

**BYLAWS OF THE  
SOCIETY FOR ECOLOGICAL RESTORATION – ROCKY MOUNTAIN CHAPTER**

**November 2018**

**ARTICLE I. NAME, GEOGRAPHICAL LIMITS AND AFFILIATION**

Section 1. NAME – The name of this organization shall be the Society for Ecological Restoration Rocky Mountains, hereinafter referred to as the Chapter and abbreviated SER-RM.

Section 2. GEOGRAPHICAL LIMITS - The geographical limits of the Chapter shall be Colorado and Wyoming.

Section 3. AFFILIATION - The Chapter shall comply with the Bylaws of the Society for Ecological Restoration, Inc., hereafter referred to as the Society.

**ARTICLE II. DEFINITION OF ECOLOGICAL RESTORATION**

Ecological Restoration is the process of *assisting the recovery of an ecosystem that has been degraded, damaged or destroyed.*

**ARTICLE III. MISSION STATEMENT AND OBJECTIVES**

Section 1. MISSION STATEMENT - The mission of the Chapter shall be to foster ecological restoration awareness, understanding, and activities among a broad spectrum of participants.

Section 2. OBJECTIVES - Objectives of the Chapter shall be as follows:

- a. To promote the exchange of information related to ecological restoration.
- b. To develop ecological restoration as a science, art and conservation strategy.
- c. To educate the general public, public agencies, private groups and institutions on ecological restoration.
- d. To advise and consult with public agencies, non-profits and the general public regarding improvement of standards and criteria for ecological restoration.

**ARTICLE IV. CHAPTER MEMBERSHIP**

Section 1. QUALIFICATIONS – A Chapter Member is any person, group, business, or organization who/which is a member in good standing of the parent organization (SER) and is current on their Chapter Membership (SER-RM) dues.

Only Chapter Members may be elected to hold office in the Chapter and may vote in the election of officers and may vote for such business as may be referred to the membership.

Section 2. DUES - Membership dues shall be payable annually within 30 days of the notice of payment due. Membership dues for individuals, organizations, and students, both SER and SER-RM, will be set by the SER. In the absence of a dues structure directive from SER, Chapter dues shall be established by the Chapter board of directors in accordance with SER policy and guidelines. Dues for the Chapter shall be billed with and payable to the Society for Ecological Restoration, for distribution to the Chapter.

Section 3. CONTINUATION AND/OR TERMINATION OF MEMBERSHIP – Each qualified applicant for Chapter Membership shall, subject to termination provisions set forth in the Bylaws of the Society, continue as a Chapter Member so long as the applicable dues are paid as described in Section 2 of Article IV.

## **ARTICLE V. STUDENT ASSOCIATIONS**

Section 1. STUDENT ASSOCIATIONS – Any student group located at an academic institution within the Chapter boundaries that has fulfilled the requirements to become an official Student Association according to processes established by SER shall be recognized by the Chapter. Student Associations that are current on member dues and in good standing with SER are eligible to have an ex officio representative serve on the Chapter Board of Directors as defined in Article VI Section 2c. Individual students must still pay Chapter dues in order to receive Chapter benefits and become Chapter members.

## **ARTICLE VI. CHAPTER OFFICERS AND BOARD OF DIRECTORS**

Section 1. POWER AND AUTHORITY OF THE CHAPTER BOARD OF DIRECTORS - The Board of Directors shall control the business and affairs of the Chapter.

Section 2. MEMBERS OF THE CHAPTER BOARD OF DIRECTORS - The Board of Directors of the Chapter shall consist of members, defined as follows:

- a. Chapter Officers: The Chapter President, the Past President (for two years following Presidency), the Vice President/President-Elect, Secretary and Treasurer.
- b. Chairperson of each of the four Standing Committees (Article VII).
- c. One ex officio representative from each SER Student Association(s) recognized by the Chapter as defined in Article V.

Section 3. OFFICERS AND DUTIES - Officers of the Chapter shall consist of a President, a Vice President/President-elect, a Secretary, a Treasurer, and a Past-President. Their duties are:

- a. The President should provide overall leadership and direction of the Chapter and preside as chair at all meetings of the Board of Directors.
- b. The Vice President/President-elect shall assume the duties of the President in the absence or upon the inability of the President to serve and shall perform any duties assigned by the President. At the end of the President's term, the President-elect shall assume to position of President.
- c. The Secretary shall be responsible for recording the minutes of all meetings and the issuance of meeting minutes and of the maintenance of the membership records.

d. The Treasurer shall be responsible for the receipt and disbursement of funds of the Chapter and shall submit financial reports to the Board of Directors at all Chapter meetings and an annual financial report at the end of the fiscal year.

e. The Past-president shall serve in an advisory position to Board of Directors and shall be a voting member of the Board of Directors.

