

**NYSARC, INC.
COMMUNITY LEAGUE, WASSAIC D.C. CHAPTER BY-LAWS**

**Article I
Names and Offices**

This Chapter shall be known as the **Community League, Wassaic D.C. Chapter**, NYSARC, Inc. hereinafter called the Chapter. NYSARC, Inc. will hereinafter be called the State Association or the Association.

**Article II
Purpose**

The Purpose of the Chapter shall be to act locally for the Association in accordance with the certificate of Incorporation and By-Laws of the Association and in conformity with its Chapter Manual and such rules, regulation and policies as the state association may from time to time prescribe.

**Article III
Territory**

The non- exclusive territory assigned to the Chapter by the Association is _____, ~~(state territory by NYSARC as described in Authorization of the Organized Chapter)~~, **the 5 county area: Dutchess, Putnam, Ulster, Greene and Columbia counties**, subject to any change therein as may be made from time to time by the Board of Governors of the State Association.

**Article IV
Membership**

Section 1. ~~(For Community Chapters) The membership of the Chapter shall consist of all persons who meet the requirements of the By-Laws of the Association and territorial jurisdiction assigned to the Chapter. (For Developmental Center Chapters)~~ **The membership of the Chapter shall consist of all persons who meet the requirements of the By-Laws of the Association; and limited territorial jurisdiction assigned to the Chapter.**

Only members in good standing of a Chapter may vote in Chapter elections or hold chapter office. However, a member of a Chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the State Association, may not hold office in such Chapter; may not vote or otherwise participate in any Chapter election; and may not vote on any other matter of Chapter business which may be put before the membership.

Section 2. The provisions of the By-Laws of the State Association relating to classes of members shall apply to the members of the Chapter. The rights of a life member of a Chapter shall be and remain those to which s/he was entitled at the time at which such membership took effect, except that a life member who is or becomes a paid employee **or is a family member in the immediate**

household of the paid employee of the Chapter shall not have the right to vote or participate in the Chapter election process, hold Chapter office, nor have the right to vote or otherwise participate in any Chapter election; and may not vote on any other matter which may be put before the membership, during such employment nor shall a member in any class who is or becomes an employee of the Association or of the Chapter be an officer, governor or director of the association or any of its Chapters.

Section 3. The annual dues of members shall be those fixed by and paid to the Chapter. A member in good standing shall be one whose dues have been paid for the current membership year. The good standing of a member shall be determined as of a date thirty (30) days prior to the act for which the good standing is required. **The membership year of the Chapter shall be from January 1st. through and including December 31st.** Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.

Section 4. The Board of Directors may waive the payment of dues for Active Membership in cases of financial hardship.

Section 5. Charges against a member may be preferred, as prescribed in Article I, Section 12, of the By-Laws of the Association.

Section 6. The list of members shall be confidential and shall be kept in duplicate, one by the Treasurer and one by the Secretary. The Secretary shall cause a copy of the list of members to be sent to the Central Office of the Association.

Article V Meetings

Section 1. The Chapter shall hold at least one meeting annually which shall be designated the annual meeting of the Chapter, and such other general meetings as the Board of Directors may from time to time designate. Every other year, the annual meeting of the Chapter shall include an election of officers, directors and nominating committee members.

Section 2. Special meetings of the members of the Chapter may be called by the Board of Directors or on the written request of at least one-third of the members in good standing of the Chapter or 50 members, whichever is less, delivered to the Secretary. Such request, and the notice of the meeting, shall set forth the purpose for which it is called, and no other business may be transacted at the special meetings.

Section 3. Written or printed notice of each regular or special meeting shall be mailed to each member at least ~~fifteen (15) days or seven (7) days respectively~~ **30 days,** before the meeting, except that by individual consent of a member, such notice may be given to such member electronically, including via e-mail, using the time frame contained herein.

