# INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION
## BYLAWS

### TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>ARTICLE</th>
<th>PAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>I. General Provisions</td>
<td>3</td>
</tr>
<tr>
<td>II. Membership</td>
<td>4</td>
</tr>
<tr>
<td>III. Meetings</td>
<td>6</td>
</tr>
<tr>
<td>IV. Chapters</td>
<td>7</td>
</tr>
<tr>
<td>V. Directors</td>
<td>8</td>
</tr>
<tr>
<td>VI. Officers</td>
<td>10</td>
</tr>
<tr>
<td>VII. Election and Removal of Officers and Directors</td>
<td>13</td>
</tr>
<tr>
<td>VIII. Meetings of Chapter Presidents</td>
<td>15</td>
</tr>
<tr>
<td>IX. Standing Committees</td>
<td>17</td>
</tr>
<tr>
<td>X. Amendments to the Bylaws</td>
<td>20</td>
</tr>
<tr>
<td>XI. Finances</td>
<td>21</td>
</tr>
<tr>
<td>XII. Other Provisions</td>
<td>23</td>
</tr>
</tbody>
</table>
ARTICLE I. GENERAL PROVISIONS

Section 1.01: Name

The name of this organization shall be Information Systems Audit and Control Association, Inc., and hereinafter referred to as the "Association".

Section 1.02: Principal Office

The principal office of the Association shall be fixed and located at such place as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 1.03: Purposes and Objectives

The primary purpose of the Association is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of and/or management consulting in the field of Information Systems audit and control, pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and in accordance with California law.

More specifically, the objectives of the Association are:

a. to promote the education of and help expand the knowledge and skills of its members in the interrelated fields of Auditing and Information Systems audit and control;

b. to encourage a free exchange of Information Systems audit and control techniques, approaches, and problem solving by its members;

c. to promote adequate communication to keep members abreast of current events in Information Systems audit and control that can be beneficial to them and their employers; and

d. to communicate to management, auditors, and to Information Systems professionals the importance of establishing controls necessary to ensure the effective organization and utilization of information systems resources.
ARTICLE II. MEMBERSHIP

Section 2.01: Eligibility

Any person interested in the purposes and objectives of the Association as stated in Section 1.03 of these Bylaws (the “Bylaws”) may become a member of the Association, subject to provisions of the Articles of Incorporation and Bylaws of the Association and to rules established by the Board.

Section 2.02: Membership in Affiliated Chapters

Members in chapters affiliated with the Association are automatically members of the Association.

Section 2.03: Members-at-Large

Persons who meet qualifications specified in Section 2.01 of the Bylaws and who live or work in an area where there is no chapter shall be eligible for this class of membership. Once a chapter has been established in the area, membership must be renewed the following year through membership in a local affiliated chapter.

Section 2.04: Students

Full-time students currently enrolled in degree programs of recognized colleges or universities may be enrolled as student members upon proof of such enrollment submitted annually, under rules which shall be adopted by the Board.

Section 2.04a: Retired Members

Retired persons, who are members in good standing on the date of their retirement, may, upon proof of retirement status, be enrolled as retired members, under rules which shall be adopted by the Board.

Section 2.05: Other

The Board, at its discretion, may provide for other classes of membership.

Section 2.06: Members in Good Standing

Members who maintain their membership by payment of dues as required under the Articles of Incorporation and Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

Section 2.07: Transfer of Membership

Individual membership in the Association is transferable from one chapter to another or from Member-at-Large to a chapter membership or from a chapter membership to a Member-at-Large, if appropriate, subject to the rules adopted by the Board from time to time.

Section 2.08: Resignation
Any member may resign at any time, but such resignation shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro rata or other share of the assets of the Association. All resignations shall be made in writing.

Section 2.09: Termination

a. At any meeting at which a quorum is present, the Board, acting in good faith, may, by a two-thirds vote of those present, terminate the membership of any member who in its judgment has violated the Articles of Incorporation, Bylaws, or Code of Ethics of the Association, or who has been guilty of conduct detrimental to the best interests of the Association, provided that such person shall have been granted an opportunity of a hearing before the Board. The Board shall cause at least thirty days notice of the hearing, including the reasons for termination, to be given in writing to the member against whom charges may be preferred, such notice to be delivered by registered mail to the last address shown in the Association's records for such member. A vote of termination by the Board shall be final and shall cancel all rights, interests or privileges of such member in the service or resources of the Association.

b. Membership will also be terminated if payment of the annual Association dues has not been received by the Treasurer of the Association before the end of the two months subsequent to the end of the dues billing cycle.

