

National Bylaws

As of 1st January 2021

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LOYOLA COLLEGE CHENNAI ALUMNI ASSOCIATION USA

Official Bylaws January 2021

ARTICLE I: NAME AND LOCATION

Section 1. Name The name of this organization shall be the **LOYOLA COLLEGE CHENNAI ALUMNI ASSOCIATION USA** and this organization shall be a not-for-profit corporation incorporated in the State of Pennsylvania. The official abbreviation for the name of this organization shall be “LCCAA”

Section 2. National Office LCCAA shall be a national organization with its national office located in the State of Pennsylvania or such place as the board may designate.

Section 3. Other Offices LCCAA may also have offices at such other places in New York, New Jersey, Texas, California, Chicago as the Board of Directors may from time to time determine that the business of LCCAA may require.

ARTICLE II: PURPOSES

Section 1. Purpose of LCCAA

A. The purpose of LCCAA is to promote the values of education we received from Loyola College, Chennai and elevate the vision, mission and the motto of our college “Let your light shine”

B. LCCAA will assist members in networking with other alumni’s in US and abroad.

C. LCCAA will support in organizing all chapter events such as seminars, webinars, conferences and any other similar educational, social and cultural programs.

D. LCCAA will engage in any other relevant activities permitted by law and by Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future federal tax laws).

ARTICLE III: MEMBERSHIP

Section 1. Membership Designation: LCCAA shall be a professional membership organization, comprised of professionals and students studied at Loyola College Chennai and living or working in United States of America.

1. Individual Member: Any person who was a student at Loyola College Chennai who supports the goals and objectives outlined in these Bylaws can become an active member. An Individual Member must be current in his or her dues to hold an active member status.

2. Organizational Member: Any organization affiliated or support financially to Loyola College Chennai, and US alumni who also supports the goals and objectives outlined in the LCCAA Bylaws. The terms of organizational membership and the extent of organizational membership privileges shall be determined by the Board of Directors of LCCAA. An Organizational Member must be current in his or her dues to hold an active member status.

3. Distinguish Member: Any former Individual or Organizational member who are outstanding and distinguishes himself, herself or itself in the area of education, business and research and maintains an active role or interest in LCCAA. The Board of Directors shall establish standards and criteria for determining Distinguish membership.

4. Student Member: Any person who is currently a full-time research, graduate or undergraduate student with any major or a minor program of study in United States and previously studied at Loyola College Chennai.

The Board of Directors may add additional membership categories, as it deems desirable or necessary, and may do so at its sole discretion.

Section 2. Eligibility for Membership the Board of Directors may develop policy governing:

- (a) Eligibility requirements for initial membership,
- (b) Applications for membership,
- (c) Activities related to the processing of membership applications, and
- (d) Eligibility requirements for renewal of membership. The Board of Directors shall have final authority to determine the qualifications and eligibility of any applicant for membership and to approve or not approve any application for membership.

Section 3. Meetings of the Membership

A. All meetings of LCCAA's national membership shall be at the call of the National Chair, or at the call of a majority of the members of the Board of Directors, and may be held at a place designated by the National Chair.

B. All chapter meetings of LCCAA membership shall be at the call of the Chapter President, or at the call of a majority of the members of the Chapter's executive committee, if any, and may be held at a place designated by the chapter president.

Section 4. Member Voting Each member in good standing shall be entitled to one (1) vote, specific to each subject properly submitted to vote. Proxy voting shall not be permitted. Voting by mail shall be permitted in accordance with the procedures detailed in Article III, Section 6 of these Bylaws and any additional such procedures approved by the Board of Directors and Nominating Committee. Unless otherwise provided in these Bylaws or the Articles of Incorporation or otherwise, the vote of a majority of the members present at a meeting at which a quorum as defined in Article III, Section 6 of these Bylaws is present shall constitute action of the members.

Section 5. Membership Meeting Quorum A. For purposes of voting for the national board positions, as well as issues affecting LCCAA's national policies (except revisions to these bylaws) members in good standing that are present in person or online at a meeting including the members in good standing represented by non-proxy votes received by mail and/or electronic mail as of the deadline of the vote shall constitute a quorum. For all other matters, the presence of members in good standing representing at least ten (10) percent of the national members in good standing shall constitute a quorum. A quorum may conduct the business and take the actions authorized for voting members within these Bylaws, except where a specific majority vote may be required for a specific action by these Bylaws.

B. For chapter votes, members in good standing that are present in person at a meeting --including the chapter's members in good standing represented by non-proxy votes received by mail and/or electronic mail as of the deadline of the vote -- representing the majority of the chapter's membership in good standing shall constitute a quorum. Said quorum may conduct the business and take the actions authorized for voting members within these Bylaws, except where a specific majority vote may be required for a specific action by these Bylaws.

Section 6. Annual Meeting of the Membership A regular annual meeting of the membership shall be held each year on a date and at a site/online selected by the Board of Directors at least one

month prior to the proposed date. Written notice of the time and place of the annual meeting shall be mailed, at least fifteen (15) days in advance thereof, by the Chairman or the Secretary, to each member entitled to vote at such meeting.

Section 7. Membership Dues A. The Board of Directors shall determine the annual national dues for each member or class of membership. The collection and processing of national and local dues shall be the responsibility of the LCCAA National Office.

B. LCCAA chapters may assess local dues in addition to national membership dues, with the prior approval of the Board of Directors. Such local dues shall be subject to the same policies regarding payment schedule, accounting, failure to pay or pay timely, and other related policies as are applied to national dues.

Section 8. Membership Dues Schedule LCCAA national dues, and any assessed local dues, shall be payable upon application. All initial dues shall be paid for one full year, and then prorated the following year to coincide with the annual deadline for payment as determined by the Board of Directors. Thereafter, dues shall be payable annually on or by said deadline date.

Section 9. Failure to Pay Membership Dues

A. If any member of LCCAA shall fail or refuse to pay local or national membership dues within a period of sixty (60) days after the same are due and payable, the membership of such member shall then stand suspended and be subject to termination by the chair.

B. If a local chapter shall fail or refuse to submit the national membership dues of any member of such local chapter to the National office within a period of fifteen (15) calendar days after date of receipt of the same, as determined by the postmark, the board may suspend such local chapter from COMTO by revoking such chapter's charter. However, subject to the provisions of these Bylaws, the Board of Directors may, in its discretion and upon such terms as it deems proper, restore to good standing any local chapter suspended pursuant to this section 10.B.

