

BY-LAWS
OF
THE SOCIETY OF FORMER SPECIAL AGENTS OF THE
FEDERAL BUREAU OF INVESTIGATION, INC.

ARTICLE I

Seal

Section 1

The seal of the Society shall consist of a badge surmounted by an eagle, all encircled with the full name of the Society and with the words Justitia and Scientia on the badge and the words Loyalty, Friendship and Goodwill imprinted beneath the badge and within the circle. The border outside the circle shall consist of a design of rays. Colors of red, white and blue shall be shown in the seal when in full color.

ARTICLE II

Membership

Section 1

Membership shall be open exclusively to men and women who formerly served as Special Agents of the Federal Bureau of Investigation and who served with due fidelity to their oath of office.

Section 2

The Board of Directors/Executive Committee of the Society shall have the authority to establish and enforce policies and/or procedures as may be necessary to assure the Society's membership processes are conducted in an effective and efficient manner that serve the best interests of the Society, while assuring equity and due process to all parties at interest. All Society membership policies must be considered by the Board of Directors/Executive Committee at regular or special meeting and must receive a majority vote of the Board of Directors/Executive Committee in favor of adoption, before being accepted as the official policy of the Society. Notwithstanding the authority of the Board/Executive Committee in such matters, it will not be permissible for such membership policy to be adopted ex post facto and/or applied retroactively.

Section 3

A final determination by the Society involving the denial of an applicant's request for membership in the Society; and/or the expulsion of a member from the Society for cause will require affirmation by a majority vote of the Board of Directors/Executive Committee at a regular or special meeting.

Section 4

If an application is rejected, a renewal of such application shall not be accepted for consideration by the Membership Committee for a period of one year from the date of rejection, and upon a second rejection, the applicant shall not thereafter be eligible for membership unless approved by the Board of Directors or the Executive Committee for further consideration by the Membership Committee. Approval of such applications shall be by majority vote of the Board of Directors or of the Executive Committee present at any regular or special meeting.

Section 5

- (a) Resignation. Resignation shall be in writing, signed by the member, addressed to the Secretary, and upon its receipt shall be presented at the next meeting of the Board of Directors or Executive Committee for acceptance. After considering the status of dues or assessments owing by such member at the time of receipt of his/her resignation by the Secretary, the effective date of resignation shall be determined by the Board of Directors or Executive Committee.
- (b) Nonpayment of Dues or Assessments. Failure to pay timely any dues or assessments provided by ARTICLE VIII of these By-Laws shall be reason for termination of a membership in the Society by the Board of Directors or Executive Committee. No membership shall be terminated for this reason (1) unless such dues or assessments are delinquent for a period of 90 days and (2) after 30 days written notice of such proposed action by mail, to such member at the last mailing address shown on the records of the Society. After compliance with the requisites of this paragraph, the Board of Directors or the Executive Committee may terminate a member for nonpayment of dues or assessments and in its action shall determine the effective date of such termination and instruct the Secretary to notify the delinquent member of such action in writing. Such member may be reinstated by the Board of Directors or the Executive Committee and, in hardship cases, dues or assessments owing by a member may be waived by the Board of Directors or the Executive Committee.
- (c) Expulsion. The Board of Directors, upon the affirmative vote of eight or more of its members, may terminate a membership and expel from the Society any member whose conduct is deemed detrimental to the good name or best interests of the Society or its members. Such action shall not be taken until after a hearing before a regular or special meeting of the Board of Directors at which the member charged with such conduct has been afforded an opportunity to be present, answer the charges and present a defense, either in person or through a fellow member on his/her behalf. Thirty days prior to the hearing date set by the Board of Directors, written notice of the hearing and proposed action shall be sent by certified mail, return receipt requested, to such member at the last mailing address shown on the records of the Society for that member.
- (d) The effective date of membership termination shall be stated in any such action by the Board of Directors. Notice of effective date of termination or reinstatement for any cause of any member who is also a participant under any insurance program of the Society shall be furnished to the insurance carrier of the Society by the Secretary.
- (e) The Board of Directors or the Executive Committee shall have the authority to suspend any member at the time of sending notice of the hearing for termination of membership. Any

member convicted of a felony by the final judgment of a court of competent jurisdiction shall have his/her membership terminated on the effective date of such final judgment of conviction without the necessity of any action by the Board of Directors or Executive Committee.

