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5 **THE NEW YORK CHAPTER**
6 **OF THE**
7 **AMERICAN COLLEGE OF PHYSICIANS, Inc.**
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10 **BYLAWS**

11 **ARTICLE I**

12 **OFFICES**

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18 Section 1.1 The name of the Corporation shall be the New York Chapter of the American College of
19 Physicians, Inc.

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21 Section 1.2 The offices of the corporation are located at 744 Broadway, Albany, NY. The corporation
22 may also have such other or successor offices as the Council shall from time to time determine.
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24 **ARTICLE II**

25 **PURPOSES**

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28 Section 2.1 The purposes of the Chapter are exclusively charitable and educational as set forth in the
29 Articles of Incorporation of the Chapter and include the organization of those members of the American
30 College of Physicians (the "ACP") who are members of the Chapter, in order to further the objects and
31 purposes of the ACP.
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33 Section 2.2 The Chapter is subject to any limitations and restrictions imposed on it by the Bylaws of
34 the ACP or by any resolution passed by the Board of Regents of the ACP, and if it does not comply with
35 such restrictions the Chapter shall be required (without limiting any other actions which may be required
36 of it), upon request of the ACP, to cease being a Chapter of the ACP or using the name of the ACP.
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38 Section 2.3 Notwithstanding any other provision of these Bylaws:

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40 (1) No part of the net earnings of the Chapter shall inure to the benefit of any director or officer of the
41 Chapter or any private individual (except that reasonable compensation may be paid for services
42 rendered to or for the Chapter affecting one or more of its purposes); and no director, officer or any
43 private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution
44 of the Chapter. No substantial part of the activities of the Chapter shall be the carrying on of propaganda,
45 or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in
46 (including the publication or distribution of statements) of any political campaign on behalf of any
47 candidate for public office.
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50 (2) The Chapter shall not conduct or carry on any activities not permitted to be conducted or carried
51 on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and
52 its Regulations as they now exist or as they may hereafter be amended, or by an organization,
53 contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as
54 they now exist or as
55 they hereafter be amended.
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(3) Upon dissolution of the Chapter or the winding up of its affairs, the assets of the Chapter shall be distributed exclusively to the charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

(4) The Chapter is organized pursuant to the New York Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for non-profit purposes.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership in the Chapter shall consist of those persons who are members of the ACP and whose mailing address for purposes of receiving notices and publications of the ACP is in New York.

Section 3.2 A Chapter member shall automatically be accorded the same class of membership as such member holds in the ACP. Only a Chapter member who belongs to the Member, Fellow, or Master class of membership shall be entitled to hold an office of the Chapter or vote on Chapter matters except as noted in Section 5.1, provided, however, that other members may vote in the election of members of advisory boards or committees composed solely of members of such class, and may be appointed to serve as a voting member of a chapter committee.

Section 3.3 The Chapter will be divided into five Regions identical to the Governor regions established by the ACP, designated as Manhattan and Bronx, Brooklyn, Queens and Staten Island, Long Island, Hudson Valley, and Upstate. Each region shall be composed of three Districts, except Upstate, which shall have four. Each district shall be geographically comprised of specific counties, or in the case of counties with two Districts, boundaries shall be defined by specific zip codes. The counties comprising each district are listed in Table 1. Each District shall have a Council member, as defined in Section 5.1, who shall appoint a district president. The District President shall be responsible for planning local district activities. The Districts may have a local Planning Committee consisting of members and Associates and shall periodically meet to discuss matters of importance to the membership in the District.

Table I: Regions and Districts in the New York Chapter ACP

| Region | Districts | Counties |
|------------------------------------|-----------------------|---|
| Manhattan and Bronx | Bronx | Bronx |
| | Manhattan | Manhattan |
| | Manhattan | Manhattan |
| Brooklyn, Queens and Staten Island | Brooklyn | Kings |
| | Queens | Queens |
| | Staten Island | Richmond |
| Long Island | Nassau East | Nassau Eastern Zip Codes |
| | Nassau West | Nassau Western Zip Codes |
| | Suffolk | Suffolk |
| Hudson Valley | Hudson Valley South | Putnam, Rockland, Westchester |
| | Hudson Valley Central | Columbia, Dutchess, Green, Ulster, Orange, Sullivan |
| | Capitol | Albany, Clinton, Essex, Franklin, Fulton, Hamilton, Madison, Montgomery, Otsego, Rensselaer, Saratoga, Schoharie, Schenectady, Warren, Washington |
| Upstate | Buffalo | Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Orleans, Niagara, Wyoming |

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| | Rochester | Livingston, Monroe, Ontario, Seneca, Wane, Yates |
| | Syracuse | Cayuga, Cortland, Herkimer, Jefferson, Lewis, , Oneida, Onondaga, Oswego, St. Lawrence, |
| | Southern Tier | Broome, Chenango, Chemung, Delaware, Schuyler, Steuben, Tioga, Tompkins |

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The specific zip codes that comprise the East and West Nassau and North and South Manhattan districts shall be determined by the Council.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4. 1 All meetings of the members shall be held at the registered office or at such other place either within or without the State of New York, as the Council may from time to time determine.

Section 4.2 An annual meeting of the members shall be held in each calendar year at such time as the Council shall determine. The purpose of the annual meeting shall be for transacting that business which shall be brought before the members of the Chapter. Special meetings of the members, for any purpose permitted under the articles of incorporation and by statute may be called by the president, the council or at least ten percent of the members entitled to vote at such meeting upon written request delivered to the secretary of the corporation. When called by the members, the notice of such demand delivered to the secretary of the corporation shall state the date when such meeting shall be held.

