



Bylaws of the NYC Charter Chapter of the International Coach Federation Inc.

Article I. Name of Chapter

The name of the Chapter shall be the NYC Chapter of the International Coach Federation Inc. (ICF NYC), hereinafter referred to as “Chapter.” The Chapter is organized and will operate under the laws of New York State and is authorized to operate as an ICF Chapter pursuant to the Chapter Agreement issued by ICF Professional Coaches and dated February 21, 2024, or any subsequent chapter agreements.

The NYC Chapter of the International Coach Federation Inc (ICF NYC) is a 501(c)(6) tax-exempt non-profit organization incorporated under the laws of the State of New York, USA.

The International Coaching Federation Professional Coaches shall hereinafter be identified as “ICF-PC” and is a 501(c)(6) tax-exempt non-profit organization incorporated under the laws of the State of Nevada, USA.

Article II. Purpose

Section 1. Chartered Purpose

The purpose of the Chapter is to engage in activities within its authorized Territory that are consistent with the policies of and advance the mission of the ICF-PC. The Chapter shall be governed in its operations and activities by a written statement of mission, vision and values, strategic plan, and ethics consistent with those established and approved by the ICF-PC.

Section 2. Legal Purpose

Notwithstanding any other provision of these articles, the purposes for which the organization is established are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws.

Section 3. Excluded Activities

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States revenue laws.

Article III. Authorized Jurisdiction of the Chapter

At all times subject to the terms and conditions of the Chapter Agreement entered into by and between the Chapter and ICF-PC, as well as these Bylaws, the Chapter is authorized to conduct its business, activities and operations in New York City, the Hudson Valley, and Long Island, hereinafter referred to as "Territory." The conduct of the authorized business and activities of the Chapter is limited to the above-identified Territory.

Article IV. Membership

Section 1. Qualification for Chapter Membership. Chapter membership shall be limited to ICF PC Members and eligible member representatives of ICF Coaching in Organizations each of whom shall meet the minimum requirements of membership of the ICF-PC and who must be ICF-PC members in good standing.

Section 2. Rights, Privileges, and Duties of Membership

- a. Rights and Privileges of Members: Each Member in good standing shall be entitled to cast one (1) vote on such matters as are properly placed before the Chapter's voting membership for action, including, but not limited to, the election of the Chapter's President and its Board of Directors. Each Member in good standing shall also be eligible to serve as an officer or director of the Chapter and as a member of its various committees, subject to such qualifications and/or limitations as may be set forth in these Bylaws.
- b. Duties of Members: Each approved Member of the Chapter shall be required to 1) comply with these Bylaws and the ICF Code of Ethics and such other rules and requirements as may be adopted from time to time by the ICF-PC and/or Chapter Boards of Directors; 2) agree to be subject to and bound by the Ethical Conduct Review Process of the ICF, as may be amended from time to time; and 3) timely pay all dues, fees, and other assessments as may be required as a condition of membership in the ICF-PC and the Chapter.

Section 3. Resignation.

Any Chapter member may resign his or her Chapter membership by providing written notice to his or her Chapter President or such other designee as the Chapter may select, provided that any resigning member shall remain liable for payment of any outstanding dues, fees, or other assessments of the ICF-PC and the Chapter. Resignation from membership in the ICF-PC will represent a concurrent resignation of membership from the Chapter.

Section 4. Suspension, Removal, or Expulsion.

In conformity with such policies as may be established by the ICF-PC and/or the Chapter, and subject to the requirements of applicable law, a Chapter member may be suspended, removed, or expelled from Chapter membership arising out of his or her violation of these or the ICF-PC Bylaws, violation of the policies of the Chapter and/or ICF-PC, a violation of the ICF Code of Ethics as determined under the ICF Independent Review Board's Ethical Conduct Review Process, a failure to pay required member dues, fees, and/or assessments, conduct in violation of the mission and/or purposes of the ICF PC and/or the Chapter, and such other conduct as places the ICF-PC and/or Chapter in an unfavorable light or is contrary to the best interests of the ICF-PC or the Chapter. All rights and privileges of membership shall immediately cease upon the expulsion, removal, or termination of membership.