Section 6

Life Membership in the Society may be awarded to and bestowed upon any deserving member by an affirmative vote of nine or more members of the Board of Directors at any regular or special meeting. The criteria for such award shall be established by the Board of Directors. Upon the affirmative vote of the Board of Directors a Life Membership may be awarded regardless of age or length of membership in the Society.

Upon receipt of Life Membership in the Society, a member shall be exempt from any further payment of dues or assessments to the Society as provided in ARTICLE VIII of these By-Laws.

Section 7

Associate Membership shall be open to current Special Agents of the Federal Bureau of Investigation, United States Department of Justice, who are serving with due fidelity to their oath of office.

ARTICLE III

Officers

Section 1

The officers of the Society shall be President, President-Elect, Northeast Vice-President, Mid-Atlantic Vice-President, Southeast Vice-President, North Central Vice-President, South Central Vice-President, Western Vice-President, Florida Vice-President, Pacific Vice-President, Secretary and Treasurer. The President and President-Elect shall each serve for a term of one year or until their successors take office. The Vice-Presidents (who shall be termed Regional Vice-Presidents) shall each serve for a term of two years or until their successors take office. The Treasurer and the Secretary shall serve for a term of two years, or until their successors take office.

Section 2

All officers shall be elected by the general membership, except the Regional Vice-Presidents and said Regional Vice-Presidents shall be elected by the members residing in or belonging to a chapter within such geographical region and not by the general membership at large. The President-Elect shall be elected annually in the manner and form as provided in ARTICLE V of these By-Laws and shall take office immediately upon adjournment of the annual meeting next after the election. The President-Elect shall automatically become President at the conclusion of his/her term as President-Elect, and shall take office immediately upon adjournment of the annual meeting held at the close of the term as President-Elect. The Board of Directors will appoint the Pacific Vice-President for a one-year term. Thereafter, the Pacific Vice-President shall be elected for a two-year term and that term shall coincide with the term of office for the Mid-Atlantic, Northeast and Western Regions. The other four regions (Southeast, South Central, North Central and Florida) will elect their Vice-Presidents on

alternating years. The Treasurer and the Secretary shall be elected biennially but on alternate years in the manner and form provided in ARTICLE V of these By-Laws. Each such officer shall take office immediately upon adjournment of the annual meeting next after the election.

Section 3

Each of the Regional Vice-Presidents shall be a member in good standing of a chapter within the geographical region which he/she represents. The regions are described as follows:

Northeast Vice-President	the states of Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont.
Mid-Atlantic Vice-President	the states of Delaware, Kentucky, Maryland, Pennsylvania, Virginia, West Virginia, and the District of Columbia.
Southeast Vice-President	the states of Alabama, Georgia, North Carolina, South Carolina, and Tennessee.
Florida Vice-President	the state of Florida.
North Central Vice-President	the states of Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.
South Central Vice-President	the states of Arkansas, Kansas, Louisiana, Mississippi, Missouri, Oklahoma, and Texas.
Western Vice-President	the states of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah, and Wyoming.

Pacific Vice-President

the states of Alaska, California,
Hawaii, Oregon, and Washington.

Section 4

Election to each of the above offices shall be deemed election as a member of the Board of Directors for a term coincidental with the term of the office.

Section 5

The three Members-at-Large will vacate their offices after the adjournment of the Annual Board of Directors meeting in 2008 and the office of Member-at-Large shall be abolished. The Immediate Past President shall continue to serve as a member of the Board of Directors for one year following the term as President, and shall serve as Chairman of the Trustees of the Former Agents of the FBI Foundation.

Section 6

A candidate for nomination or election to any of the above offices in the Society shall have been a member for a period of at least three years and shall have been a member in good standing at the times of nomination and election.

Section 7

The President shall preside at all meetings of the Society and perform the other duties usually pertaining to the office, and in his/her absence or inability to act, or at his/her request, the President-Elect shall preside and perform such duties.

Section 8

Each Regional Vice-President shall preside at all regional meetings held within the respective region, and each shall perform such other duties as usually belong to the office and as may be prescribed by the Board of Directors.