Section 4. No fewer than 20 members in good standing of the Chapter, present in person, shall constitute a quorum for any regular or special meeting. ~~For Chapters having membership in excess of 1,000 members—50 members in good standing present in person, shall constitute a quorum for~~

~~any regular or special meeting.~~ Members voting in a Chapter election by means of absentee ballot shall be counted toward a quorum requirement for the meeting at which such election is scheduled, solely for purposes of the election and for no other purpose or business to be discussed or transacted at such meeting. Other than by timely submission of an absentee ballot, as provided for in Article IX, Section 5., no member not present in person may participate in any annual, general or special meeting of the membership.

Article VI Board of Directors

Section 1. The business and affairs of the Chapter shall be managed by a Board of Directors of not fewer than five, nor more than fifty members, as such number may be prescribed by action of the membership taken at the annual meeting of the Chapter upon prior recommendation of the Chapter Board. Newly created director seats shall be filled by the nominating committee as provided in Article X, Section 5 of these by-laws, except that a special membership meeting may be called as provided for in Article V, Section 2 of these By-Laws for the election of such a director.

Section 2. The officers of the Chapter shall be members of the Board of Directors.

Section 3. Regular meetings of the Board of Directors shall be held at least ~~once each month~~ **every two months**, for a total of at least ~~ten~~ **five** board meetings annually. The dates of such regular meetings shall be fixed by the Board at ~~their first meeting after the annual election.~~ **the last annual Board of Directors meeting which shall take place prior to the end of the “membership year” of the Chapter, as defined hereinabove.**

Section 4. Special meetings of the Board of Directors may be called by the President at his/her own instance, or on the written and signed request of one-third of the members of the Board delivered to the Secretary. Such request shall state the business to be transacted at the meeting. Notice of a special meeting shall be mailed or transmitted **electronically with the written consent of the Board Member, including via e-mail**, to each member of the Board at least **two weeks** before the date of the meeting. The notice shall state the business to be transacted at the meeting, and no other business may be considered thereat.

Section 5. A majority of the Board of Directors shall constitute a quorum for all regular or special meetings, provided, however, that any one or more members of a Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means only shall constitute presence in person at a meeting and permit voting by such board member on any matter properly before the board at such meeting.

Section 6. All powers herein granted to the Board of Directors are subject to the By-Laws of the State Association and to the Regulations contained in the Chapter Manual of the State Association. Any action of the Board may be reviewed by the Chapter at the next regular or special meeting upon written request to the Secretary of the Chapter. Such action may be rescinded by a vote of two-thirds of the members present provided that no irrevocable right of third parties shall be affected thereby. The minutes of the Board of Directors shall be available at the regular meetings of the Chapter

membership.

Section 7. The Board of Directors, within the limits of Budget appropriations, may authorize employment of professional and other staff. It shall delegate to the Executive Director authority to hire and fire employees.

Section 8. Where possible, a majority of the Board of Directors shall be persons with intellectual or other developmental disabilities, parents or blood relatives or the spouses of such persons, as defined in the Association's By-Laws. At no time may the Board of Directors be less than one-third parents or blood relatives of persons who have intellectual or other developmental disabilities, their spouses, or persons who have intellectual or other developmental disabilities.

Section 9. In addition to its other responsibilities set forth in law, Association By-Laws, the Chapter Manual and these By-Laws, the Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board, acting through its audit committee or by the full Board, shall be responsible for: retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of Chapter internal controls; periodic review with the Chapter's ~~legal~~ **legal and/or financial** counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of the Chapter's code of ethics and corporate compliance activities; and it shall ensure that it or its applicable committees ~~or subcommittees shall have member or staff support~~ **has supports** from persons with accounting or other financial expertise. The Board of Directors shall review and discuss the interim reports of the Chapter's ~~chief financial officer~~ **Treasurer** submitted at regular board meetings. Each member of the Board of Directors is also required to complete a conflict of interest statement prior to his or her initial election and then annually thereafter.