Section 5. Transferability of Membership.

Membership in the ICF-PC and/or the Chapter shall be personal to the member and is both non-assignable and non-transferable to another person or entity. No member of the ICF-PC or the Chapter shall have any equitable or ownership rights or interests in the ICF-PC or the Chapter or their respective properties, funds, or assets.

Section 6. Membership Meetings.

- a. Regular Meetings/Notice: There shall be an Annual Meeting of the Chapter's membership. Other regular and scheduled meetings of the Chapter's membership may be held at such time(s) and place(s) as determined by the Chapter's Board of Directors. Written notice of the Annual Meeting and such other regular membership meeting(s) will be issued by the Chapter to each member in good standing not less than 30 days and not more than sixty (60) days prior to the date of the scheduled meeting. Such notice may be sent by postal service, overnight delivery, electronic mail, or by posting the notice on the Chapter website. Such notice shall include, where possible, an agenda for the

scheduled meeting as well as any officer or committee reports. Business to be transacted at the meeting may not be limited to those items identified on the agenda.

b. Special Meetings/Notice: Special meetings of the Chapter membership may be called by the Chapter's Board of Directors at any time or may be called by the Chapter Chair upon receipt of written request signed by at least 10% of the Chapter's voting membership in good standing within thirty (30) days of the filing of such request. Notice may be sent e-mail or by posting the notice on the Chapter website. The business to be conducted at such special meeting shall be stated in the notice, and no other business may be conducted at that time.

c. Eligibility for Attendance: Members of the Chapter in good standing may attend meetings of the membership, whether regular or special. At the sole discretion of the Chapter Board of Directors, additional non-member guests may be invited to attend.

d. Voting at Annual or Special Meetings:

- Each member of the Chapter in good standing, present and otherwise eligible to vote on matters (if any) placed before the membership at the Annual Meeting may cast one (1) vote on each such matter.
- Voting Format: Except where otherwise prohibited by applicable law, voting by eligible members may be conducted by postal service or by electronic mail ballot where appropriate as an alternative to written ballot.
- Quorum at Voting Threshold: At a meeting of the Chapter's membership a quorum for purposes of undertaking binding membership action shall consist of not less than ten (10%) of the Chapter's members who are in good standing and eligible to vote.
- Voting Threshold: Unless otherwise required by law, a majority vote of those members of the Chapter eligible to vote shall be required for binding action by the membership. Eligible voting members may vote by proxy executed in writing by the member using a form of proxy prescribed by the Chapter Board of Directors. Such proxy forms shall be retained with the minutes of the meeting.

e. Telephonic or Electronic Meetings: Except as otherwise prohibited by applicable law, meetings of Chapter membership may be conducted by telephone, video conference, or other electronic means so long as all members participating may hear each other simultaneously. Participation by electronic, video, or telephone conference shall conclusively constitute presence in person for the purposes of determining a quorum of membership at such meeting.

f. Rules of Order: The Chapter's Board of Directors shall determine the rules of order and procedure to be applied at meetings of the Chapter's membership and shall note in instances where it will differ from the most recent edition of Roberts' Rules of Order.

Article V. Dues, Fees, and Assessments

Section 1. Chapter Membership fees.

The Chapter Board of Directors will from time to time determine the amount and collection method of Chapter membership fees.

Section 2. Meeting and Event Fees/Registration.

The Chapter's Board of Directors shall have discretion as to the fees for registration or attendance at Chapter Membership Meetings or Chapter events.

Article VI. Board of Directors

Section 1. Authority and Responsibility.

The business and affairs of the Chapter shall be managed by and under the direction of its Board of Directors, subject to the terms and conditions of the Chapter Agreement between the Chapter and ICF-PC. The Board of Directors provides a visible and approachable representative of ICF at the local level.

Section 2. Board Composition.

The Chapter Board will be comprised of not less than three (3) and not more than 15 directors eligible to vote, including the Chapter's Officers, each of whom shall be a member in good standing of the ICF-PC and the Chapter. The number of directors that may serve on the Board may be increased or decreased by amendment of these Bylaws.