Section 9

It shall be the duty of the Secretary to attend meetings, keep minutes, receive and carry on correspondence, keep and preserve records and documents pertaining to the Society, give due notice of meetings of the Society and of such committees as may be appointed by the Board of Directors, and do the other things which are usually associated with the office of Secretary and perform such other duties as may be assigned by the Board of Directors.

Section 10

It shall be the duty of the Treasurer:

- a) To arrange for and supervise the receipt and deposits of all monies, funds and credits of the Society in banking institutions authorized by the Board of Directors.
- b) To cause to be kept and maintained adequate and correct books and records of the properties and business transactions of the Society including assets, liabilities, income and expense, and to make such records open to inspection by officers and members of the Society.
- c) To arrange for and supervise the drawing and delivery of checks covering all disbursements on behalf of the Society, with all checks to be signed by the Treasurer, or any other officers, or persons as designated by the Board of Directors.
- d) To make certain that appropriate vouchers and invoices are obtained and kept for all disbursements of Society funds.
- e) To present at meetings of the Board of Directors current reports of the financial operations of the Society, and to prepare an annual report for distribution to the membership. To present, at the annual meeting of the Society a detailed report of the year's financial operations. To prepare tax returns and other returns required by federal, state or city governments.
- f) To provide a suitable bond, approved by the Board of Directors, payment for such bond to be at Society expense.
- g) To perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

Section 11

Should the President resign or the office otherwise become vacant during the term, the President-Elect shall immediately succeed to that office and the Board of Directors, shall appoint one of its members as acting President-Elect only for the remainder of the year of such appointment and until such office of President-Elect is filled at the next election of Officers. Should a regional Vice-President resign or the office otherwise become vacant during the term, the Board of Directors shall appoint a successor who shall be a resident of the same geographical region in which the vacancy occurred. Should the Secretary, the Treasurer or any other officer of the Society resign or the office should otherwise become vacant, the Board of Directors shall appoint a successor for the unexpired term. If during the period between the election and installation at the next annual Convention, any national officer just elected should resign, die, or otherwise be unable to serve, the successor shall be the candidate for that office who received the next highest number of votes for that position in the election.

ARTICLE IV

Board of Directors

Section 1

The Board of Directors shall be composed of the President, the Immediate Past President, the President-Elect, the Regional Vice-Presidents, the Secretary, and the Treasurer.

Section 2

The Board of Directors shall have all the powers and perform all the duties necessary and appropriate to such a board in the general management of the affairs and interests of the Society. It shall direct the manner and purposes for which all funds of the Society shall be disbursed and approve all expenditures and disbursements, but it shall not have power to make the Society liable for any debt in excess of the amount of money in the treasury at any one time not subject to liabilities already existent. It may delegate authority to any officer or committee of the Society, prescribe additional duties for officers and employees of the Society and may authorize any officer, employee or other committee to contract for the Society provided such contract is approved by a majority of the Board of Directors. The Board of Directors shall perform all other duties required of it under these By-Laws; and, as it may deem advisable, it shall have power to make such rules and regulations, prescribe procedures and take action in the best interests of the Society not inconsistent with such By-Laws.

Section 3

The President of the Society shall be the Chairman of the Board of Directors, and the Secretary of the Society shall be the Secretary of the Board of Directors.

Section 4

The Board of Directors shall keep minutes of its meetings, supervise the activities of the Chapters, direct and supervise publications of the Society and otherwise direct and manage the affairs of the Society to further its purposes and best interests.

Section 5

Regular meetings of the Board of Directors shall be held three times each year, at such places and on such dates as are fixed by the President. Two such meetings shall be held at the time and place of the annual National Convention of the Society. Special meetings may be called by the President, or at the request of eight members of the Board of Directors. Notice of meetings shall specify the time and place and contain an agenda of the business of the meeting, to the extent practicable. Notice of a special meeting shall state the purpose for which it is called. Committee Chairmen shall not be required to attend meetings of the Board of Directors unless their presence is deemed necessary by the President.

Section 6

Eight (8) members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Executive Committee

Section 7

(a) How Constituted. The Executive Committee shall consist of: (1) the President; (2) President-Elect; (3) Secretary; (4) Treasurer; and (5) Immediate Past President. The terms of the members of the Executive Committee shall coincide with that of the President.