~~(Optional – if Chapter's full board performs audit committee functions, this section must appear in the Chapter's by-laws)~~

Section 10. The Chapter has elected to have the full Board perform the functions of the audit committee required under the Non-Profit Revitalization Act. As such, the Board of Directors is responsible for the oversight of the accounting and financial reporting process of the Chapter and the audit of the Chapter's financial statements; annual retention and/or renewal of and evaluation of independent auditor; review of the results of the audit and management letter with the auditor; reviewing with the auditor the scope and planning of the audit prior to commencement; discussing items with the auditor following the audit, including but not limited to (i) any risks or weaknesses in internal controls, (ii) restrictions on the auditor's activities or access to requested information, (iii) any significant disagreements between auditor and management, and (iv) the adequacy of the reporting processes. The full Board shall also annually consider the performance of the auditor and oversee the adoption and implementation of, and compliance with conflict and whistleblower policies. Only independent directors may participate in deliberations and voting on these matters.

Article VII
Executive Committee of the Board of Directors

Section 1. ~~There shall be an Executive Committee of the Board of Directors which shall consist of all of the elected officers of the Chapter, one of the Chapter's representatives to the Board of Governors in the event none of the representatives is an officer, and such other persons as the Board may from time to time designate.~~

Section 2. ~~Meetings of the Executive Committee shall be held at the call of the President, and upon at least five days' notice.~~

Section 3. ~~The Executive Committee shall exercise all powers of the Board of Directors during the interval between the meetings of the Board, except as otherwise provided by these By Laws. All the proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting, and be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third parties shall be affected by such revision, rescission or alteration. Minutes of the Executive Committee shall be mailed by the Secretary to all Board members within thirty days of each meeting.~~

Section 4. ~~A majority of the Executive Committee shall constitute a quorum for all meetings.~~

Article VIII VII
Officers and Directors

Section 1. The officers of the Chapter shall consist of the following: President (or "chair" in Chapters where the Executive Director is designated as "President"), Vice-President (or Vice Chair), Treasurer, Secretary, **Financial Secretary** and such other officers as the Board of Directors deems necessary. (Wherever the term "president" or "vice president" shall appear in these by laws, it shall be understood to mean "chair" or "vice chair", as appropriate.)

Section 2. The President shall preside at all meetings of the Chapter and of the Board of Directors. With the exception of the Nominating Committee which shall be elected as set forth in Article X **IX**, the President shall appoint the chairman of all committees, including ad-hoc committees, and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall render an annual report in writing to the membership of the Chapter.

Section 3. The Vice-President shall perform any or all of the duties of the President in the event of his/her absence or disability, or at his / **her** request. ~~In the event more than the Vice President is elected, the Vice President shall be designated as Senior Vice President.~~

Section 4. In the event of the absence of the President and all Vice-Presidents **Vice-President** from any meeting of the Chapter or of the Board of Directors, the members of the Board of Directors there present shall elect a chairman pro-tempore.

Section 5. The Treasurer shall be responsible for oversight of the receipt and disbursement of the funds of the Chapter under and by direction of the Board of Directors. At each regular meeting of the Chapter Board the Treasurer shall receive and review with the Board interim reports from the ~~chief financial officer~~ **independent financial accountant** of the Chapter in a form specified by the Chapter Board. The Treasurer shall submit a financial report in writing to the Board of Directors, ~~and the membership at the first meeting of each~~ **at each meeting of the Board and** after the close of the fiscal year and at the Annual Membership Meeting of the Chapter to the Membership. Such report shall show all receipts, disbursements, assets and liabilities.

Section 6. The Secretary shall keep the minutes of the meetings of the Chapter and of the Board of Directors and shall oversee the service of all notices required by laws of by these By-Laws.

Section 7. All persons receiving or disbursing funds shall be bonded or insured, in an amount fixed by the Board, in amounts consistent with those established by the State Office of **NYSARC, Inc. (State Association)**.

Section 8. ~~The officers shall be elected for a term of one year. Directors shall be elected for a term of two years.~~ **The officers and Directors shall be elected for a term of two years.**

Section 9. Directors shall be nominated and elected in the same manner as Officers. ~~(The directors first elected after the formation of a chapter shall divide themselves into two classes by lot, one half to serve for a term of one year and one half to serve two years. Thereafter, all shall be elected for a term of two years.)~~

Section 10. In the event of a vacancy in the office of President, the Vice-President ~~or, in the event there shall be more than one Vice President, the Senior Vice President~~ shall succeed to office. In the event of a vacancy in any other office, including that of Directors, the Board of Directors, by a majority vote, shall elect a successor to serve the remainder of the predecessor's term.