#### Section 4. TERMS OF OFFICE

a. The President, Vice President/President-elect and Past-president shall serve two-year terms, taking office upon their election at the next Chapter Business Meeting during even years and terminating their office upon election of their successors.

b. The Secretary, Treasurer and Standing Committee Chairs shall also serve two-year terms, taking office upon election at Chapter Business Meetings during odd years and terminating two years later, or upon election of successors.

c. Student Association ex officio representatives are designated by each student Association. Student Associations are encouraged to send substitute representatives to Board Meetings when elected representatives are unable to attend.

Section 5. VACANCIES - If the office of the President is vacated for any reason, the Vice President/President-elect shall assume the duties of the President for the balance of the unexpired term of the President. All other vacancies of any unexpired term of an elective office shall be filled through a special election.

Section 6. RESIGNATION OF OFFICERS AND BOARD MEMBERS - Any officer or Board member may resign at any time by giving written notice to the Board of Directors, the President, or the Vice President. Any such resignation shall be effective immediately upon receipt of such notice, unless otherwise specified in the notice.

### **ARTICLE VII. STANDING AND OTHER COMMITTEES**

Section 1. GENERAL - Standing Committees may be established or combined by revision of the Chapter Bylaws. The purpose and powers of any such committee shall be provided in any such resolution. The Chairperson of each committee shall be elected by the membership through processes set out in Article VIII and serve a term of 2 years. No person shall serve as chair of more than one Standing Committee concurrently. To the greatest extent possible, Chapter Officers should not serve as Standing Committee Chairs.

Section 2. DUTIES - The duties of the established Standing Committees are:

a. The Communications Committee shall maintain the SER-RM web site and other electronic media, and shall produce and distribute notices of Chapter events, and other printed and electronic materials that further the Chapter objectives and activities.

b. The Outreach Committee shall organize public lectures, workshops, and festivals and shall work with the Treasurer to solicit external support for such activities.

c. The Membership Committee shall work to encourage and maintain the maximum number of persons

residing or working within the Chapter's geographical limits to become Chapter Members.

d. The Scientific Meeting Committee shall organize a periodic regional scientific meeting. The Scientific Meeting Committee will organize and appoint subcommittees as needed that will report to the Scientific Meeting Committee.

Each committee is directed by a committee Chair. The duties of the committee chairperson are to provide overall leadership and direction for the committee and preside as chair at all committee meetings. The Chairperson also serves on the Chapter Board of Directors and provides regular reports on committee business to the board.

Section 3. OTHER COMMITTEES - Other Committees may be appointed at any time by the President or the Board of Directors or may be created by any group of Members. Such Committees shall present progress or final reports to the President and/or the Board of Directors, and, if requested by the Board of Directors, to the Membership at large.

- a. An Elections Committee shall be formed when needed and administer the selection by vote of a person among nominated candidates for all elective positions, namely: President, Vice President, Secretary and Treasurer, and each of the Standing Committee chairs. The Elections Committee shall send ballots to all current Chapter Members at least ten days before the close of any election and tabulate the returned ballots to report the outcome of the election at next Chapter Business Meeting.

## **ARTICLE VIII. ELECTIONS AND VOTING**

Section 1. ELECTIONS – For all elections requiring a full vote of the Chapter membership, the Elections Committee (See Article VII Section 3a) shall present at least one month prior to the next Chapter Business Meeting a slate of candidates selected under the following criteria:

- a. All nominees must be Chapter Members;
- b. Prior approval shall be obtained from each candidate;
- c. The candidates for each office should, to the greatest extent possible, be from different locations within the geographic limits of the chapter, work for different organization types, and have expertise in various ecological restoration disciplines;
- d. Additional nominees may be added to the Elections Committee's slate of candidates;
- e. The slate of candidates and any other item of business requiring a membership vote shall be submitted to the Membership as an electronic ballot, emailed at least ten days prior to the next Chapter Business Meeting.

Section 2. BALLOTING - Electronic ballots shall be received from the Chapter Members and shall be counted by the Elections Committee. The chair of the Elections Committee shall announce the results of the election and voting at the Chapter Business Meeting. The following election and voting rules apply:

- a. Chapter Members in arrears shall forfeit their rights to vote;

- b. Completed electronic ballots must be submitted to the Elections Committee before the scheduled time for counting the ballots;
- c. The candidate receiving the largest number of votes on the electronic ballot shall be declared elected.
- d. Other items of business requiring a Membership vote must be approved by a majority of the submitted ballots.
- e. Each Member shall be entitled to one vote upon each matter submitted to a vote by electronic ballot.
- f. If there is only one nominee for any elected position, the Board of Directors has the power to forgo a vote by the membership and appoint the single nominee to the elected position. Alternatively, the board can declare a failed election and initiate a new nomination process overseen by the elections committee.