In the absence of the President and President-Elect, the Immediate Past President shall serve as Chairman of the Executive Committee.

(b) Powers; Minutes. The Executive Committee shall have such powers as may be delegated to it by the Board of Directors, and in addition shall have such powers as may be delegated to it in these By-Laws. Its minutes shall be kept in the same book with the minutes of the Board of Directors.

ARTICLE V

Nominations and Elections

Section 1

Nominations of candidates for election to the offices of the Society shall be made by the Nominating Committee. Such committee shall nominate not less than two, nor more than three, qualified candidates for each office to be filled and shall submit the names of such candidates to the Secretary of the Society ten days before the second regular meeting of the Board of Directors. The proposed slate of candidates shall be approved by a majority of the Board of Directors present prior to the placing of such candidates on the official ballot and the Chairman of the Nominating Committee shall be notified of the results of the Board of Directors action.

Section 2

Election of officers by vote of the members shall be by secret ballot. The Secretary shall cause the official ballot to be provided to all members at least 45 days prior to the date set each year for the annual meeting. Nomination of a candidate by the Nominating Committee shall not be a prerequisite to valid election, and any member may provide his/her vote for any qualified candidate of his/her own choice for any office. The date for the return of ballots and the manner and means of voting, tabulating the votes and recording the votes shall be fixed and determined by the Board of Directors.

Section 3

The manner and means of the custodial care of the ballots until tabulation and recording shall be determined by the Board of Directors. Qualified candidates receiving the highest number of votes for each such office on the ballot shall be declared elected. In the case of the Regional Vice-

Presidents, only ballots from the affected individual regions in which members reside or have chapter membership shall be tallied to determine the successful candidate from that region. In the event of a tie vote, the election for such office shall be presented to the incumbent Board of Directors for its determination. The Secretary shall certify the results of the election to the President and notice of the election results shall be sent to all candidates promptly and to the membership prior to the annual meeting.

Section 4

No candidate shall campaign for any office in the Society, and no member or Chapter of the Society, directly or indirectly, shall electioneer or conduct any campaign for the election of any candidate or member to an office in the Society.

ARTICLE VI

Committees

Section 1

With the exception of the Board of Directors' Membership Committee and Nominating Committee, the President shall have the power to appoint committees from the membership for the more efficient conduct of business of the Society. Appointment to such committees shall be for a period to coincide with the President's term of office. All committees shall keep minutes of their meetings and furnish copies to the National Office of the Society.

Section 2

The Board of Directors, at its mid-year meeting each year, shall appoint a Nominating Committee for the following fiscal year to serve until its successors shall be appointed. The Nominating Committee shall be composed of no more than twelve members, four from the membership at large, and one from each of the geographical regions designated in ARTICLE III, Section 3 of these By-Laws. The Past President, one year removed from that office, shall be a member-at-large of the Nominating Committee and designated as the Chairman of the committee. It shall be the duty of such Committee to nominate the candidates for office in the manner as provided in ARTICLE V. Each Regional member of the Nominating Committee shall be a member in good standing of a chapter within the geographical region which he/she represents. After consulting with the Chapter Chairmen and other members of the region, the regional member shall recommend, from members in good standing of chapters in his/her region, the candidates for Regional Vice-President in his/her respective region and shall also suggest candidates for all other offices. It is the responsibility of all members of the Nominating Committee to actively solicit potential candidates for all offices to be filled. Upon receipt by the Chairman of the Nominating Committee of approval by the Board of Directors of the slate of candidates, the Chairman shall procure from each candidate and furnish to the Society National Office the appropriate biographical data for publication and advise each candidate of the provisions of these By-Laws concerning electioneering and campaigning.

Section 3

Each year, at its first regular or special meeting, the Board of Directors shall appoint a Membership Committee composed of a minimum of five members to serve until their successors are appointed. One of the members of the Committee shall be appointed as Chairman by the President. It shall be the duty of such committee to receive and investigate applications for membership, cause the names of applicants to be furnished to the membership for comment, communicate with the Chapter Chairmen or others when deemed necessary, and certify or report the actions and the recommendations of the committee to the Board of Directors, as provided in ARTICLE II.

Section 4

No person shall serve as a member of the Membership Committee for more than a total period of five years, and the same limit shall apply to the Nominating Committee.