Section 10. Termination of Membership

A. Membership of any level or status may be terminated for just cause related to the actions or inactions of any member.

B. Recommendations for the termination of membership must be made to the Board of Directors, with a copy of said recommendation forwarded simultaneously to the member in question. The Recommendation for Membership Revocation must state why continuation of the membership in question would be detrimental to the best interests of the LCCAA.

C. The member at risk of revocation shall have 30 days from receipt of the Recommendation for Membership Revocation to show cause as to why the membership should not be revoked. Such cause must be presented in writing to the CEO, who shall distribute it to the Board of Directors for their review and consideration.

D. The membership of any member may be terminated by a consenting vote of three-fourths (3/4) of the total membership of the Board of Directors. Documentation of the decision must reflect that this same Board member quorum deemed continuation of the membership in question to be detrimental to the best interests of the LCCAA.

E. In the event the membership of any member is terminated as provided in this Section 6, any dues paid by such member for the current year shall be returned to such member on a prorated basis from the date the Board of Directors' final decision is rendered.

ARTICLE IV: NATIONAL OFFICERS (NATIONAL BOARD)

Section 1. National Officers of LCCAA

A. The National Officers of LCCAA shall be comprised of a National Chair, a First Vice- Chair, a Second Vice-Chair, Secretary, Treasurer, Committee Chair, Loyola College Chennai Representative and such other officers as the Board of Directors may appoint, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The election or appointment of an officer shall not itself create any contractual rights.

Section 2. Appointment of National Officers

A. The Board of Directors from Chennai will appoint National Officers. The offices of the National Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer and Committee Chair shall be appointed by the Chennai Board of Directors. **(This will replace to an election process once the Chapter becomes fully functional).**

B. There is no pre-determined succession within the ranks of the National Officers. However, a member must have served on the local chapters and proved their leadership skills to be considered for a National Officer position.

C. Individuals nominated for service as National Officers of LCCAA shall be recruited, whenever possible, from those LCCAA members who are policy board members, chief executive officers, chief administrative officers, deans of institutions of higher learning, agency directors, policy makers and other senior management level employees of the institutions, governments, and organizations for which they serve.

Section 3. Terms of Elected National Officers

A. Each National Officer shall take office on the day following his or her election and shall serve for a term of two (2) years.

B. Should the National Officer's successor not have been chosen and/or qualified upon completion of his or her term, he or she shall continue to serve in the office's current capacity for up to one hundred and twenty (120) additional days, or until either such successor has been chosen and qualified, or the vacating officer's death, resignation, or removal.

C. Vacating National Officers will continue to serve in an advisory capacity for up to one hundred and twenty (120) additional days to support the transition of the chosen successor into office.

Section 4. Tenure of National Officers No National Officer shall serve for more than two (2) consecutive two-year terms in the same office.

Section 5. National Chair The National Chair shall preside at all meetings of LCCAA; serve as Chair of the Board of Directors; communicate and interpret policy; and shall serve as a link between the membership, the Board of Directors, and the Executive Officers on matters of policy. Except as may be otherwise provided in these Bylaws, the National Chair shall be a member ex-officio of all committees of the Board of Directors, with the exception of the Nominating Committee. He or she shall preside at meetings of the Executive Committee or of other administrative committees, in the absence of the elected chair of any such committee, unless otherwise provided by these Bylaws or by rules adopted by the Board of Directors. The National Chair shall perform these duties in accordance with the job description for this office approved by the Board of Directors, and shall perform such other duties and exercise such other powers as the Board of Directors may from time to time grant or prescribe. In the event that the office of National Chair becomes vacant for any reason, the First Vice-Chair shall assume the title and duties and responsibilities of National Chair until the next election of National Officers.

Section 6. First Vice-Chair: The First Vice-Chair shall be responsible for ensuring that the activities of the standing committees are consistent with the goals and objectives of LCCAA. The First Vice-Chair shall assume the duties of the National Chair and serve as presiding officer in the absence of the National Chair and shall act on behalf of the National Chair to carry out such duties as delegated by the National Chair. The First Vice-Chair shall perform these duties in accordance with the job description for this office approved by the Board of Directors, and shall perform such other duties and exercise such other powers as the Board may from time to time grant or prescribe.

Section 7. Second Vice-Chair The Second Vice-Chair shall oversee, coordinate and stimulate, under the direction of the National Chair, the technical assistance and support for the activities of the local chapters and ensure that activities are consistent with the goals and objectives of LCCAA. The Second Vice-Chair shall assume the duties of the First Vice-Chair in the absence of the First Vice-Chair and will assume the duties of the National Chair in the absence of both the National Chair and the First Vice-Chair. The Second Vice-Chair shall perform these duties in accordance with the job description for this office approved by the Board of Directors, and shall perform such other duties and exercise such other powers as the Board of Directors may from time to time grant or prescribe. If the Second Vice-Chair position becomes vacant, an interim Second Vice-Chair will be appointed from the existing Board members and shall serve in that capacity until the next election of National Officers.

Section 8. Secretary The Secretary shall be responsible for administering the minutes of each meeting, conducting roll call votes, making reports to the Board of Directors and the membership, and authorizing the issuance of notices of meetings, as may be prescribed by the National Chair. The Secretary shall perform these duties in accordance with the job description for this office approved by the Board of Directors, and shall perform such other duties and exercise such other powers as the Board of Directors may from time to time grant or prescribe.

Section 9. The Treasurer shall be the Chair of the Budget and Finance Committee of the Board of Directors, and shall serve as the fiscal officer responsible for reviewing and monitoring the accuracy of all books, accounts, and transactions, and oversight of the filing of all federal, state and local tax and information returns.

If the Secretary or Treasurer position becomes vacant, an interim Secretary/Treasurer will be appointed from the existing Board members and shall serve in that capacity until the next election of National Officers.

Voting The voting rights of National Officers shall be the voting rights assigned to Board members under Article V, Section 7 of these Bylaws.

Section 10. Chief Executive Officer (If needed in the future)

A. The Board of Directors shall appoint a Chief Executive Officer (CEO) to serve at the pleasure of the Board and who shall be given the authority by said Board to administer the day-to-day operations of LCCAA in accordance with policies set forth by said Board. In his or her position as CEO, he or she shall be primarily responsible for the execution of all of the organizational activities, purposes, goals and functions stated in these Bylaws.

Section 11 Board representative from Chennai will oversee the operational functions of the alumni in United States and guide the organization's growth by providing necessary assistance and advise. The Board representative will be the link between the LCCAA and Loyola College Alumni in Chennai.

