapter as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all his transactions as treasurer, and of the financial condition of the Chapter; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws. The Treasurer shall give a surety bond in an amount to be determined by the Board of Directors, the premium thereon to be paid by the Chapter. Any of the duties of the Treasurer may, by action of the Board of Directors, be assigned to the President or the Secretary.

SECTION 7 - IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve for a period of one (1) year following the term as President Such term to begin at the conclusion of the term as President and end at the conclusion of the following annual meeting of the Chapter.

SECTION 8 – OFFICER VACANCY, RESIGNATION AND REMOVAL

Except as noted elsewhere in these bylaws, officer vacancies shall be filled by a majority vote of the Board for the remainder of the unexpired term.

An officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified upon receipt. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in the resignation.

An Officer may be removed by a majority vote of the members at any meeting called at least in part for that purpose. without prejudice to the officer's contract rights, if any. Election or appointment of an officer shall not in itself create contract rights.

ARTICLE VIII - COUNCILLORS

SECTION 1 - ALLOCATION

The Chapter's Councillor allocation shall be determined as specified in the College Bylaws. The President, President-Elect, and any Chapter member running for national ACEP office shall be designated as "Standing Councillors". In the event there are more candidates running for national office than available Chapter Councillor and Alternate Councillor positions, the Board shall decide the distribution. In the event there are insufficient national candidates to fill all Councillor positions, the Immediate Past-President shall fill one slot. The Immediate Past-President (assuming not already serving as a Councillor), Secretary, and Treasurer (assuming they are not already serving as Alternate Councillors) shall be designated as Alternate Councillors. At the annual meeting, the membership shall elect additional Councillors and Alternate Councillors sufficient to fill the remaining slots.

The Board of Directors shall appoint one of-the Councillors to be the Chief Councillor.

SECTION 2 - NOMINATIONS/ELECTION PROTOCOL

The Councillors and Alternates shall be nominated by the nominating committee as established by Article VII, Section VIII thereof and shall be elected in the same manner as set forth in Article V, Section VII thereof. Candidates for Councillor and Alternate shall be nominated for a specific vacancy occurring for a Councillor or Alternate, as the case may be, and information on such candidates shall be published in such place and at such time as shall be determined by the Board of Directors.

SECTION 3 - CRITERIA

No individual may be nominated or serve as a Councillor-at-Large without (i) currently or formerly serving on the Board of Directors or (ii) actively serving as an Alternate for two years and attending at least three Board of Directors' meetings during the two years prior to being nominated.

SECTION 4 - TERM

The terms of office of Councillors-at-Large and Alternates-at-Large shall be staggered three-year terms to begin at the conclusion of the annual meeting at which the election occurs and end at the conclusion of the third succeeding annual meeting. There is no limitation on the number of terms to which a Councillor or Alternate may be designated or elected.

SECTION 5 - COUNCILLOR VACANCY, RESIGNATION AND REMOVAL

Councillor positions which are not filled for any reason through election at the annual meeting or which become vacant between annual meetings shall be filled by an Alternate, in the case of a Councillor, or a qualified person, in the case of an Alternate, elected by the majority vote of the Board of Directors, for a period until the next annual meeting. The members shall elect at the next annual meeting another Councillor or Alternate, as the case may be, to serve for the remainder of the unexpired term of any such vacant position. Councillor vacancies occurring either during a meeting of the Council of ACEP or between the time of such meeting and the meeting of the Board of Directors immediately preceding such meeting of the Council of ACEP shall be filled by an Alternate chosen by the President.

A Councillor or Alternate may resign at any time by giving written notice of such resignation to the Board of Directors, President or Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in such resignation.

A Councillor or Alternate may be removed by a majority vote of the members at any meeting called at least in part for that purpose. Notice of the proposed removal must be given in the notice of the meeting.

SECTION 6 - DUTIES

The Councillors and Alternates shall have such powers and duties as the Board of Directors or these bylaws shall prescribe from time to time and shall represent MACEP at ACEP Council.

ARTICLE IX - STANDING COMMITTEES

SECTION 1 - COMPOSITION

Standing or special committees of the Board of Directors shall be appointed from and by the Board of Directors to assist it in its work. The Board of Directors may also appoint persons who are not Directors to any such committee, provided such persons shall not be entitled to vote and shall serve only in an advisory capacity to said committee.

SECTION 2 - COMMITTEE REPORTS

The Board of Directors, at its discretion, shall cause an annual report from each active commission or committee of the Chapter to be sent to the Executive Director of the Chapter not later than thirty (30) days prior to the annual meeting of the Chapter.

ARTICLE X – VOTING METHODS

Voting in elections and other matters at the annual meeting shall be “in person” voting only. Proxy voting is allowed. The Chapter reserves the right in the future to conduct voting on all matters at the annual meeting by mail vote or electronic voting as long as those methods are in compliance with state law. Voting in all matters at Board and committee meetings is to be in-person only unless such meetings take place via conference call or other electronic medium.