ARTICLE VII

Conventions, Membership and Regional Meetings

Section 1

The annual meeting of the Society shall be held in conjunction with the annual convention at a place and date selected by the Board of Directors. Where practicable, the convention and annual meeting shall be held each year during the months of October or November.

Section 2

Each member of the Board of Directors shall be a delegate to the annual convention, and each Chapter of the Society shall be entitled to send two delegates to the convention. Delegates from the Chapter shall be appointed by the Chapter Chairman as provided in these By-Laws and such delegates shall be members in good standing on the records of the Chapter and the Society.

Section 3

A special meeting of the Society may be called at any time by the President. On the written application of fifty members, setting forth the reason or purpose of a proposed meeting, the President shall call a special meeting of the Society. Thirty days' written notice of any special meeting and its purpose shall be sent to all members.

Section 4

Fifty members shall constitute a quorum at any meeting of the Society.

Section 5

Only members of the Society shall be permitted to attend meetings of the Society or any Chapter, provided, however, that the President or Chapter Chairman may permit attendance by non-members.

Section 6

Resolutions proposed to be presented to the general membership at the convention or at any meeting of the Society shall first be submitted in writing to the Board of Directors for its consideration at its last meeting or special meeting as provided in ARTICLE IV, Section 5, thirty days preceding the annual convention or such meeting.

Section 7

Regional meetings of the Chairmen of all Chapters in each of the geographical regions designated in ARTICLE III shall be held as soon as practicable after the adjournment of the annual meeting at which the President takes office. The date and place of each such meeting shall be fixed by the respective Regional Vice-President for that region at least two years in advance.

Section 8

Roberts' Rule of Order (Revised) shall be the parliamentary authority for the conduct of meetings of the Society and of the chapters.

ARTICLE VIII

Fiscal Year, Dues and Assessments

Section 1

The fiscal year of the Society shall extend from October 1 through September 30.

Section 2

The annual dues shall be determined by the Board of Directors and shall be payable to the Treasurer on or before October 1 of each year. This sum will include *the Grapevine* and the Membership Directory. Payment of dues for the current year shall become delinquent as of December 31 of such year; payment thereafter may be subject to a penalty, the amount of which shall be determined by the Board of Directors at its annual meeting. Any such payment assessed shall become a part of the delinquent dues.

Section 3

The membership application fee shall be determined by the Board at its annual meeting and such amount shall accompany the application.

Section 4

With the application and the application fee, an applicant for membership shall tender one year's dues. If application is made after April 1st, amount payable with application will be one-half of the annual dues plus the application fee.

Section 5

Assessments other than dues shall be proposed only by the Board of Directors, and shall be binding and collectible only after the affirmative vote of the majority of the general membership, taken by mail ballot, returned and tabulated on the 45th day following the initial mailing of the ballot.

ARTICLE IX

Chapters

Section 1

Upon written petition signed by 10 members in good standing, the Board of Directors or the Executive Committee may authorize the formation of a Chapter. Petitioners shall reside, be employed or have a business office within the area for which the Chapter is proposed. Each Chapter shall be named in a manner to indicate only its geographic location.

Section 2

Upon issuance of a Chapter Charter by the Board of Directors, the petitioners shall issue an invitation to all known Society members in the Chapter area to attend an organizational meeting. A majority of the petitioners shall constitute a quorum.

Section 3

The Chapter shall be subject to these By-Laws and to rules and regulations prescribed by the Board of Directors for the conduct of the Society and its Chapters.

Section 4

Membership in the Chapter shall be open to any Society member in good standing. By a majority vote of the members present at a regularly called meeting, a Chapter may recommend to the President of the Society the suspension of a member from good standing in the Chapter. The President of the Society shall have authority immediately to suspend such member from good standing in the Chapter until the next meeting of the Board of Directors where appropriate action on such membership in the Society shall be considered.

Section 5

Chapter meetings shall be held at least 4 times a year. The annual meeting of the Chapter shall be held no later than 30 days prior to the annual meeting and convention of the Society.

Section 6

The Chairman of the Chapter shall designate the time, place and agenda for all meetings.

Section 7

Notice of meetings shall be given to the members, personally or by mail, at least 5 days before the date of the meeting. The notice shall set forth the time and place of the meeting and such other information as might be of interest.