## **ARTICLE IX. MEETINGS**

Section 1. CHAPTER BUSINESS MEETINGS - Chapter Business Meetings shall be held at least four times per year for the purpose of installing Officers and Board members, receiving reports from the Standing and Special Committees, receiving financial reports, sharing information and plans, and discussing other items of business that are listed on the agenda. The following items apply for Chapter Business Meetings:

- a. A quorum shall be the Chapter and Board Members in attendance at the Business Meeting. The affirmative vote of a majority of Members present at the meeting shall be necessary for adoption of any matter voted on, unless a greater proportion is required elsewhere in these Bylaws.
- b. Members should be notified of Business Meetings at least seven days before the scheduled date of the Meeting. Notice of meetings shall include a written draft agenda prepared by the Chapter President, or their designee.
- c. Items to be considered for the agenda of the Business Meeting must be submitted to the President at least ten days prior to the date of the Meeting.
- d. The President, and in his/her absence, the Vice President and in their absence, any person chosen by the Board of Directors present, shall call the Business Meeting to order and shall act as chairperson of the meeting. The Secretary shall act as secretary at the business meeting, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.
- e. A person need not be a Chapter Member in order to attend Business Meetings.
- f. The order of business and parliamentary procedures at Business Meetings shall follow Robert's Rules of Order, the latest revision.

Section 2. CHAPTER BOARD OF DIRECTORS MEETING – The Board of Directors shall meet as needed to address Chapter Business where Chapter Member attendance is not warranted. The following items apply to any Chapter Board of Directors Meeting:

- a. Meetings shall be held at such place as the Board of Directors shall designate.
- b. Board of Directors Meeting may be called at any time by the President.
- c. Notice of each Board of Directors Meeting shall be given by notice to each Board Member not less than seven days before the date of the meeting. Notice of meetings shall include a written draft agenda prepared by the President, or their designee.
- d. A quorum for transacting business shall be a majority of the Board Members then in office, but a majority of the Board Members present (though less than such quorum) may adjourn (reschedule) the meeting without further notice.
- e. Order of business and parliamentary procedures at Board of Directors Meetings shall follow Robert's Rules of Order, latest revision.
- f. Any action permitted or required to be taken by the Board of Directors may be taken without a meeting, if more than half of the Members of the Board consent to such action. Such action by consent shall have the same force and effect as an equivalent vote of the Board Members and shall be filed with the minutes of the next Board of Directors Meeting.
- g. Members of the Chapter may attend Board of Directors Meetings but may not vote on motions made by the Board.

Section 3. OTHER MEETINGS - Other meetings may be Subregional ones, should the Board of Directors determine that the geographical limits of the Chapter be divided into Subregions, or they may be field trips and courses on various aspects of ecological restoration. A person need not be a Chapter Member or Subscriber in order to attend these meetings.

## **ARTICLE X. FISCAL YEAR**

The fiscal year of the Chapter shall be the calendar year.

## **ARTICLE XI. FINANCE AND MANAGEMENT**

Section 1. EXECUTION OR ENDORSEMENT OF CHECKS - All checks, drafts, or other orders for payment of money and notes or other evidences of indebtedness issued in the name of or payable to the Chapter shall be signed or endorsed by such person or persons, and in such a manner, as the Board of Directors shall determine by resolution.

Section 2. EXECUTION OF CONTRACTS - The Board of Directors may authorize one or more Officers or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specified instances. No Officer, agent or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

Section 3. DEPOSITS - All funds of the Chapter shall be deposited upon receipt to the credit of the Chapter in such banks or other depositories as may be selected by the Board of Directors by resolution.

## **ARTICLE XII. IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

Section 1. LIMITATIONS ON ACTIVITIES - No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT - No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. DISTRIBUTION OF ASSETS - Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c) 3 of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Section 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS - In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE XIII. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

Section 1. PURPOSE OF CONFLICT OF INTEREST POLICY - The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Section 2. DEFINITIONS

a. **INTERESTED PERSON** - Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. **FINANCIAL INTEREST** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.



If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS - The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. COMPENSATION APPROVAL POLICIES - A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS

Regulations):

1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
4. Has no material financial interest affected by the compensation arrangement; and
5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. The availability of similar services in the geographic area of this organization;
3. Current compensation surveys compiled by independent firms;
4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. The terms of the compensation arrangement and the date it was approved;
2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. The comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement

with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. ANNUAL STATEMENTS - Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. PERIODIC REVIEWS - To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. USE OF OUTSIDE EXPERTS - When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 9. Upon receiving federal tax exempt status from the IRS, the Chapter Treasurer has the option to authorize use of chapter funds as they are available to pay for a professional accountant to complete

our tax return paperwork if he/she so chooses.

#### **ARTICLE XIV. AMENDMENTS**

Section 1. Bylaws may be amended:

a. By Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Membership by affirmative vote of not less than a majority of the members present or represented by proxy at any business or special meeting of the members at which a quorum is in attendance.

b. By Directors. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance. However, no Bylaw adopted by the membership shall be amended or repealed by the Board if the Bylaw adopted by the membership so provides.

Section 2. Implied Amendments. Any action taken or authorized in good faith by the membership or by the Board, which would be inconsistent with the Bylaws then in effect, but taken or authorized by the members or the board as prescribed in Article XIII Section I, shall be given the same effect as though the Bylaws had been temporarily amended or suspended as far, but only as far, as is necessary to permit the specific action so taken or authorized.