Section 12. Compensation All elected National Officers shall serve LCCAA on a volunteer basis and shall not receive compensation for governing or advisory services rendered to LCCAA in

fulfillment of board member responsibilities. Reasonable expenses incurred by LCCAA Board members in the execution of their duties to the organization may be reimbursed by the National Office if the National Chair received notice of, and granted approval of, the cost and expense in advance of the expenditure.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors

A. The business and affairs of LCCAA shall be managed by, or under the direction of the Board of Directors, which may exercise all such powers of LCCAA and do all such lawful acts as the Articles of Incorporation or these Bylaws authorize and do not prohibit.

B. The powers of the Board of Directors shall include, but are not limited to, the following: establishing overall organizational policy toward the successful fulfillment of LCCAA's mission; final approval of budgets and oversight of fiscal management; appointing legal and financial counsel and auditors; setting national and local membership dues and final approval all business related to LCCAA.

Section 2. Composition of the Board of Directors

A. The members of the Board of Directors shall be six (6) National Officers elected by the members and one (1) member appointed by the President of alumni association in Chennai.

B. At no time shall the Board of Directors be comprised of less than seven (7) members.

Should vacancies, resignations, removals or any combination of these factors bring total Board membership below 7, the Board of Directors shall fill such vacancies with due speed and diligence in accordance with the procedures set forth in Section 10 of this Article.

Section 3. Election of Board Members

A. The Board Nominating Committee, as defined in **Article V, Section 8** of these Bylaws, is responsible for oversight of the election of seven (6) Board Members as described in **Article V, Section 3** of these Bylaws. These Board positions shall be elective positions, with the board members elected bi-annually by the membership, in addition to the National Officers described in **Article IV, Section 1** of these Bylaws.

B. The Nominating Committee shall advertise Board positions through LOYOLA publications, correspondence and/or the LCCAA website, inviting interested members to submit nominations for Board member candidates.

C. The Nominating Committee shall be responsible for preparing and submitting a slate of nominees for Board positions for election by the membership. The candidates on this slate must meet the appropriate Board eligibility requirements as stated in **Article V, Section 9** of these Bylaws. Only the candidates listed on this slate will be eligible for election to these positions, and there will be no petition or from-the-floor nominations for elections. There may be more than five names on the ballot for the position of At-Large Board Member.

D. The staff of the National Office shall issue voting ballots to the general membership. Said ballots shall be returned directly to an independent auditing firm selected by the CEO. Said firm will certify the integrity of the ballots and forward said ballots to the Chair of the Nominating Committee. The Chair of the Nominating Committee shall be responsible for coordinating the Committee's conduct of the election and reporting the outcomes to the Board of Directors and the CEO.

Section 4. Board Powers Concerning Nominations and Elections The Board of Directors shall have the power to adopt resolutions providing for such policies and procedures as the Board may consider necessary or desirable to effect the provisions of these Bylaws governing nomination and election of the National Officers and members of the Board of Directors.

Section 5. Terms of Service for Board Members All Board members, including the National Officers and the Immediate Past National Chair, shall serve for a term of two (2) years from the date of election.

Section 6. Tenure of Board Members No Board member shall serve for more than two (2) consecutive two-year terms in the same office.

Section 7. Voting by Board of Directors, National Chair, the six (6) National Officers elected by the membership. The Board members shall each be entitled to one (1) vote, specific to each subject properly submitted to vote, at each meeting of the Board of Directors at which he or she is present as defined within **Article VI, Section 8** of these Bylaws.

A. Proxy voting by Board members shall not be permitted.

B. Unless otherwise provided in these Bylaws or the Articles of Incorporation, voting by mail, electronic mail and telephonic voting, duly recorded, shall be permitted in accordance with procedures approved by the Board of Directors and Nominating Committee.

C. Unless otherwise provided in these Bylaws or the Articles of Incorporation, the vote of the majority of the Directors present at a meeting at which a quorum is present as defined in **Article VI, Section 8** of these Bylaws shall constitute action of the Board of Directors.

Section 8. Board Nominating Committee Prior to the annual conference of LCCAA, the National Chair shall appoint, with the consent of a majority of the Board of Directors, a Nominating Committee. The Nominating Committee shall be responsible for preparing and submitting a slate of nominees to the elected National Officer and At-Large Board of Director positions for election by the membership at the annual meeting in accordance with the election procedures as stated in **Article IV, Section 2**, and **Article V, Section 3** of these Bylaws. The provisions of this section apply only to those members of the Board of Directors elected by the general membership.

Section 9. Eligibility for Board Membership

A. To be eligible for election by the membership to serve on the Board of Directors, a person must have

(1) been a COMTO member in consistent good financial standing for at least one {1} year prior to the election date;

(2) paid the national dues amount appropriate to his or her membership category for the current year at least sixty (60) days prior to the election date, and

(3) a current employer who is an organizational member of LCCAA in good financial standing as of the election date.

B. To be eligible to be elected to the office of National Chair of the Board of Directors, a member must have

(1) been a LCCAA member in consistent good financial standing for at least three (2) years prior to the election date;

(2) paid the national dues amount appropriate to his or her membership category for the current year at least sixty (60) days prior to the election date,

(3) a current employer who is an organizational member of LCCAA in good financial standing as of the election date, and

(4) served with distinction as Board Member of LCCAA.

C. To be eligible to be elected to the office of Secretary-Treasurer of the Board of Directors, a member must meet the criteria articulated in Part A of this section. The member must also hold, or have held, a senior financial management position within the organization or company by which he or she is employed, or possess a similarly high level of demonstrable fiscal management experience.

Section 10. Vacancy of Board Positions

A. If a National Officer or At-Large Board member elected to the Board of Directors by the general membership should decline to serve or become incapacitated, such member's position on the Board of Directors shall be declared vacant by the Board of Directors and shall be filled by the Board of Directors for the expired term.

B. If a National Officer elected to the Board of Directors by the general membership becomes temporarily incapacitated, the member's position shall be declared vacant by the Board of Directors and shall be filled by the Board of Directors until either:

- (i) such member of the Board of Directors term expires or
- (ii) such member of the Board of Directors is no longer incapacitated and can resume his or her duties as a member of the Board of Directors.

C. If an Advisor appointed to the Board of Directors should decline to serve or become incapacitated, the Board of Directors shall declare such member's position on the Board of Directors vacant and the Board of Directors shall appoint another Advisor.

D. If an Advisor appointed to the Board of Directors becomes temporarily incapacitated, the member's position shall be declared vacant by the Board of Directors and the Board of Directors shall appoint another Advisor until either:

- (a) such member of the Board of Directors term expires or
- (b) such member of the Board of Directors is no longer incapacitated and can resume his or her duties as a member of the Board of Directors, whichever occurs first.