Section 11. The Board of Directors may declare vacant and fill, as permitted by these By-Laws, the board seat of any director who is absent without valid excuse from **three** meetings of the board. Also, an officer or director may be removed by the Board of Directors at a special meeting called therefore, after a hearing upon written charges of malfeasance, nonfeasance or other conduct detrimental to the Chapter preferred by at least five **four** members. A copy of the charges shall be personally delivered to the person against whom they have been brought, or to a person of suitable age and discretion at such person's residence or place of business or employment, not less than fourteen (14) days before the date of such special meeting. The person against whom charges have been brought may appear at the hearing in person or by counsel. After such hearing, the Board may sustain the charges and remove the officer or director by a two-thirds vote, failing which the charges shall be dismissed.

Section 12. No person may be elected to the same office for more than three consecutive terms, if any other Member of the Chapter has been lawfully nominated or petitions for election to such office. However, if at the end of three consecutive terms, any officer or director position would become vacant due to no other member seeking election, the incumbent officer or director shall be eligible

for re-election. No compensation may be paid to any officer or director for his services in his office. No employee of the Chapter or the Association may be an officer or director thereof, nor serve on its Nominating Committee.

Article ~~IX~~ VIII
Elections

Section 1. At least sixty days prior to an Annual Meeting of the Chapter at which elections are to be conducted, ~~At the time of membership mailing,~~ the Chairman of the Nominating Committee shall deliver to the Secretary of the Chapter its slate of nominees for Officers, Directors and Nominating Committee, together with written acceptance by each of the nominees. Further, prior to the initial election of any director, written acceptance of the nomination must also be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 2. The Secretary shall notify Chapter members by mailing or, with the written consent of a member, **electronically, including via e-mail,** at least forty-five days prior to the date of the Annual Meeting, **Chapter members shall be notified of** the names of the nominees as submitted by the Nominating Committee. ~~at the time of the membership mailing.~~

Section 3. Other candidates for any of the offices may be nominated by a petition designating the office for which election is sought signed by at least thirty members in good standing (for Chapters presently having less than 200 members, this language should read, “signed by fifteen percent (15%) of the membership or thirty (30) members in good standing, whichever is less”), provided such petition together with the written acceptance of the nominee is received by the Secretary either personally or by delivery to the Chapter office at least thirty days prior to the Annual Meeting. If the candidate proposed by petition is a first-time director, written acceptance of such nomination must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 4. The election of Officers, Directors and members of the Nominating Committee shall take place at the Annual Meeting of the Chapter **every other year, as shall be noticed pursuant to Article V, Section 3.** Voting shall be in person or by proxy as set forth in Section 5 below. Voting for any office where there is a contest shall be by written ballot. No nominations may be made from the floor.

Section 5. In the event there is a contest for any office, the Secretary shall mail, or with the written consent of the member send **electronically, including via e-mail,** to each member, not less than twenty (20) days prior to the an Annual Meeting at which a Chapter Election is to take place, an absentee ballot whereby a member may designate the Secretary to act in the member’s place and stead to cast the member’s vote for the nominees as specifically designated in such absentee ballot by such member. Absentee ballots shall be turned over by the Secretary ~~to the Inspectors of Election~~

~~duly appointed for the annual meeting~~ **the Chair of the nominating committee** for counting, as provided hereafter. The Secretary shall thereafter retain absentee ballots for a period of three years. No member shall be entitled to review such absentee ballots. ~~except a duly constituted Inspector of Election.~~ Prior to the election, every absentee ballot shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as provided herein, no member shall be entitled to authorize another person or persons to act on his or her behalf in any manner in any annual, ~~general~~ **regular** or special meeting of the membership.