Director titles and roles are discretionary. These positions are not mandated; rather, they are flexible, so that they may be deployed in service of the membership's immediate and changing needs. The total number of Directors will vary, based on needs, in a given term.

Section 3. Eligibility

Subject to the provisions of Article IV as it relates to defining membership in the Chapter and ICF-PC, individuals eligible to serve on the Board shall be members in good standing of the ICF-PC and the Chapter.

In addition, to serve on the Chapter Board of Directors, an individual must meet the following eligibility criteria:

- a. Been a member of the Chapter for at least 6 months;
- b. Attended at least three chapter events;
- c. Served successfully as a Chapter volunteer in a positive manner, demonstrating this via the written support seconding your nomination from a peer volunteer;
- d. Demonstrate an understanding of the fiduciary responsibilities associated with a role on the Board;
- e. Not serve simultaneously on any other Board of Directors for an ICF chapter or other competing coaching industry organization;
- f. Commit to being able to fulfill all Board duties including attending a majority of Board meetings and to equitably co-hosting Chapter events; and
- g. To serve as an Officer, the individual must hold an ICF-credential or commit to qualifying for a credential, within one year from his/her appointment date. In addition, as fiscal stewards for the Chapter, the Officers who will be signatories on bank accounts, or hold a credit or debit card, must be able to meet the requirements of the chapter's banking institution.
- h. Existing Board Members seeking to be re-elected to a particular role or for a second term in his/her current role, must:
 1. have attended a majority of Chapter events and Board meetings within the present year; and
 2. obtain a majority vote of confidence from the Board prior to nomination.
 3. In addition, the above requirements for existing Board member re-election may be waived by a majority Board vote.
- i. To serve as President-Elect, an individual must be an existing Board member.
- j. To serve as President, an individual must be an existing Board member who possesses immediate experience as a member of the Board's Executive Committee.
- k. The Immediate Past President will automatically progress from role of President at completion of his/her term.

If an otherwise-qualified Chapter member has not met the event participation and/or time pre requirements, an exception may be made to allow the individual to run with a majority vote of the current Board.

Section 4. Nominations.

Subject to the membership eligibility requirements of Article IV, Section 1 of these Bylaws and Article VI, Section 3, a Nominating Committee comprised of three (3) Members (excluding current Board members) appointed by the Chapter's President and approved by majority of the current Board will be charged with identifying and creating a list of nominees for vacancies on the Board.

The Nominating Committee will notify all Members via email of the coming election and the Board positions becoming vacant and invite eligible Members to notify the Nominating Committee of their interest in serving on the Board by way of submitting a professional bio and completed application.

The Board will submit to the Nominating Committee, its own list of names, indicating which ones are being put forward as candidates for positions that are open for election, which are existing Board directors being nominated to the roles of President and President-Elect, and which ones are there to serve for a further period of their current term (or as Immediate Past President).

The Nominating Committee will submit the Slate of Nominees as a complete list of nominees (both the list of nominees to vacant seats combined with the Board's nominations list) to the Chapter Board for its review and approval. The Chapter Board shall be responsible for placing the list of director nominees before the voting membership of the Chapter.

Section 5. Election.

Where there are no competing nominations, the Chapter Secretary or Treasurer, after consulting with the Board, shall cast a unanimous ballot on behalf of the Membership for the qualifying Candidates.

Otherwise, voting by Chapter members will proceed. At least thirty (30) days prior to the Annual Meeting of the Chapter's membership, the Chapter's President or Secretary shall provide all voting members of the Chapter in good standing with the list of nominees for the Board of Directors. The election may be held at the Annual Meeting of the Chapter's membership or by mail or electronic ballot sent to each member eligible to vote at his or her address or email of record with the Chapter. If

the election held by mail or electronic ballot, each completed ballot shall be received by the Chapter's President or Secretary within thirty (30) days of the date of issuance in order to be counted.