E. If a chapter Presidents' representative appointed to the Board of Directors should decline to serve or become temporarily or permanently incapacitated, the member's position shall be declared vacant by the Board of Directors and shall be filled by the alternate representative selected by said council until either:

- (a) such member of the Board of Directors term expires or
- (b) such member of the Board of Directors is no longer incapacitated and can resume his or her duties as a member of the Board of Directors, whichever occurs first. The chapter Presidents may waive its entitlement to have a seat vacated by the Board representative from said Council filled by an alternate from said Council, and may grant the Board of Directors the option of filling the vacated position with an eligible LCCAA member of its choosing.

Section 11. Resignation of Board Members Any member of the Board of Directors may resign at any time by giving written notice to the National Chair, with a copy to the Secretary/Treasurer. Such resignation shall take effect at the time specified therein, or, if no time specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 12. Board Meetings

A. All meetings of the Board of Directors shall be at the call of the National Chair, or at the call of a majority of the members of the Board of Directors, and may be held at a place designated by the National Chair.

B. The Board of Directors shall have its annual meeting one (1) time within each 12-month period at a time and place designated by the National Chair. The annual meeting of the Board of Directors may be held in conjunction with the annual meeting of the membership, and may be rescheduled beyond the 12-month cycle in the event that the annual meeting of the membership is so rescheduled. The annual meeting of the Board of Directors may not be convened or participated in electronically.

C. The Board of Directors shall have three face-to-face meetings, including the annual meeting, and three interim/telephone meetings per year. Failure of any LCCAA Board member, elected or appointed, to attend the annual meeting and/or one of the two remaining duly called face-to-face meetings, and/or two of the three duly called interim/telephone meetings, shall render that Board Member subject to removal from office in accordance with these Bylaws. A duly called meeting is any meeting, by any medium of communication, for which prospective attendees have been issued advance notice of at least the minimum number of notification days for that meeting as set forth in the appropriate section of these Bylaws.

D. Executive sessions of the Board of Directors may be called by the National Chair, and may be convened in conjunction with, but separately from, a duly called meeting of the full Board of Directors. When possible, notice of such meetings must be provided in advance of the proposed date of such meeting. All executive sessions of the Board of Director are to be closed to anyone who is not a member of the Board of Directors, unless invited to the meeting by the officiating officer. Executive Sessions held outside of the annual meeting of the Board of Directors may be convened electronically and, in such case, must be duly recorded and documented.

E. Special meetings of the Board of Directors may be called at any time by the National Chair or by a majority of the members of the Board of Directors. Such meetings may be called upon notification by the National Chair, setting forth the date and objectives of such proposed special meeting, or by a majority of the Board of Directors. Written notice of the time, place and purpose of such meeting shall be mailed, at least fourteen (14) days prior to the date fixed for the holding of special meetings of the Board of Directors, to each member entitled to vote at such meeting. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting. In the absence of any objection, the presiding officer may vary the order of business or add thereto at his or her discretion. Special meetings may be convened electronically but, in such case, said meeting must be duly recorded and documented.

Section 13. Quorum at Board Meetings

A. At each Annual Meeting of the Board, the presence in person of members representing the majority of voting members of the Board of Directors shall constitute a quorum. Said quorum may conduct the business and take the actions authorized for that body within these Bylaws, except where a specific majority vote may be required for a specific action by these Bylaws.

B. For Executive Sessions of the Board and for Special Meetings of the Board, Board members in good standing that are present in person at any such duly called meeting -- including those members in good standing participating telephonically and/or represented by non-proxy votes received by

mail and/or electronic mail as of the deadline of the vote as allowed by these Bylaws -- shall be considered present at said meeting. Board members represented as allowed by these Bylaws by votes received by mail and/or electronic mail as of the deadline of the vote shall be considered present only for that subject vote. Board members present at said meeting representing the majority of the Board of Directors in good standing shall constitute a quorum. Said quorum may conduct the business and take the actions authorized for the Board of Directors within these Bylaws, except where a specific majority vote may be required for a specific action by these Bylaws.

Section 14. Removal of Board Members

A. A member of the Board of Directors may be removed for just cause, as this term is defined these Bylaws.

B. A member seeking removal of a member of the Board of Directors must submit a written Recommendation for Removal stating the alleged grounds for removal to the National Chair, who shall distribute it to the Board of Directors for their review and consideration. Should the member at risk of removal be the National Chair, the Recommendation for Removal shall be submitted to the First Vice-Chair and the other recipient stated herein. The National Chair shall forward written notification to the Board member at risk of removal that a Recommendation for Removal has been received, which shall state the alleged grounds for removal.

C. If the Board is to consider a Recommendation for Removal during a duly called meeting, the Recommendation for Removal must be received by the Board member at risk of removal at least thirty (30) days before the meeting at which such removal will be considered. A special meeting of the Board of Directors may be convened to consider the removal of a Board member, but said meeting must be scheduled at least thirty (30) days from the date the Board member at risk of removal received notification of the Recommendation for Removal. Such a special meeting may be held electronically if duly recorded and documented.

D. The Board member at risk of removal shall have 30 days from receipt of said Recommendation to submit a written Request for Reconsideration of Removal, showing cause as to why his or her Board membership should not be revoked. Such cause must be presented to the National Chair, who shall distribute it to the Board of Directors for their review and consideration. Should the member at risk of removal be the National Chair, the Request to Reconsider Removal shall be submitted to the First Vice- Chair and the other recipient designated herein.

E. The membership of any Board member may be terminated by a three-fourths (3/4) vote of the members of the Board of Directors. Documentation of the decision must reflect that this same 3/4 vote found that continuation of the Board membership in question would be detrimental to the best interests of the LCCAA.

Section 15. Compensation All elected National Officers shall serve LCCAA on a volunteer basis and shall not receive compensation for governing or advisory services rendered to LCCAA in fulfillment of board member responsibilities. Reasonable expenses incurred by LCCAA Board members in the execution of their duties to the organization may be reimbursed by the National Office if the National Chair received notice of, and granted approval of, the cost and expense in advance of the expenditure.

ARTICLE VI: LOCAL CHAPTERS

Section 1. Charter of Local Chapters

A. LCCAA chapters are subgroups of the national organization and must subscribe to and operate in accordance with the Bylaws and Articles of Incorporation of LCCAA.

B. The Board of Directors must charter all local chapters.

C. The Board of Directors may establish local chapters of COMTO in accordance with policies and based upon criteria developed at its discretion.