Section 6. Whenever there shall be a contest for any office, the ballot shall contain with equal prominence the names of the candidates of the Nominating Committee and those submitted by petition, including the number to be elected for said office.

~~**Section 7.** Whenever there shall be a contest for any office, no less than three inspectors, none of whom shall be a nominee for any office, shall be appointed each year by the President at or prior to the Annual Meeting. It shall be the duty of such Inspectors to conduct the voting and counting of the ballots, all of which shall be secret, and to report the results thereof at the Annual Meeting.~~

Section 8 7. Elected Officers, members of the Board of Directors and members of the Nominating Committee shall be installed at the Annual Meeting at which a Chapter Election takes place or at such ~~later~~ time as the Board deems appropriate, but on or before the effective date of their assumption of office.

~~**Section 8.** Delegates to conventions of the State Association no later than two (2) weeks before the first day of the convention. The President of the Chapter and the members of the Board of Governors shall automatically become delegates to the convention. Unless a majority of the Chapter delegates determine otherwise, the President shall be Chairman of the Delegation.~~

Chapter representatives to the Board of Governors shall be elected by vote of the Board of Directors.
Board of Governor Representatives shall be nominated by the Board of Directors from among the members of the Board prior to May 15 in the year in which they are to be elected by the delegate assembly at the Annual Convention. ~~of the Annual Convention.~~

Section 9. The Board of Governors shall be the final arbiter of any dispute with respect to any Chapter election submitted to it by an unsuccessful candidate or by the Chapter Board.

Article X IX Nominating Committee

Section 1. The Nominating Committee shall consist of active members of the Chapter, elected as provided in Article ~~IX~~ **VIII** above.

Section 2. The Nominating Committee shall consist of ~~no less than three~~ **two** members who shall be active members of the Chapter. Each member shall serve for a term of ~~one year~~ **two years**.

Section 3. Unless designated in the election, the Nominating Committee shall elect its own chair from among its members at their first meeting following their election.

Section 4. Members of the Nominating Committee may not serve more than three consecutive terms. Vacancies on the Nominating Committee shall be filled by the Board and shall serve for the remainder of the predecessor's unexpired ~~one~~ **two**-year term.

Section 5. The Nominating Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Chapter, Board of Directors including board seats filled by election by the Board during the year preceding the Chapter election. ~~and seats newly created by action of the membership at an annual meeting, and~~ The Nominating Committee and shall obtain written acceptance from each candidate.

Section 6. The Chairman of the Nominating Committee shall deliver the Committee's slate of nominees as provided in Article ~~IX~~ **VIII**, Section 1 above.

Article XI X Committees

~~**Section 1.** At the first meeting of the Board of Directors after the annual election, the President shall appoint the chairman of each committee of the Chapter Board. The chairman of each committee, with the consent of the President, may appoint such members of the Chapter to his committee as he sees fit.~~

The chairs of the finance, corporate compliance and other Committees of the Board at the annual meeting of the Board of Directors, and such chairs may thereafter select committee members, with the advice and consent of the board.

Section 2. The Committees of the Board shall consist, at minimum, of the following:

- i) Budget and Finance,
- ii) Corporate Compliance,
- iii) Incident Review (which shall be constituted, and shall function and report as required by OPWDD regulation).

~~Additional responsibilities which Chapters should assign to a Board Committee include: Ethics (see, Chapter Manual, Section III 1.4), Investments (see Chapter Manual Section III 4.3), Human Resources, Compensation and Governance/By Laws.~~

(List here the present Committees for your Chapter and their areas of responsibilities. A description of the audit committee is already provided.)

The Board may establish and charge such other standing committees as it may deem appropriate from time to time.

Section 3. In addition to the Standing Committees, the President, with the approval of the Board of Directors, may establish such ad hoc committees as he/she deems appropriate and appoint the members thereof.

Section 4. One or more members of any committee, including the ~~Executive and~~ Nominating Committee, may participate in a meeting of the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

**Article ~~XII~~ XI
Administration**

Section 1. The Chapter shall maintain a central office at such place and with such facilities as the Board of Directors may direct for the promotion of the objectives of the Chapter.