Section 2.10: Right of Inspection

The Rights of Inspection of membership lists which may or may not include members' address and voting rights, shall be granted in accordance with California law.
ARTICLE III. MEETINGS

Section 3.01: Meetings

a. Annual Meeting

1. Purpose. The Annual Meeting of the total membership of the Association shall be held for the purpose of announcing the results of the election of officers and directors conducted in accordance with Article VII of the Bylaws, the installation of such officers and directors for the ensuing term, receiving reports of all current and retiring officers and committees and transacting such other business as may properly come before such meetings. The meetings shall be presided over by the President of the Association and shall be conducted under the rules contained in Robert's Rules of Order Revised except in those cases where the rules are in conflict with the Bylaws, the Bylaws shall govern. In the event the President shall not be able to preside, the presiding officer shall be in accordance with the line of succession established for the Board in Section 5.05(b) of the Bylaws.

2. Time and Place. The Board shall hold an annual meeting (the "Annual Meeting") at such time and place as the Board shall determine.

3. Notification of Meeting. All members in good standing shall be notified in writing of the date and location of each Annual Meeting at least 60 but not more than 90 days before the date of the meeting. Such notice shall state the place, date and time of the meeting and the general nature of the business to be transacted, and no other business may be transacted unless the meeting is attended by one-third or more of the members in good standing.

4. Voting. All members in good standing and present in person shall be eligible to vote. The votes represented either in person or by written ballot shall constitute a quorum. Votes, where required, other than for election of Officers and Directors shall be cast either in person or by written ballot. Proxies shall not be permitted.

All business coming before the members at the Annual Meeting for approval shall be approved by a majority vote of those present in person or by written ballot unless otherwise required by the Bylaws.
ARTICLE IV. CHAPERS

Section 4.01: Eligibility and Application

Twelve or more individuals or an existing organization of twelve or more individuals may request a chapter application from the Board. The proposed chapter's Constitution and Bylaws must be in accord with the Articles of Incorporation and Bylaws of the Association. Applications for chapter status shall be submitted to the Board which shall have the sole discretion for the approval or disapproval of the request.

Section 4.02: Revocation of Chapter Charters

Chapter charters may be revoked by two-thirds vote of the total membership of the Board then in office if, according to its findings, violation of any provisions or obligations of the Articles of Incorporation or the Bylaws of the Association has occurred, provided that such chapter shall have been granted an opportunity for a hearing before the Board. The Board shall cause at least thirty-days notice of the hearing to be given in writing and delivered by registered mail to the chapter against whom charges may be preferred. A vote of revocation by the Board shall be final and shall cancel all rights, interests or privileges of such chapter in the services or resources of the Association.

Section 4.03: Limitation of Liability

Each local chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the local chapter.
ARTICLE V. DIRECTORS

Section 5.01: Number

The number of directors on the Board shall be no fewer than five and no greater than fifteen.

Section 5.02: Election

Directors shall be elected pursuant to the provisions of Article VII below.

Section 5.03: Term of Office

Each director shall take office at the Annual Meeting following election and shall hold office for one year until a successor shall have been duly elected and take office or until the director is removed from office or resigns.

Section 5.04: Duties and Responsibilities

a. The Board shall be the governing body of this Association and its actions shall be final, unless otherwise specifically provided by the Bylaws.

b. The Board shall establish Geographical Areas. Changes in Geographical Area boundaries shall be made at the sole discretion of the Board, to be effective after a meeting of the membership.

c. The Board shall provide for an independent audit of the financial affairs of the Association, at least annually, and at such other times as it may deem advisable.

d. The Board shall be empowered to establish a separate non-profit tax-exempt legal entity to be known as the IT Governance Institute, Inc.

e. The Board shall be empowered to provide for a paid Administrator as seen fit. The Board will establish the duties of the Administrator.