Section 8

A special meeting may be called by the Chapter Chairman. On the written application of 5 percent of the Chapter members, but not less than 3 percent of the Chapter members, setting forth the purposes and reasons therefor, the Chairman must call a special meeting. Notice of a special meeting shall be sent to all Chapter members at least 5 days before the date of the meeting and shall indicate the purpose for which it is called.

Section 9

Ten percent of the Chapter members shall constitute a quorum for the transaction of business at any regular or special meeting, provided that the minimum quorum shall be three.

Section 10

The officers of a Chapter shall be a Chairman, a Vice-Chairman, or Chairman-Elect, Secretary and Treasurer, each to be elected at the Chapter annual meeting or by mail ballot as determined and prescribed by the Chapter members.

Section 11

Chapter officers shall serve for one year commencing on October 1.

Section 12

The resignation of a Chapter officer shall be tendered in writing to the Board of Directors of the Society. Any officer may be removed from office for cause by the Board of Directors. If a vacancy occurs in the office of the Chapter Chairman, it shall be filled by the Vice-Chairman or Chairman-Elect. If a vacancy occurs in any other office, it shall be filled by appointment by the Chairman.

Section 13

It shall be the duty of the Chapter Chairman to perform the duties of the chief executive officer, preside at the Chapter meetings and maintain close liaison with the Society.

Section 14

It shall be the duty of the Chapter Vice-Chairman, or Chairman-Elect, in the absence of the Chapter Chairman, to perform the duties of the Chapter Chairman.

Section 15

It shall be the duty of the Chapter Secretary:

- a) To attend meetings of the Chapter and to make regular entries in a book of minutes, to be kept for that purpose, of all proceedings of such meetings and to send one copy of all meetings minutes to the National Office of the Society, and one copy to the appropriate Regional Vice-President.
- b) Maintain a current roster of the names, addresses and telephone numbers of the Chapter members.
- c) To hold safely as custodian for the Chapter, all books and records which are required to keep or which come into the possession, custody or control by virtue of the office and upon completion of the term of office to turn over to the successor all such books and records.
- d) To give due notice of Chapter meetings to all Chapter members.
- e) To solicit promptly for membership in the Chapter all newly elected members of the Society in the Chapter area upon receiving notification of such membership.
- f) To promptly notify Chapter officers of their election.
- g) To appropriately notify all members of the amounts and due date of Chapter dues and assessments.
- h) To perform such other duties as the office may require.

Section 16

It shall be the duty of the Chapter Treasurer:

- a) To receive and to deposit in an account in the name of the Chapter in a banking institution, all the monies, securities funds and monetary credits of or on behalf of the Chapter.
- b) To take, receive, hold and safely keep, as custodian for the Chapter, all property and

other physical assets which may come into the ownership, possession or control of the Chapter.

c) To keep regular accounts of all receipts and disbursements in suitable books provided for that purpose and to make such books and records available at all reasonable times for inspection by all officers and Chapter members in good standing and by authorized representatives of the Board of Directors.

d) To obtain, keep and produce, if called upon to do so by any Chapter member in good standing, vouchers covering all disbursements wherever it is possible and practicable to obtain them.

e) To prepare and to submit at the Chapter Annual Meeting an Annual Report of all receipts and disbursements and balances.

f) To draw, sign and deliver checks for every expenditure of the Chapter which shall be authorized by the Chapter Chairman.

Section 17

Subject to such additional conditions as may be determined by the Chapter, any member of the Chapter who is a member in good standing with the Society shall be eligible for election to any Chapter office.

Section 18

The Nominating Committee of a Chapter shall consist of 3 members, none of which shall be a Chapter or National Officer, or a member of the Board of Directors. The Committee shall serve for one year or until their successors are appointed and assume office.

Section 19

The members of the Chapter Nominating Committee shall be appointed by the Chapter Chairman, at least 3 months before the annual meeting of the Chapter.

Section 20

It shall be the duty of the Chapter Nominating Committee:

a) To elect a Chairman and otherwise provide for its operation.

b) To nominate, from the Chapter members in good standing, candidates for election to the office of Chairman, Vice-Chairman or Chairman-Elect, Secretary and Treasurer.

c) To submit in writing the names of its nominees to the Secretary of the Chapter not less than 15 days prior to the annual meeting of the Chapter.