D. Effective January 01, 2021, all local Chapters must subscribe to and operate in accordance with an Agreement of Good Standing, which contains terms, conditions, policies and procedures established by the Board of Directors.

Section 2. Guidelines for Local Chapters In order to maintain its certification and affiliation with LCCAA National, each local chapter must, at all times, observe the following requirements:

A. The local chapter shall forward a copy of all newsletters, releases, publications and written programs to the National Office simultaneously with or in advance of release of said document.

B. Each local chapter shall be responsible for maintaining its own financial records and bookkeeping, and for preparing for its annual audit. Chapters must reconcile accounts and submit said reconciliations to the National Office at least thirty (30) days prior to its annual audit.

C. The local chapter shall inform the National Office of all plans for seminars, workshops and program development activities fifteen (15) days or more in advance of said event.

D. The local chapter shall adopt its own dues structure to ensure the timely payment of local and national dues by each dues-paying chapter member and the chapter as a whole.

E. Effective January 1, 2021, all local chapters must have the same fiscal year as the National Office, January to December

F. If a local chapter elects to use the tax-exempt status of the National Office, the local chapter shall not file its own return with the IRS and must submit all financial statements to the National Office by January 31st of each year.

G. The local chapter shall use LCCAA's logo on their stationery for national identification purposes.

H. All presidents of local chapters shall execute the Certificate As To Compliance With Bylaws and must be active members of LCCAA in good standing.

I. From time to time, the Board of Directors may adopt additional guidelines for local chapters. Adherence by the local chapter to such additional guidelines shall also be required in order for each local chapter to maintain its affiliation with LCCAA.

Section 3. Sanctions Against Local Chapters

A. Any repeated or sustained violation by local chapter of any article or section of these Bylaws may subject such local chapter to expulsion from LCCAA at the discretion of the Board of Directors. Such expulsion shall terminate all rights, duties, and obligations owed by COMTO to such local chapter, with the possible exception of the pro-rated refund of chapter member dues to the members of said chapter. Thereafter, any such local chapter may not hold itself out as being chartered by LCCAA.

B. The procedure for expelling a local chapter from LCCAA shall be;

(a) any member or non-member must submit evidence to the CEO or National Chair that such local chapter has violated the Bylaws;

(b) the local chapter shall be notified of such violation;

(c) the local chapter shall have a chance to present evidence to the CEO or National Chair within thirty (30) days of receiving notification that such violation did not occur, or that corrective measures have been taken and specifying the timeline within which these measures will be completed subject to approval by the Board of Directors; and

(d) if the violation has not been satisfactorily corrected within the timeline approved by the Board of Directors, the Board may, by majority vote, expel such local chapter.

C. The members of an expelled chapter are eligible to join another chapter of LCCAA by making an application for a change in chapter affiliation to the National Office through the selected chapter.

D. Any members documented as being directly involved in, and/or knowledgeable of, the activities leading to the chapter's suspension shall be deemed to be not in good standing with LCCAA. Said members may make application for membership in another chapter of LCCAA, but acceptance of said application(s) will be at the sole discretion of the Board of Directors.

ARTICLE VII: MEMBERSHIP AND CHAPTER REGIONS

Section 1. Membership and Chapter Regions

A. The membership and chapters of LCCAA shall be divided into four regions for the sole purposes of research, analysis and organizational development. Such divisions do not entitle any region to any rights or privileges, nor do they engender any region with an identity separate from that of the chapters of which that region is comprised.

B. LCCAA shall be comprised of the regions, each of which shall be comprised of the following states/territories

Region I: NORTHEAST CHAPTER

Maine, Vermont, New Hampshire, Massachusetts, Connecticut, New York, Rhode Island, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia, Washington D.C.

Region II: MID WEST CHAPTER

Illinois, Indiana, Iowa, Kansas, Michigan, Missouri, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin

Region II: SOUTH CHAPTER

Alabama, Arkansas, Delaware, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, Oklahoma, North Carolina, South Carolina, Tennessee, Texas, Virginia, West Virginia

Region VI: WEST COAST CHAPTER

Idaho, Nevada, Arizona, Washington, Oregon, California, Utah, Montana, Wyoming, Colorado, New Mexico,

Section 2. Additional Regions

Alaska, Hawaii, Puerto Rico, the U.S. Virgin Islands, the Caribbean, and Central America

Additional regions may be established by action of the Board of Directors to engage and enroll Loyola Alumni members in U.S. territories and other countries in the mission and membership of LCCAA.

ARTICLE VIII: GENERAL PROVISIONS

Section 1. Fiscal Year LCCAA's fiscal year shall commence on January 1 and end on December

Section 2. Corporate Seal The Board of Directors may adopt a corporate seal to be of such design as it may approve. All chartered chapters of LCCAA are required to have this seal appear on their stationery and all official correspondence without modification or variation. All officers and elected officials of LCCAA are required to have this seal appear on official correspondence on behalf of a LCCAA chapter, the Board of Directors, or the LCCAA national office.

Section 3. Notice Unless otherwise specified in these Bylaws or in the Articles of Incorporation, whenever any notice of a meeting is required to be given under provisions of the Articles of Incorporation or these Bylaws:

(a) such notice shall be given either personally, by telephone, by mail, or electronically, addressed to the national chair, or member at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for such meeting or

(b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, transmitted by facsimile or electronically, or delivered to any other delivery company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice. The inclusion of a notice of a meeting of LCCAA in the official publication, mailed to all members in good standing, shall constitute sufficient notice.

Section 4. Just Cause for Disciplinary Action, Suspension or Removal The conduct comprising just cause for which a member or officer may be removed includes, but is not limited to:

(1) gross misconduct; (2) fraud; (3) theft; (4) bribery; (5) failure to disclose an actual or potential conflict of interest; (6) any conduct which negatively impacts the internal morale of LCCAA; (7) any conduct which negatively impacts the public profile of LCCAA; (8) any conduct resulting in indictment by any federal, state/territorial or local court; or (9) any conduct, activity or inactivity in direct or indirect contravention of any provision within these Bylaws or the LCCAA Articles of Incorporation.

ARTICLE IX: ORDER OF BUSINESS

Section 1. Order of Business Meetings of LCCAA shall be conducted in an orderly and logical manner in such order as may be determined advisable by the presiding officer; provided, however, that if any objection to the order of business so adopted is sustained by a majority of those present, the regular order of business shall prevail such as determined by the majority.

Section 2. Robert's Rules of Order Robert's Rules of Order shall govern the deliberations of LCCAA where not otherwise governed by these Bylaws.