There is no minimum voting threshold for elections, but all voting members of the Chapter in good standing are encouraged to participate in the election process. The Secretary will so note these proceedings and record them in the Minutes of the subsequent Board meeting. New Board members will begin their terms in January.

Section 6. Term of Office.

Elected members of the Board of Directors of the Chapter shall serve terms of 2 year(s). No director may serve more than three consecutive terms as a Director in any capacity without a one-year break in service, with the exception of the Immediate Past President, who automatically serves a fourth term.

Upon the President's completion of his or her two-year term in office, the exiting President will automatically become the Immediate Past President for a term of one (1) year in the succeeding term or, at the current President's request, for an additional year.

Director terms shall be staggered to ensure continuity of leadership.

Section 7. Vacancies.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The appointee so approved will serve for the remaining period of the current Board term, at which time the seat will be filled by the normal election process.

Section 8. Removal.

Except as otherwise required by law, a Director may be removed for cause by a majority vote of the members of the Chapter Board eligible to vote at any regular or special meeting of the Board where a quorum is present. The Director who is the subject of the removal action will be provided with prior written notice of the removal action and the nature of the "cause" and be provided with an opportunity to appear before the Board and/or respond in writing to the charges. The Director shall not be permitted to appear with or by legal counsel. A Director may also be removed for absence from three (3) consecutive regular Board meetings.

Section 9. Resignation.

Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Chapter President or Secretary. Such resignation shall take effect at the time specified in the notice or upon receipt by the President or Secretary where no effective date is specified.

Section 10. Quorum and Action by the Board.

Unless a greater proportion or number is required by applicable law, a majority of the Directors then in office and eligible to vote shall constitute a quorum for the transaction of Chapter business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such meeting.

Section 11. Voting.

Each Director shall have one (1) vote on matters properly submitted to the Chapter President for a vote. Proxy voting by Chapter Board members is prohibited.

Section 12. Compensation.

Directors will not receive compensation for their service on the Board but may be reimbursed for documented out-of-pocket costs and expenses in accordance with such reimbursement policy as may be approved by the Chapter Board.

Section 13. Meetings of the Board.

- a. Frequency and Form. The Chapter's Board shall meet not less than six (6) times per fiscal year of the Chapter either in-person or virtually. Regular meetings shall be held at such time, place and location as may be determined by the Board. Special meetings of the Board may also be called by the Chapter President or any three (3) voting members of the Board. The request should contain the agenda for the special meeting.
- b. Confidentiality. All Board business conducted under the name of the NYC Chapter of the International Coach Federation Inc. is confidential unless otherwise stated or required by law.
- c. Meeting Procedures. Questions about Board proceedings at meetings shall be determined by good judgment on the part of the President and other Board members. Robert's Rules of Order (revised) may be used at meetings

except where such rules conflict with the laws of the State of New York. Robert's Rules of Order (revised) may be suspended by a majority vote of the Board or qualified members of the Chapter present at a meeting at which a quorum is present. In the event a vote is required by the Board with regard to a Board member, it will be done by a secret ballot unless the Board votes otherwise.

Section 14. Notice.

Notice of regular meetings of the Chapter Board shall be given by the Chapter President or Secretary to each member of the Board either personally, by postal service, telephone, or electronic communication not less than fourteen (14) days prior to the date of the scheduled meeting. The matters to be discussed and voted upon at any duly called meeting of the Board shall not be limited to those set forth in the notice. Notice of specially called meetings of the Board shall be provided to each Board member either personally, by postal service, telephone, or electronic communication not less than five (5) days prior to the date of the specially called meeting. Matters placed before the Board for discussion and vote shall be limited to those set forth in the notice.

Section 15. Telephone/Electronic Meetings.

Except where otherwise prohibited by law, members of the Board of Directors may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all participating members may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 16. Waiver.

A Director's attendance at any meeting of the Chapter Board shall constitute a waiver of notice of such meeting, except where attendance at the meeting by the Director is for the purpose of objecting to the called or convened meeting.

Section 17. Action by Unanimous Consent.

Where permitted by applicable law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board and such unanimous written consent is filed with the minutes of the Board's meeting.