ARTICLE XI - INDEMNIFICATION AND MISCELLANEOUS

SECTION 1 - FISCAL YEAR

The fiscal year of this Chapter shall be determined by the Board of Directors.

SECTION 2 - CONFLICT OF INTEREST

The Chapter may enter into contracts or transact business with one or more of its Directors or officers, or with any corporation association, trust company, organization or other concern in which anyone or more of its Directors or officers is a director, officer, trustee, member, beneficiary or stockholder or is otherwise interested, and may enter into other contracts or transactions in which anyone or more of its Directors or officers is in any way interested; and in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Directors or officers of the Chapter have or may have interests which are or might be adverse to the interest of the Chapter even though the vote or action of Directors or officers having such adverse interests may have been necessary to obligate the Chapter upon such contract or transaction. At any meeting of the Board (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such Director(s) may vote or act thereat with like force and effect as if he had no such interest, unless a majority of disinterested Directors present determines that the interested Director(s) should be disqualified from voting on the matter; and provided, that the nature and extent of such interest shall be disclosed or shall have been known to the Directors or a majority thereof.

A general notice of a Director's or officer's interest in any corporation or other concern of any kind referred to above shall be a sufficient disclosure as to such Director or officer with respect to all contracts and transactions with such corporation or other concern. No person shall be disqualified from holding office as Director or officer of the Chapter by reason of any such adverse interests. In the absence of fraud, no Director or officer having such adverse interest shall be liable to the Chapter or to any creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or officer be accountable for any gains or profits realized thereon. Nothing herein shall prevent any Director or officer from receiving full and fair compensation for any services rendered or property given or made available to the Chapter.

SECTION 3 - STOCK IN OTHER CORPORATIONS

Except as the Directors may otherwise designate the President or Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney in fact for the Chapter (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by the Chapter.

SECTION 4 - PERSONAL LIABILITY

The Directors and officers of the Chapter shall not be personally liable for any debt, liability or obligation of the Chapter. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Chapter, may look only to the funds and property of the Chapter 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 Chapter.

SECTION 5 - INDEMNIFICATION

The Chapter shall, to the maximum extent legally permissible and consistent with its tax-exempt status under Section 501 (c) of the Internal Revenue Code of 1986, as amended, indemnify all directors, officers, employees and other agents of the Chapter, and persons who serve at its request as directors, officers, employees or other agents of another organization, or who serve at its request in any capacity with respect to any employee benefit plan, against all liability and expenses, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he is successful on the merits, the proceeding was authorized by a majority of the Board of Directors or the proceeding seeks a declaratory judgment regarding his own conduct). Such indemnification shall include payment by the Chapter of expenses incurred 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 person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this Section which undertaking may be accepted without reference to the financial ability of such person to make repayment. Any such indemnification shall be provided although the person to be indemnified is no longer an officer, director, employee or agent of the Chapter or of such other organization or no longer serves with respect to any such employee benefit plan.

No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Chapter 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. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee or other agent of another organization or with respect to any employee benefit plan, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Chapter would have the power to indemnify him against such liability.

ARTICLE XII – APPROVAL OF BYLAWS AND AMENDMENTS

SECTION 1 – APPROVAL

These bylaws and amendments thereto shall not become effective until approved by the Board of Directors of the College or its designee.

SECTION 2 - AMENDMENTS

These bylaws may be amended, added to or repealed, in whole or in part, by a two-thirds (2/3) vote of the members voting, in person, at any meeting of the membership at which a quorum is present provided that the proposed amendments have been mailed to the membership of the Chapter at least thirty (30) days prior to the meeting.

These bylaws may also be amended, added to or repealed, in whole or in part, at any meeting of the Board of Directors, except with respect to any provision hereof which by law the Articles of Organization or these bylaws requires action by the membership .

Any bylaw adopted by the Board of Directors may be amended or repealed by the membership.

Amendments to these bylaws shall be submitted to the College, no later than 30 days following the adoption of such amendments in a format and manner designated by the College. No amendment shall be of any force or effect until it has been submitted to and reviewed by the Board of Directors of the College, or its designee, provided, however, that such amendment shall be considered to be approved if the Board of Directors of the College or its designee fails to give written notice of its objection thereto within ninety (90) days following receipt.

SECTION 3 - CONSISTENCY

These bylaws must at all times be consistent with the bylaws of the College. Should the bylaws of the College be changed in such a manner as to render these bylaws inconsistent therewith, then these bylaws shall be amended within two (2) years of written notification of amendment of the College bylaws to eliminate said inconsistency.

SECTION 4 - ETHICS

The principles of ethics of the Chapter shall be the same as those of the College.

SECTION 6 – DATE OF ADOPTION

The Chapter adopted the latest version to these bylaws on May 1, 2019