ARTICLE X: CONFLICTS OF INTERESTS

Section 1. Conflicts of Interests

A. As soon as a duality of interest or possible conflict of interest on the part of any member of the Board of Directors is known, or reasonably should have been known, any such conflict shall be disclosed to the other members of the Board of Directors and made a matter of record.

B. Action by the Board of Directors in connection with such interest shall also be disclosed in writing and made a matter of record. The minutes of that meeting shall reflect that: the conflict was

disclosed; the party, who is subject to the conflict, abstained from voting on the matter; and a quorum was present.

C. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter whenever such duality or possible conflict of interest shall arise. If requested by a majority of the Board of Directors, the foregoing requirements shall not be construed as preventing the member of the Board of Directors, who is subject to the conflict, from briefly stating his or her position in the matter and/or answering pertinent question of other members of the Board of Directors.

ARTICLE XI: FUNDS AND SECURITIES

Section 1. Designation of Depositories Funds shall be deposited in such depositories as shall be approved by the Board of Directors

Section 2. Withdrawals Funds may be withdrawn by check signed by the CEO for ordinary and customary operating expenses within the guidelines approved by the Board of Directors and the Secretary-Treasurer and in accordance with the policies set by the Budget and Finance Committee of the Board.

Section 3. Negotiable Securities and Valuable Documents All negotiable securities and valuable documents shall be kept in a safe place in a deposit box or place for collection at a bank approved by the Board of Directors. Access to such deposit box shall be limited to the Treasurer and the CEO, except as otherwise approved by the Board of Directors.

Section 4. Attestation and Corporate Seal Unless otherwise provided by the Board of Directors, documents for which an attestation is required shall be signed by the CEO or National Chair and shall be attested to by the most senior available National Office Staff Member, who shall affix the seal thereto, if required. The attestation shall constitute certification that the signature of such documents has been properly authorized as provided herein.

Section 5. Audit of Accounts

A. An independent auditor shall audit the accounts of the National Office, at least once each year, in accordance with the instructions of the Board of Directors.

B. Each local chapter shall be responsible for maintaining its own financial records and bookkeeping, and for preparing for its annual audit. Chapters must reconcile accounts and submit said reconciliations to the National Office at least thirty (30) days prior to its annual audit. C. Each chapter shall be audited once a year by an auditor selected and contracted by the

National Office. The original of each chapter audit shall be sent to the National Office, and a copy retained by the chapter.

Section 6. Bonding and Securities The Board of Directors may require any officer or employee to give bond, in such sum as may determined by the Board of Directors, with surety or sureties satisfactory to the Board of Directors, conditioned upon faithful performance of the duties of such officer or employee, which bond shall be approved by the Board of Directors and shall be deposited for safekeeping with the Secretary-Treasurer, except that any bond of the Treasurer shall be deposited with the National Chair. The expense of furnishing said bond should be paid by LCCAA.

ARTICLE XII: INDEMNIFICATION

Section 1. Indemnification for Conduct Based Upon Reasonable Cause

A. The Board of Directors may, in its sole discretion, indemnify, subject to the availability

of funds, any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right or LCCAA), by reason of the fact that he or she is or was a member of the Board of Directors, officer, member of the National Office Staff or committee member against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her connection with the defense or settlement of such action, suit or proceeding including any appeal thereof.

B. Indemnification as described in Part A of this Section will only apply if the party acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of LCCAA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

C. The termination of any such action, suit or proceeding, by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be, in or opposed to, the best interests of LCCAA, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Limits on Indemnification and Suit

A. Notwithstanding Section 1 herein, the Board of Directors of LCCAA may, in its sole discretion, decide to indemnify any member of the Board of Directors, officer, members of the National Office Staff or committee member.

B. Nothing in these Bylaws shall be construed to require the Board of Directors to indemnify any of the above-referenced individuals.

C. The Board of Directors, in its sole discretion, may initiate or cause to be initiated any suit or proceeding, whether civil, criminal, administrative, or investigative.

Section 3. Indemnification of Expenses To the extent that a member of the Board of Directors, officer, members of the National Office Staff or committee member has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she may be indemnified, subject to the availability of funds, against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection herewith.

Section 4. Indemnification Determination Any indemnification (unless ordered by a court) shall be made by LCCAA only as authorized in the specific case upon a determination that indemnification of a member of the Board of Directors, officer, members of the National Office Staff or committee member, is proper in the circumstances because he or she has met the applicable standards of conduct set forth above. Such determination shall be made

(a) by the Board of Directors by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such action, suit or proceeding, or

(b) if such a quorum is not obtainable, by independent legal counsel in a written opinion.

Section 5. Indemnification of Expenses in Advance Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by LCCAA in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following any of the procedures set forth in the preceding paragraph that the member of the Board of Directors, officer, member of the Board of Directors, officer, members of the National Office Staff or committee member met the

applicable standard of conduct set forth in Section 1 and upon receipt of any undertaking by or on behalf of the member of the Board of Directors, officer, members of the National Office Staff or committee member to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by LCCAA as authorized in this section.

Section 6. Indemnification Limited by Applicable Law and Availability of Funds Any indemnification by LCCAA pursuant hereto shall only be made in the manner and to extent authorized by applicable law and subject to the availability of funds for such purpose, and such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

Section 7. Insurance LCCAA shall have the power to purchase and maintain insurance on behalf of any person who is or was a past, present or future member of the Board of Directors, officer, members of the National Office Staff or committee member, against any liability asserted against him or her and incurred by him or her in any such capacity while acting the scope of his or her duties, or arising out of his or her status as such, whether or not LCCAA would have the power to indemnify him or her against such liability under applicable law.

Section 8. Survival of Rights to Indemnification, as provided in this Article, shall continue as to a person who has ceased to be a member of the Board of Directors, officer, members of the National Office Staff or committee member and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 9. Limitation of Indemnification Notwithstanding anything to the contrary contained in this Article, neither the individual local chapter nor the local members or officers are entitled to the Indemnification contained herein.

ARTICLE XIII: AMENDMENTS

Section 1. Bylaws Amendments and Revisions

A. These Bylaws may only be amended or revised by a majority vote of the present and voting members at the duly called annual meeting of the membership.