Section 5.05: Meetings of the Board

a. The Board shall meet at least annually at such time and places as it may elect. At such meetings a quorum must be present to conduct business coming before the Board. To constitute a quorum, one-half of the total membership of the Board then in office must be present in person. All business coming before the Board for approval shall be approved by a majority vote of those present unless otherwise required by the Bylaws. The meetings shall be conducted under the rules contained in the Robert's Rules of Order Revised or locally acceptable parliamentary procedures, except in those cases where Robert's Rules or the locally acceptable parliamentary procedures are in conflict with the Bylaws, the Bylaws shall govern.

b. At all meetings of the Board, the President, if present, shall act as Chairperson. In the President's absence, the Chairperson shall be the most immediate Past President serving on the Board, if present. In the absence of both the President and the most immediate Past President, the other Past President serving on the Board shall act as
Chairperson. In the absence of all the aforementioned persons, the members of the Board who are present shall by majority vote choose one among them to act as Chairperson for that meeting.

c. Notice of meetings of the Board shall be given to each director in writing by the Secretary of the Association at least 10 days in advance of the meeting or as the Board may otherwise direct, but no failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings thereat. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where his or her attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

d. A special meeting may be called by the President or any three directors.

e. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in meeting can hear one another.

f. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

Section 5.06: Expenses

Directors and members of the committees may receive such reimbursement for expenses as may be fixed or determined by the Board. Directors shall not be paid any compensation for their services, except in those special cases, when designated by the Board, where the Director shall be appointed to fill a paid position.
ARTICLE VI. OFFICERS

Section 6.01: International Officers

a. Officers

The elected International Officers of the Association shall be the President, and four to seven Vice Presidents (specific number of Vice Presidents to be determined by the Nominating Committee.) Such Officers will be elected pursuant to Article VII below. Officers who are members of the Board shall not be paid any compensation for their services but may be reimbursed for their expenses as provided in Article V, Section 5.06, above.

The President shall appoint, with Board ratification, one of the Vice Presidents to serve as Treasurer of the Association for the duration of his/her term.

The President shall appoint, with Board ratification, a Secretary for the duration of his/her term or as deemed appropriate. Any vacancy in the role of Treasurer or Secretary shall result in a new appointment by the President, with Board ratification.

b. Term

1. Each International Officer shall take office at the Annual Meeting following his or her election and shall hold office until a successor shall have been duly elected and take office or until the officer resigns or is removed.

2. International Officers shall be eligible for re-election. The President may not serve more than two consecutive terms. The Vice Presidents of the Association may not serve more than five years in the Office of Vice President.

3. International Officers may not hold more than two offices concurrently within the Association.

c. Duties

1. President

The President shall be the executive head of the Association and when present shall preside at all meetings of the Association and the Board.

The President shall exercise general supervision of the affairs of the Association and shall be responsible for the enforcement of the Bylaws and the carrying out of all orders and resolutions of the Board.

The President shall keep the Board fully informed and shall frequently consult it concerning the business and activities of the Association and shall make, on behalf of the Board, an annual report to the members of the Association.

The President shall have such additional duties as may be delegated by the Board.
2. **Vice Presidents**

All Vice Presidents shall report to the President. In the absence or disability of the President, the most immediate Past President serving on the Board, or failing him or her the other Past President serving on the Board, shall assume the duties of the President until the next Board meeting, or for the duration of such absence or disability. At the next Board meeting, the Board will appoint one of its officers to assume the duties of the President or for the duration of such absence or disability, or until the new President has been duly elected and taken office.

Each of the Vice Presidents shall assume duties as may be assigned by the Board and/or President.

3. **Secretarial Responsibilities**

The Secretary shall be responsible for the secretarial functions that will include legal affairs, chapter reports, and such other duties as may be authorized and delegated by the Board.

He/she shall cause the roll of the membership of the Association to be kept, give notice of meetings of the Board, keep minutes of the proceedings at such meetings, and preserve communications pertaining to the affairs of the Association. The President may appoint another person to take minutes in the absence of the Secretary.

4. **Treasurer Responsibilities**

The Treasurer shall report to the President and be responsible for the treasury function and the financial affairs of the Association, for the performance of all incidental duties and such other duties as may from time to time be assigned by the Board. He/she shall have the power to receive and to disburse such funds of the Association as shall be required in the conduct of its affairs and the carrying on of its activities.

No deficit operating budget shall be approved by the Board.