Section 2. ~~A Community~~ ~~The~~ Chapter shall employ an Executive Director as the Administrative Agent of the Chapter, to work under the supervision of the Board of Directors. S/He shall be available to the officers, committees and members for professional consultations in the connection with the affairs of the Chapter. Appointment of the Executive Director shall be by majority vote of the Board of Directors. S/He may be removed from office by a two-thirds vote of those present at a regular meeting of the said Board, if it appears that the best interests of the Chapter are not being served by the incumbent.

Section 3. The Executive Director (acting, as in all matters, within levels of expenditures established in the budget adopted by the Chapter Board) shall employ such personnel as may be necessary for the operation of the Chapter, and shall be responsible for their supervision.

**Article ~~XIII~~ XII
Indemnification of Directors Officers and Committee Members**

Section 1. Any and every person made a part to any action, proceeding by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a Director, Officer, or Committee Member, may be indemnified by the Chapter to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually necessarily incurred by him in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer or Committee Member has breached his duty to the Chapter.

Section 2. Any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Chapter to procure a judgment in its favor, whether civil or criminal, by reason

of the fact that he, his testator or interstate, was a Director, Officer, or Committee Member, may be indemnified by the Chapter, to the full extent permitted by law, against expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he reasonably believe to be in the best interest of the Chapter, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that this conduct was unlawful.

Article ~~XIV~~ XIII
Miscellaneous

Section 1. The fiscal year of the Chapter shall be from **January** 1st of each year to **December** 31 of the following year.

Section 2. Any action which is within the authority conferred by these By-Laws upon ~~the Executive Committee or any other~~ any Committee of the Chapter may be taken without a meeting ~~if all members of the Executive Committee or other~~ **if members of the Committee, or other members of the Chapter Board**, consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by its members shall be filed with the minutes of the proceedings of the respective Committee.

Section 3. All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Article ~~XV~~ XIV
Amendments

Section 1. Amendments to these By-Laws may be proposed in writing to the Board of Directors over the signatures of five or more members of the Chapter. The Board shall act upon the proposed amendment no later than the second meeting after its submission. Failure to act shall be deemed a rejection. If the Board approves the proposed amendment, it shall be submitted to the membership ~~at a special meeting called for~~ that purpose before the next regular meeting of the Board. If the Board rejects the proposed amendment it shall state to the proponents in writing its reasons for so doing. Should the Board reject the proposed amendment, then upon a petition signed by ten or more members, such amendment shall be submitted to the membership at a special meeting called for that purpose before the second regular meeting of the board following the filing of such petition with the Secretary. A copy of the proposed amendment with a statement of the Board's reason for its action shall be embodied in the notice of the meeting at which it will be voted upon. A two-thirds vote of those present and voting shall be necessary for the adoption of any amendment by both the Board and the membership.

Section 2. After such adoption such amendment shall be submitted to the Board of Governors of the Association for approval. If approved by said Governors, such amendment shall become effective immediately unless a later date is specified therein. If not approved by said Governors, it shall be of no effect.

Section 3. Notwithstanding the provisions of the sub-section immediately preceding, nothing shall preclude the Chapter's Board of Directors, following their approval of proposed Chapter by-law amendments, from submitting such amendments for Association Board of Governors advance approval, contingent upon subsequent adoption by the Chapter membership, to become effective upon such membership approval.

Article ~~XVI~~ XV

Governance

The By-Laws and Chapter Manual of the State Association shall govern all matters not specifically provided for herein.

In the event of any possible conflict between these By-Laws and those of the Association, the By-Laws of the Association shall control.

The Association Board of Governors shall be the final arbiter of any dispute arising between Chapters, or within a Chapter, with respect to the interpretation or application of Chapter By-Laws, submitted by the Board of any such Chapter.

Approved by Chapter Board: May 20, 2017

Approved by Chapter
Membership: (Date) _____

Approved by Board
of Governors: (Date) _____