Section 21

The election of Chapter officers shall be held at the Annual Meeting of the Chapter or by mail ballot, as determined and prescribed by the Chapter members.

Section 22

If such election is held at the Annual Chapter meeting, nominations of members for the elective offices may be made from the floor by any Chapter member; and, in the event nominations are made from the floor for any of the elective offices of the Chapter, the election in respect to such office shall be conducted by written ballot. The presiding officer shall appoint one or more inspectors, none of whom shall be an officer or a nominee, to receive and count the ballots and make a report to the presiding officer of the number of votes cast for each nominee. The nominee for each office receiving the highest number of votes for that respective office shall be declared elected by the presiding officer.

Section 23

If such election is held by mail ballot, such ballot shall be prepared, mailed, returned, tabulated and votes recorded at the times and in the manner prescribed by Chapter action or in the By-Laws of the Chapter. Any such procedure shall provide that a Chapter member may write in a vote for any qualified Chapter member for any office.

Section 24

At, or prior to, the Annual Meeting of the Chapter, the incumbent Chapter Chairman shall appoint two delegates to the convention of the Society. The newly elected Chapter Chairman shall be appointed as one such delegate if attending the convention.

Section 25

Before the Annual Meeting of the Society, the Chapter Secretary will advise the Society Secretary of the results of the annual election, giving the name and address of each of the newly elected Chapter officers and furnishing the names of the Chapter convention delegates.

Section 26

Each Chapter Chairman will designate such committees as are deemed necessary for the proper conduct of the local Chapter. The Chapter Chairman shall designate an Executive Services Representative, a Foundation Representative, a Family Assistance Representative and a Chapter Historian to serve during his/her term of office.

Section 27

By a majority of its members voting, a Chapter may prepare, adopt or amend Chapter By-Laws in conformity with these By-Laws, and any applicable rules or regulations made by the Board of Directors. A copy of such By-Laws shall be filed with the Secretary of the Society.

Section 28

The Board of Directors may amend, cancel, suspend, or revoke the Charter of a Chapter for any good cause. Such action of the Board of Directors shall be final and conclusive. Upon cancellation, suspension or revocation of the Charter of any Chapter, the Board of Directors shall have the right and power through its designated agents to take possession, custody and control of all the records, property and assets of said Chapter and to make such disposition of them as the Board of Directors shall deem advisable.

ARTICLE X

Publications

Section 1

The Society shall officially publish two publications: *The Grapevine* and the Membership Directory.

Section 2

The content, policies, distribution and use of *the Grapevine* and Membership Directory shall be governed by the Board of Directors.

Section 3

The Membership Directory shall be published by the annual mid-year meeting of the Board of Directors.

Section 4

It is the stated policy of the Society that the Membership Directory shall be used by members of the Society for personal reasons only. The Directory shall not be used by Society members for mass mailings of a commercial nature and shall not be used by non-members for any reason. Any violation of this policy will result in action by the Board of Directors of the Society.

ARTICLE XI

Amendments

Section 1

An amendment or amendments to these By-Laws may be proposed for submission to the general membership only by:

- a) An affirmative vote of nine of the members of the Board of Directors; or
- b) A petition in writing, signed by five hundred (500) members in good standing and filed with the Secretary; or
- c) A petition in writing
 - (1) first executed by fifteen Chapter delegates at the Annual Meeting of the Society proposing such amendment or amendments;
 - (2) approved by a two-thirds affirmative vote of all Chapter delegates present as such Annual Meeting and authorizing its submission to the general membership and
 - (3) filed with the Secretary of the Society.

Section 2

These By-Laws may be amended by two-thirds of the votes validly cast for each proposed amendment by members in good standing. For this purpose a printed, secret ballot shall be mailed to all members by the Secretary of the Society within a reasonable time after the receipt by the Secretary of the Society of the amendment proposed in accordance with these By-Laws. Such ballot should be prepared and mailed to the membership for vote together with the regular election ballot. The ballots shall be returned and received by the Secretary of the Society within 45 days from the date of mailing the ballots, and shall be tabulated and recorded in the manner fixed and determined by the Board of Directors of the Society.