The Treasurer shall supervise the maintenance of the books and financial records of the Association. All monies due and payable to the Association from any source shall be received by the Treasurer or his or her designate, depository, or other fiduciary appointed and approved by the Board. Such receipts shall be deposited to the credit of the Association in banks, trust companies, and/or other depositories designated by the Board. He/she shall be responsible for keeping proper account of all such monies disbursed on behalf of the Association and of all records in connection therewith.

The Treasurer may sign, unless otherwise directed by the Board, any check, draft or other order of the Association for payment of money subject to such rules and regulations as may be in force from time to time by such banks, savings and loan companies or other depositories to which this Association shall have entrusted...
custody and safekeeping of all funds and securities of the Association. He/she and any member of the Board so designated by the Board, acting jointly, shall have the right to access to these securities.

The Treasurer shall submit financial statements to the Board and to the membership in such form and frequency as the Board may direct, and to Governmental agencies as required by law.

The Treasurer with approval of the Board, shall be responsible for providing appropriate insurance coverage to insure the risks of the Association.

Section 6.02: Indemnification

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicted on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.
ARTICLE VII. ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 7.01: Manner of Election

The International Officers shall be elected by the entire membership of the Association. Nomination and election for all such offices shall automatically constitute nomination and election as a director of the Association. All nominees must be members in good standing.

Section 7.02: Procedure

a. If the number of nominations is greater than the number of officer positions, the officers shall be elected by mail ballot using the system of preferential voting established by the Board. All Officers shall be deemed elected and shall take office at the following Annual Meeting. Only responses received 20 or more days prior to the Annual Meeting shall be counted. Results of the election will be certified by an independent professional group and announced at the Annual Meeting.

b. Along with the ballot, the Nominating Committee shall include:

1. The number of Vice Presidents to be elected.
2. The Geographic Areas that must be represented by the Vice Presidents to be elected.

c. Only members in good standing shall be entitled to receive a mail ballot.

Section 7.03: Designation of Directors

In addition to the officers elected pursuant to Article VII Sections 7.01 and 7.02 above, the two most immediate past Presidents of the Association who are able and willing to serve shall be designated as directors only and shall serve as such, subject to their written acceptance.

Section 7.03a: Appointment of Additional Directors

The President of the Association may appoint, with the approval of the Board, additional directors as he or she deems appropriate.

Section 7.04: Termination of Membership

If the membership of any Director or International Officer in the Association shall for any reason terminate, his or her positions as officer and/or director shall automatically become vacant.

Section 7.05: Removal

a. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or who misses one (1) Board meeting.

b. Any or all directors or officers may be removed without cause by the affirmative vote of a majority of the members entitled to vote upon the election of such director or officer under Section 7.01 voting 1) at a duly held meeting at which a quorum is present; or 2)
by written ballot in conformity with the California law. Any or all additional directors appointed pursuant to Section 7.03a above may be removed without cause by a majority vote of the Board only at a duly called meeting at which a quorum is present.

c. Removal of any officer shall constitute removal of that person as both an officer and director. Removal of any director who is an officer shall constitute removal of that person as both director and officer.

Section 7.06: Vacancies

If the office of any director or International Officer shall become vacant for any cause, the President shall appoint, with Board ratification, a person to fill the unexpired portion of his or her term. Such vacancy and subsequent appointment shall be deemed to include the corresponding office or directorship, if any.

Section 7.07: Absence or Disability

In case of the absence or disability of any officer of the Association and of any person hereby authorized to act in his or her place during such period of absence or disability, the Board may from time to time delegate the powers and duties of that officer to any other officer or any other person it may select.
ARTICLE VIII. MEETINGS OF CHAPTER PRESIDENTS

Section 8.01: Composition

The meeting of Chapter Presidents for each Geographic Area established by the Board shall be composed of the President of each Chapter of the Geographic Area, and chaired by the International President or a Director designated by the International President.

Section 8.02: Duties

a. The Chapter Presidents of each Geographic Area shall serve as the liaisons and advisors in coordinating the activities of the local Chapters of the Geographic Areas with those of the Association. This, however, shall not preclude direct contact between Chapter Officers and other Association Officers in the carrying out of their assigned duties.

b. The Chapter Presidents’ Meetings shall make formal recommendations covering all aspects of Association business, through the President or any other Director, to the Board for consideration. However, the Chapter Presidents’ Meetings in each Geographic Area shall have no authority to adopt Geographic Area or Association policy in its own right. The Chapter Presidents’ Meetings may appoint subcommittees to carry out its liaison and advisory responsibilities but shall not appoint nor elect Geographic Area Officers.

c. The Chapter Presidents’ Meetings shall have only those powers provided in the Bylaws and as may be additionally authorized by the Board. The power to levy Geographic Area assessments and/or dues shall not be granted nor shall the power be granted to create, administer, disburse or retain Geographic Area funds. All financial and administrative affairs of the Geographic Area shall be conducted by the International Officers of this Association.