B. Amendments and/or revisions to the Bylaws must be submitted in writing to the membership by the National Office and by posting the proposed revised version on the official LCCAA announcements / website with full and proper notification to the membership of such posting, at least thirty (30) days prior to the date of the annual meeting of the membership upon which such amendments will be considered. [End]

Loyola Alumni Chair Signed /



Phone 215-390-0202

**LOYOLA COLLEGE CHENNAI ALUMNI ASSOCIATION USA
LOCAL CHAPTER**

BY-LAWS

ARTICLE I ORGANIZATION

- Section 1 Chapter shall be known as the West coast Chapter, “**Local Chapter**”, of the Loyola College Chennai Alumni Association USA. “**National**”.
- Section 2 The office of the “**Local Chapter**” shall be located in the West coast area.
- Section 3 Mission Statement
- The purpose of the “**Local Chapter**” shall be to provide a forum which promotes networking, collaboration, professional development, and information sharing among Loyola College Chennai Alumni community and assist with their roles in connection with local community.

ARTICLE II OBJECTIVES

The objectives of the “**Local Chapter**” shall be to:

- a. Support the vision and mission of “Loyola College Chennai Alumni Association”
 - Vision
To promote the values of education we received from Loyola College, Chennai and elevate the vision, mission and the motto of our college “Let your light shine”
To connect, collaborate and celebrate as one Loyola Family.
 - Mission
 - To organize all chapter events such as seminars, webinars, conferences and any other similar educational, social and cultural programs.
 - To assist members in networking with other alumni’s in US, conduct educational and networking activities to enhance the professional and business development of our members.
- b. Increase participation in connection with “**Local Chapter**” operations.

- c. Continue to develop strategic goals to the charitable contributions and educational opportunities for the surrounding communities.

ARTICLE III MEMBERSHIP

Section 1 Membership in the **“Local Chapter”** shall be open to any person studied in Loyola College Chennai.

Section 2 Members shall be admitted upon the payment of all dues determined by **”National”**

Section 3 The Local Chapter’s membership classification shall be as stated within **“National”** Bylaws.

A. Individual

- o Any person who was a student at Loyola College Chennai who supports the goals and objectives outlined in these Bylaws. An individual Member must be current in his or her dues to hold an active member status.

B. Organizational Member

- o Any local business, government agency, institution, vendor or corporation who supports the goals and objectives outlined in the Loyola College Chennai Alumni Association Bylaws. The terms of organizational membership and the extent of organizational membership privileges shall be determined by the Board of Directors. An Organizational Member must be current in his or her dues to hold an active member status.

C. Student

- o Any Loyola College Chennai student who is currently a full-time research, graduate or undergraduate student with any major in US university.

D. Distinguished

- o Any former Loyola College student or Organizational member who distinguishes himself, herself or itself in the area of outstanding academic and scientific research or business and maintains an active role or interest in Loyola College Alumni. The Board of Directors shall establish standards and criteria for determining distinguished membership.

E. Lifetime

- o Any Loyola College Alumni member wish to choose the lifetime membership at a one-time payment of \$ 250

Section 4

Tenure:

Initial membership shall run from any member's date of enrollment to the end of the calendar year.

ARTICLE IV

DUES

The annual dues for all members shall be payable on or before the first day of January of each year as established by "National". These dues are categorized as follows:

- Individual - \$ 20
- Organizational Member - \$ 100
- Student - \$ 10
- Distinguished - Free

Membership funds will be disbursed to the Local Chapter on a quarterly schedule. Sharing of dues between local and national on a ratio 70/30.

ARTICLE V

MEETINGS

The "**Local Chapter**" shall meet as outlined below and as deemed necessary by the President, or the Presidents designee, to conduct the business of the "**Local Chapter**".

General Meetings:

General meetings will be held every month at a date, time and location or virtual meeting selected by the Executive Committee.

Special Meetings:

The President or the Executive Committee may call special meetings. An individual or a group may also call special meetings by petition. The petition must state the purpose of the meeting, must have at least 15 signatures of members in good standing, and shall be delivered to the Executive Committee who shall call said special meeting within 5 business days.

Notice of Meetings:

Written notice stating place, day, and hour of any meeting shall be delivered electronic mail to each member entitled to vote at such meeting, 5 to 10 business days prior to the meeting.

Quorum:

More than half of members in good standing, three (3) of whom may be members of the Executive Committee, shall constitute a quorum to make decisions on **“Local Chapter”** business.

Installation of Officers:

Newly elected officers will be installed at the December general meeting of even-numbered years.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1

Composition:

The Executive Committee shall consist of the officers of the **“Local Chapter”**, the Immediate Past President, and all current chairs of standing committees. Each member of the Executive Committee must be an active member of the **“Local Chapter”**. (Attended at least 8 out of 12 meetings annually and dues fully paid)

Section 2

Function:

The Executive Committee shall have the authority and the responsibility to direct and manage all affairs of the **“Local Chapter”** not expressly precluded by these By-Laws.

Section 3

Meetings:

The Executive Committee shall meet prior to regular meetings of the **“Local Chapter”** to review the agenda and make recommendations for actions by the membership.

Section 4

Notice:

Notice of meetings of the Executive Committee shall be given via email to each member of the committee, at least seven to ten (5-10) days prior to the meeting day.

Section 5

Quorum:

A majority of the Executive Committee members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. If less than a majority of the Executive Committee is present at said meeting, **“Local Chapter”** business may not be transacted.

Section 6

Informal Action:

Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by two-thirds of the Executive Committee members.

Section 7 Compensation:
Executive Committee members shall not receive any salaries or compensation for their service, nor shall they be reimbursed for expenses incurred for attendance at any regular or special meetings of the Executive Committee or the membership. All positions are volunteering with no financial remuneration.

ARTICLE VII ELECTION OF OFFICERS

Section 1 Elections of officers shall be held in November in even-number years by written ballot.

Section 2 The Nominating Committee shall be composed of the immediate Past President, or in the absence of the Immediate Past President the Past President, who shall act as Chairperson of the committee, and four (4) members, no more than one (1) of whom may then be serving as a member of the Executive Committee.

The four (4) members of the Nominating Committee shall be elected by the voting members at a regular meeting of members held in September of even-number years of which one of whom will serve as the Vice Chairperson.

Section 3 Meetings of the Nominating Committee:
The Chairperson of the Nominating Committee shall call at least one (1) meeting at a time and place reasonably convenient for all Committee members following the September general meeting, prior to the October general meeting.

The Committee members shall be notified in writing of the time and place of the meeting at which their participation shall be required. A majority vote of the Committee shall be required to select one (1) or more candidates for each of the offices of President, Vice-President, Corresponding Secretary and Treasurer. The Committee shall obtain the consent of each candidate to serve in the office.

Section 4 Reporting of the Nominating Committee:
The Report of the Nominating Committee, containing the slate of officers shall be forwarded to the President of the “**Local Chapter**” and presented to the membership at the October general meeting held before the November election of even-number years.