Article VII. Officers

Section 1. Officers.

The Officers of the Chapter will be comprised of President, Immediate Past President, President-Elect, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

Section 2. Election and Term of Office.

Officers of the Board serve a two-year term. In accordance with the eligibility requirements listed in Article VI, Section 3, and the nominations process in Article VI, Section 4, the roles of Secretary and Treasurer are open to any qualified Chapter member applying to a vacant Board position while the nominees to the roles of President-Elect and President are put forth from existing Board members by the current Board. All Officers are elected by the Membership during Chapter Elections.

The Immediate Past President's election and term is governed as per Article VI, Section 6.

Section 3. Term Year.

The term year of officers of the Chapter Board shall be from January 1 to December 31.

Section 4. Removal.

An officer may be removed by the Board of Directors, including the President, for cause and where the best interests of the Chapter will be served. The officer will be provided with prior written notice of such removal action and be afforded the opportunity to appear before the Board to respond to the removal action. Such removal shall require a majority vote of the voting members of the Board.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the majority vote of the Board of Directors for the balance of the unexpired term.

Section 6. President.

The President is the chief elected officer of the Chapter and shall preside at all meetings of the Chapter membership and Board of Directors and shall perform all duties assigned under these Bylaws or assigned to this person by the Board of Directors.

The President shall sign any instruments or documents that may be executed lawfully on behalf of the Board. The President, if unavailable, may turn the meeting over to the President-Elect or other Board member. The President has the overall responsibility for leadership in developing programs, ensuring that plans and assignments are carried out, and seeing that the chartered chapter fulfills its obligations to the ICF. The President should be familiar with the policies and procedures of the ICF, including compliance with the ICF Chartered Chapter Agreement and with the chapter's Bylaws, and with the duties of all Officers, Directors, and committee chairpersons.

Section 7. President-Elect.

In the absence of the President, the President-Elect shall preside at meetings of the Chapter membership and Board. The President-Elect shall also carry out all duties assigned by these Bylaws and by the President or the Chapter Board of Directors.

The President-Elect fully supports the President in all aspects of leading the Board and carrying out its initiatives. In case of the absence or disability of the President, or at his/her request, the President-Elect shall perform all of the duties of the President. The President-Elect shall serve the membership in dealings with outside individuals and organizations; in the promotion of membership enrollment; the planning and execution of special activities to increase awareness of the Chapter and coaching, and following-up on these approved initiatives, projects, and other programs. The President-Elect may participate in action learning activities, as requested by the President, as a means of preparing to assume the role of President, if a vote of confidence and Board majority vote should be granted. The President-Elect should also be familiar with the policies and procedures of the ICF, with the Chapter's Bylaws, and with the duties of all other Officers, Directors, and committee chairpersons.

Section 8. Secretary.

The Secretary shall keep the minutes of the Chapter's Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her

by the President or the Board of Directors. The Secretary may be assisted by an Assistant Secretary assigned by the Board.

The Secretary shall support the President in the smooth and orderly conduct of the proceedings of the Board including: maintaining the integrity of the Chapter's Bylaws; taking Board member attendance; following Robert's Rules of Order (revised); managing the agenda; and recording and distributing the minutes of Board meetings.

The Secretary shall maintain an e-manual of the official proceedings of the NYC Chapter of the International Coach Federation, and have the e-manual accessible at all meetings of the Board and membership. The binder shall include the chapter's Articles of Incorporation, Bylaws, Board Meeting agendas and minutes, policies, procedures, Board decisions, guidelines, Financial Reports, passwords, Director role descriptions, and other proceedings of the Board and organization membership.

The Secretary shall maintain a record of the number of terms served by each Board member, in a particular role, as well as a record of their attendance. The Secretary shall perform other duties and have such authority as shall from time to time be assigned by the President.

Section 9. Treasurer.

The Treasurer shall submit all annual financial statements, audits, and reports to the Board of Directors and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Treasurer may be assisted by an Assistant Treasurer assigned by the Board.