Section 8.03: Meetings

a. The Chapter Presidents in each Geographic Area shall meet at least annually.

b. All business coming before the respective Geographic Area Chapter Presidents Meeting for approval shall be approved by a majority vote of those present unless otherwise required by the Bylaws. The meetings shall be conducted under the rules contained in Robert's Rules of Order Revised, except in those cases where the rules are in conflict with the Bylaws, the Bylaws shall govern. A meeting may be by mail, phone, or in person.

c. Notice of meetings of the respective Chapter Presidents shall be given to each Chapter President in writing by the Secretary of the Association at least 30 days in advance of the meeting or as the Chapter Presidents may otherwise direct, but no failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings thereat. Notice may be waived by consent of two-thirds of the Chapter Presidents in writing.
d. The Chapter Presidents of each Geographic Area may exercise any of their powers without a meeting provided two-thirds of the Chapter Presidents then in office consent in writing.
ARTICLE IX. STANDING COMMITTEES

Section 9.01: Nominating Committee

a. The Nominating Committee shall consist of:

1. The three immediate Past Presidents of the Association.

2. No less than two and no more than four members of the Association who are not members of the Board. The President, with the concurrence of the Board, will select these members, provided, when appointed, the Nominating Committee will comprise of at least one member from each of the Geographic Areas established by the Board.

b. Members of the Nominating Committee shall not be nominated for International Office.

c. The Chairperson of the Nominating Committee shall be the most senior of the immediate Past Presidents.

d. Nominations will be closed 120 days before the date Officers are to be elected. The Nominating Committee shall report to the Board and shall file a written report with the Secretary and shall advise the Board of the Committee's nominations prior to reporting to the membership. The Nominating Committee shall have sole discretion regarding the nominations except where conflicts with the Bylaws occur.

e. The Nominating Committee shall follow such procedural rules as may be promulgated by the Board from time to time provided that rules do not conflict with the Bylaws nor restrict or control the Nominating Committee's discretion with regard to selecting nominees from those members eligible for nominations. It is the intent of the Association to ensure that the composition of the Board, including the Past Presidents serving on the Board, will include at least one member from each of the Geographic Areas established by the Board.

f. For any Office, one twentieth of one percent of the members in good standing may petition the Nominating Committee, provided that a minimum of 100 members, no more than 20 of which will be from any one Chapter, are included within each petition. To be included on the ballot, such petition must (1) be signed by all members signing such petition within eleven months preceding the next time the Directors will be elected, and (2) be delivered to the Chairperson of the Nomination Committee at the address of the International Office on or before 120 days prior to the date Directors are to be elected.

Nomination by petition will be in addition to any nomination made by the Nominating Committee as described in Article IX Section 9.01 (d) and will be included on the ballot and any Association sponsored publication with equal space and prominence.

g. In the event the Nominating Committee makes only one nomination for an International Office (including the nomination of the same number of Vice Presidents, as determined by the Nominating Committee), and there is no additional nomination for that office by petition, the International Officer nominee will be deemed elected by
acclamation. In such instances, the procedures described in Article VII, Sections 7.01 and 7.02 for the selection of officers would be replaced by a notice to the members prior to the Annual Meeting of the election by acclamation of such officers.

Section 9.02: Audit Committee

a. The Audit Committee will be appointed annually and shall consist of at least two (2) individuals who shall not be Directors.

b. The Duties of this committee shall be to cause completion of an annual audit of the records of the Association and report those findings to the Board.

c. The committee will perform other duties as directed by the Board.

Section 9.03: Bylaws Committee

a. The Bylaws Committee shall be appointed by the President and approved by the Board.

b. The Bylaws Committee shall report to the Board.

c. The Bylaws Committee shall maintain the Bylaws. The Committee shall expedite the process of changing the Bylaws in accordance with Article X of the Bylaws, assure that all proposed changes conform with the laws of the State of California, examine the consistency of the proposed change with other provisions of the Bylaws, and suggest wording for proposed changes.