The President shall have a copy of the Report of the Nominating Committee made available to each member in good standing at the October general meeting. At this general meeting, additional candidates may be nominated from the floor for each office.

Section 5

Ballot:

A ballot containing the names of each candidate for each office will be forwarded via email to each member five (10) business days after the October general meeting. All ballots must be returned by email on or before November 15th of even-numbered years. Each ballot shall contain a “blank space” for writing in a nomination.

Section 6

Voting:

Each member in good standing is expected to vote. Members will vote by completing the ballot emailed to them, returning the ballot to the Nominating Committee who shall also serve as the Election Committee, appointed by the President.

Section 7

Counting of Ballots

After the close of the balloting, the Election Committee shall count the votes. Any member of the “**Local Chapter**” may observe such counting. The results of the election shall be reported to the President and announced at the December general meeting in even-number years. Newly elected officers shall assume office at the conclusion of the December General meeting in which they are installed.

ARTICLE VIII

OFFICERS AND RESPONSIBILITIES

Section 1

The officers of the “**Local Chapter**” shall be a President, Vice- President, Corresponding Secretary, Treasurer, and a national board member. There may be additional officers if deemed necessary by the Executive Committee. Any officers appointed will serve for a stated period of time, not to exceed the period of the next regular election of officers. All officers shall be members in good standing of the “**Local Chapter**” herein defined as being current with respect to dues payment.

Section 2

The President shall be the Chairperson of the “**Local Chapter**” and shall chair all meetings of the membership and the Executive Committee. The President shall have the power to appoint chairs of committees. The President shall sign with the Treasurer, on behalf of the “Local Chapter”, documents or contracts, which the local membership has authorized. The President shall perform all duties incident to the office of President and such duties as may be assigned by the membership or the Executive

Committee.

- Section 3 The Vice-President shall perform the duties of the President, in the absence of the President, and shall assist the President in the administration of the **“Local Chapter”**. *The Vice- President also responsible to get new members for the chapter and directly communicate with the existing members for their well-being.*
- Section 5 The Corresponding Secretary shall be the guardian of the Chapter records. The Corresponding Secretary is responsible for keeping the minutes of all the meetings of the membership and the Executive Committee, for keeping a current register of contact information of each member, for all official correspondence and notices in accordance with the provisions of these By-Laws, and other such duties as may be assigned by the President or the Executive Committee of the **“Local Chapter”**. All records must be digitally stored and accessible to all board members.
- Section 6 The Treasurer shall be responsible and have charge and custody for all funds, securities, and investments; for obtaining and distributing receipts as submitted from the members for money due and payable, the maintenance of all receipts of all funds and deposit of all monies in the insured depository; and the preparation of all necessary reports, including the Annual Budget Report and other duties as may be assigned by the President or by the Executive Committee. All records must be digitally stored and accessible to all board members.
- Section 7 National Board Member
The national board member will be assigned to local chapters as a liaison between the local chapter and the National Board and will communicate and guide the **“Local Chapter”** and attend chapter board meetings.
- Section 8 Election and Tenure:
The officers of the **“Local Chapter”** shall be elected in even-number years by the membership. Any member in good standing with the **“Local Chapter”** shall be eligible to hold office. No member may hold more than one (1) concurrent office. Officers are elected for a term of two (2) years.
- Section 9 Any officer elected or appointed may be removed by the membership for

cause at any time by two-thirds vote of the membership.

Removal for Cause

- The President, Executive Committee, and/or the membership may declare removal of an elected or appointed officer based on misfeasance, malfeasance, and/or nonfeasance.
 - Causes: misuse of funds; misuse of authority, obstruction of duties; falsifying and misrepresentation of Local and National office; or other offences affirmed by the Executive Committee.

Section 11 A vacancy in any office due to death, resignation, removal, disqualification, or otherwise shall be filled by the membership for the unexpired portion of the term.

ARTICLE IX COMMITTEES

Section 1 For each committee, the President shall appoint 1 or 2 persons to chair the committee. Each chair appointment and committee member shall continue until the next regular election of officers. The remaining members of the committee may volunteer or be appointed by the Chair of the Committee. Committees are listed as standing committees: These committees will co-ordinate with the **National Committee Chair**.

Standing Committees

- a. Scholarship Committee
- b. Scholarship Application Processing
- c. Membership Committee
- d. Marketing and Communication
- e. Special Events
- f. Budget-Finance
- g. Career Day Activities
- h. Business Development
- i. Newsletter
- j. Business Networking
- k. Teach and Research
- l. Internship Opportunity

(Any member can organize and volunteer these committees.)

Section 2 Vacancies in the Chair of any standing committee will be filled by the President in the same manner as provided in the case of the original appointment. The Chair for the remainder of the unexpired term shall fill vacancies occurring in the membership of said committee.

Section 3 Unless otherwise provided, the act of a majority of the members present at a meeting shall be the act of the standing committee.

Section 4 Each standing committee may adopt rules for its own governance consistent with these By-Laws and with the rules adopted by the Executive Committee.

Section 5 The President may establish an ad hoc committee that the President or the Executive Committee deems appropriate. The ad hoc committee shall have a specific task or function to perform that is limited in nature and in time frame. Once the task or function of the ad hoc committee has been completed, the committee shall cease to exist.

Ad Hoc Committees

- a. Chapter Advisory
- b. Bylaws

ARTICLE X CHECKS, DEPOSITS, AND FUNDS

Section 1 Checks and Drafts:
All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the **“Local Chapter”** shall be signed by the President and the Treasurer. This information to send the National Treasurer every quarter for accounting purpose.

Section 2 Deposits:
All funds of the **“Local Chapter”** shall be deposited immediately to the credit of the **“Local Chapter”** in such banks or any other federally insured depository only as the Executive Committee may select.

Section 3 Acknowledgements:
The Executive Committee will acknowledge in writing any awards, contribution, gift, bequest, or device for the general purpose or for any special purpose of the **“Local Chapter”**.

ARTICLE XI AMENDMENT

These By-laws may be adopted, amended or repealed by the vote of two-thirds of the members present and entitled to vote at any regular or special meeting of the **“Local Chapter”**. However, written notice to the membership, and written presentation of the proposed changes, must be distributed to all members at least one (1) month prior to the scheduled meeting. A copy of Amended By-Laws will be filed with **“National Board”**.

ARTICLE XII RULES OF PROCEDURE

Meetings, except as otherwise provided herein shall be conducted according to the most recent edition of Robert’s Rules of Order. The President shall determine the order of business.

APPROVALS:



K. G Mathew Tharakan – Chair

01-01-21

For National Board

Date