The Chapter was established as a cash-based entity. The Treasurer shall execute the Chapter's official financial transactions and keep accurate books of the Chapter's accounts on a cash basis. The Treasurer will present a brief Financial Report at each Board meeting. The Treasurer will prepare a final financial report each year that will be submitted to ICF Global, the chapter's accountant, and/or any taxing authorities. The Treasurer will have authority to sign checks for reimbursements approved by the President and may use the Chapter's credit card when pre-approved by the President.

No single Board member may request that the Treasurer remit monies to him or herself, any other Board member, or vendor.

The Treasurer, in support of the President, will ensure all expense thresholds and authorizations, as defined in the Chapter policies are adhered to and pre-approvals or votes of the Board obtained.

Section 10. Immediate Past President.

The Immediate Past President plays an important role in the transition from the previous term of the Board of Directors. She/he shall advise the Board of Directors on Chapter decisions as well as having a vote on the Board.

Section 11. Compensation.

Officers will not receive compensation for their services but may be reimbursed for reasonable and documented out-of-pocket costs and expenses according to an established Chapter reimbursement policy.

Section 12. Executive Director.

The Board of Directors may choose to appoint or retain the services of an Executive Director, who shall serve at the approval of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees and manage and administer the day-to-day operations of the Chapter. The Chapter may pay compensation to the Executive Director and to agents and employees for services rendered in reasonable amounts. The Executive Director shall serve as an ex-officio, non-voting member of the Chapter's Board and Executive Committee, where applicable. The Executive Director may not concurrently serve as an elected member of the Board.

Article VIII. Committees and Teams

Section 1. Executive Committee.

The Executive Committee shall consist of a subset of Board members, including Officers and/or Directors, as determined by the President, during each term. The Executive Committee, whose purpose is to oversee the strategic direction of the chapter, will meet periodically, outside of Board meetings, while also keeping the Board apprised of key discussions and bringing key issues to a vote at Board meetings. The President may also consult with any other Board member, at any time, to facilitate the Chapter's business.

A majority of the Executive Committee shall constitute a quorum. Action taken by the Executive Committee shall require a majority vote of the members of the Committee at a meeting where a quorum is present. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the President or any three (3) members of the Committee.

Section 2. Other Committees and Teams.

The Board of Directors shall determine what standing and special committees or teams it deems reasonable and necessary to the efficient and effective operation of the Chapter. The Chapter Board shall appoint such committees or teams and their chairs. The Board of Directors may also dissolve such committees or teams in its discretion by a majority vote of the Board.

Section 3. Telephone Meetings.

Except where otherwise prohibited by law, the members of any Chapter committee may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Article IX . Miscellaneous

Section 1. Rules.

The Chapter's Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures, and programs of the Chapter and which are not inconsistent or in conflict with the Bylaws, policies, procedures, and programs of the ICF-PC.

Section 2. Fiscal Year.

The fiscal year of the Chapter shall be from January 1 to December 31.

Section 3. Amendments.

- a. Recommendation for Amendment: These By-laws may be amended when recommended by a committee appointed by the President, or upon a vote from at least ten percent (10%) of the qualified members of the Chapter. Prior to any vote of the members, any amendments to the Chapter's Bylaws must first be submitted to, and approved by, the ICF. Upon receipt of approval from the ICF, the President shall then have the recommended amendments posted on the Chapter's website. In addition, the amendments will be broadcast to the membership.
- b. Amendment Approval: A vote of qualified members shall decide the issue by a vote of 10% of the membership. A proposed amended set of Bylaws shall be considered ratified and effective when carried by 10% of the Chapter

membership. The official guidelines will be so amended and posted on the organization's website. The Secretary will maintain a set of all Bylaws, past and current. All the material changes to the Bylaws proposed by the Board will be posted on the Chapter's website at least two weeks prior to the membership's vote deadline. The Board will determine a deadline after which votes received will be invalid. Upon the majority vote of the Board, the voting deadline may be extended.

Section 4. Dissolution.

In the event of its dissolution, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as described in sections 501 (c) (6) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future IRS codes, or to the Federal, State, or local government for exclusive public use.