Section 9.04: Appointed Committees

The President of this Association may appoint, with approval of the Board, such other Committees as he or she deems appropriate.

Section 9.05: Restrictions

Any committee authorized to act on behalf of the Board shall have all the authority of the Board, except with respect to:

a. The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law (the "Code") also requires approval of the members or approval of a majority of all members.

b. The filling of vacancies on the Board or in any committee which has the authority of the Board.

c. The fixing of compensation of the Directors for serving on the Board or on any committee.

d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

f. The appointment of committees of the Board or the members thereof.

g. The expenditure of corporate funds to support a nominee for Officer after there are more people nominated for Officer than can be elected.

h. Any assets held in charitable trust, the approval of any self-dealing transaction as permitted by California law.
ARTICLE X. AMENDMENTS TO THE BYLAWS

Section 10.01: Amendment Process

These Bylaws may be amended, repealed, or added to only within the following framework:

a. Ten percent of the members of the Association or one-third of the members of the Board or the Bylaws Committee may at any time propose in writing, signed by them and addressed to the Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws.

b. The Secretary shall present such proposed amendment, repeal, or addition at the next regular meeting of the Board, and shall incorporate in the notice of that meeting a statement that such proposed amendment, repeal, or addition will be considered. No such proposed amendment, repeal or addition shall be considered at any meeting of the Board unless such notice has been given to each member of the Board no less than 20 days prior to the meeting.

c. At the meeting of the Board called in accordance with the provisions of Paragraph (b), above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the members present. If, at the meeting, a quorum being present and two-thirds of the vote is in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board. Such amendments, repeals or additions to these Bylaws will be presented to the membership by written ballot for ratification.

d. Amendments to these Bylaws shall become effective after ratification by the members on the date specified by the Board.
ARTICLE XI. FINANCES

Section 11.01: Fiscal Year

The fiscal year of the Association shall be the calendar year unless otherwise established by the Board.

Section 11.02: Annual Report

It is the intention of the Board of Directors of the Association to furnish members with an annual report not later than 120 days after the close of the Association fiscal year.

Section 11.03: Association Dues and Fees

a. Annual Association membership and other fees shall be established by the Board in U.S. dollars.

b. Dues shall be billed by the Treasurer or his/her designate based on the dues billing cycle or period. The dues billing cycle or period shall be established, and may be changed by the Board.

c. A reinstatement fee, to be determined by the Board but not to exceed ten U.S. dollars, shall be paid for the reinstatement of members who have dropped from the membership roll because of resignation or non-payment of Association dues as specified in Sections 2.08 and 2.09, respectively, of the Bylaws.

d. Payment of Association membership dues shall be made to the Treasurer or his or her designate as approved by the Board. The Treasurer shall remit applicable chapter dues to the chapter Treasurers no later than one month after receipt.

e. The Treasurer may authorize Treasurers of International (non-domestic) chapters to consolidate dues payments so as to minimize currency exchange problems and to provide compliance with applicable national laws and regulations.

Section 11.04: Chapter Dues and Fees

Dues and fees for chapter members shall be set at the discretion of each chapter. The dues structure, however, must provide for the payment of dues to the Association as provided in Section 11.03 above.

Section 11.05: Assessments

There shall be no assessments imposed except as approved by a two-thirds vote of the total membership of the Board then in office and by a majority of the members of the Association voting by ballot on the question at the Annual Meeting. The procedures for notification and voting will follow those specified in Section 3.01(a) (3) and (4), respectively, of the Bylaws. Special assessments shall be established in U.S. dollars.

Section 11.06: Execution of Instruments
a. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers and any agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

b. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Association, promissory notes, conveyances, deeds of trust, mortgages, and other evidences of indebtedness of the Association, and other Association instruments or documents shall be executed, signed, assigned or endorsed by the President; and any one of the following: (1) any one of the Vice Presidents of the Association, (2) the staff chief executive officer of the Association.
ARTICLE XII. OTHER PROVISIONS

Section 12.01: Headquarters

The official mailing address of this Association shall be located in the State of Illinois at the address designated by the Board.

Section 12.02: Effective Date

These Bylaws shall become effective on the date approved by the membership.