Section 4.3 Written notice of any meeting of members, stating the place, the date and hour and the purpose or purposes of the business to be transacted thereat, shall be served upon or mailed, postage paid, to each member at such address as appears on the books of the Corporation, not less than ten nor more than fifty days before such meeting, unless a greater period of notice is required by statute in a particular case. When called by members as set forth above, the meeting shall take place not less than two or more than three months from the date the secretary receives said written demand. Upon receipt of the demand, the secretary shall promptly give notice of the meeting. If (s)he fails to do so within five business days thereafter, any member signing such demand may give such notice."

Section 4.4 Except as may be otherwise provided by statute or by the Articles of Incorporation or by these Bylaws, a quorum for the transaction of business at any meeting of members shall consist of no less than 100 of those members eligible to vote. Methods of notice for meetings of the members shall be consistent with those outlined in Section 10.4.

Section 4.5 Except as may be otherwise provided by statute or by the Articles of Incorporation or by these Bylaws, the vote of a majority of the members entitled to vote who are present in person shall decide any question brought before any meeting.

ARTICLE V

COUNCIL (BOARD OF DIRECTORS)

Section 5.1 The Board of Directors, which shall be known as the Council, shall consist of the Governors of the Chapter (among whom shall be the Officers), the Governor(s)-elect, if any, twenty-one elected Chapter members, one from each of the sixteen geographic districts of the state and one at large member from each of the Regions. Council members (other than officers and Resident/Fellow Members)

136 shall serve staggered three-year terms. Council members may not be reelected to a consecutive term.
137 Each of the sixteen Council members elected from the Districts shall serve as or appoint the President of
138 the local District. A Resident/Fellow Member from each of the five Regions shall also serve on the
139 Council. The Governors shall appoint Resident/Fellow Members. Resident/Fellow Members shall have
140 one-year terms and may be reappointed up to a total of two additional terms.
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143 Section 5.2 The Council shall ensure through the nominating process that members nominated for
144 election to Council will reflect the diversity of the Chapter. An election shall utilize mail or electronic
145 notifications, in accordance with New York State law.
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147 Section 5.3 Council seats shall be filled by election by the members within the respective Districts, or, in
148 the case of an at large seat, the respective Region. If a vacancy in any Council seat will last less than 12
149 months, the vacant position shall be filled by appointment by the Governor of the Region. In the fall of
150 each year the Council President shall appoint a Council Nominations Committee comprised of members
151 representing each of the Chapter's regions. The Council Nominations Committee will solicit input from
152 current councilors, district presidents and members regarding potential candidates for the open seats. A
153 solicitation for nominations will be sent via e-mail (and via fax or US mail to those without email
154 addresses) to all members. The Council Nominations Committee will consider and evaluate all candidates
155 submitted for nomination. The committee will formulate a Slate of Nominations with one candidate for
156 each open seat. The Slate of Nominations will be distributed to the membership as above with a 30 day
157 time frame within which alternative candidates may be nominated with the endorsement of 2.5% of the
158 membership in the affected District or Region. Ballots for the contested elections (those with an
159 alternative candidate) will be e-mailed (or sent via fax or US mail to those without e-mail addresses).
160 Balloting will conclude 30 days after distribution of the ballots. The Council will review and elect all non-
161 contested nominees.
162

163 Section 5.4 The duties of the Council shall be those ordinarily performed by a Board of Directors of a
164 corporation, The Council shall manage the business and affairs of the Chapter, and may exercise all such
165 powers of the Chapter and do all such lawful acts and things as are not by statute or by these Bylaws
166 directed or required to be exercised and done by the members of the Chapter or by the President of the
167 Chapter.
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171 **ARTICLE VI**

172 **COUNCIL MEETINGS**

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175 Section 6.1 The meetings of the Council may be held at such place within New York or elsewhere as the
176 President may designate from time to time or as may be designated in the notice calling the meeting.
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178 Section 6.2 Regular meetings of the Council shall be held no less than three times per year, one of
179 which is at the Annual meeting of the Chapter, and at such times and places as shall be determined from
180 time to time, by resolution of the Council. Notice of each regular meeting of the Council shall specify the
181 time and place of the meeting and shall be sent to each Council member at least fourteen days before
182 the meeting. An organizational meeting of the new Council may be held at the same place and
183 immediately after the annual meeting at which the Council members were elected. No notice need be
184 given to the newly elected Council members in order to legally constitute the meeting.
185

186 Section 6.3 Special meetings of the Council may be called by the Governors, President or the Secretary
187 upon written request of any six members of the Council on ten business day's notice to each Council
188 member. Notice of each special meeting of the Council shall specify the date, time, place and the
189 purpose of the meeting.
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191 Section 6.4 A majority of Council members entitled to vote shall constitute a quorum for the transaction
192 of business, and the acts of a majority of the Council members present at a meeting at which a quorum
193 is present shall be the acts of the Council, except as may be otherwise specifically provided by statute or
194 by these Bylaws. If a quorum shall not be present at any Council meeting, the Council members present
195 thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting
196 or of the business to be transacted other than by announcement at the meeting at which such
197 adjournment is taken.
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200 Section 6.5 Council members may participate in a meeting of the Council by means of conference
201 telephone or similar communications equipment by means of which all persons participating in the
202 meeting can hear each other, and all Council members so participating shall be deemed to be present in
203 person at the meeting, except where a person participates in the meeting for the express purpose of
204 objecting to the transaction of any business on the grounds that the meeting is not lawfully called or
205 convened.
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207 Section 6.6 Any action which may be taken at a meeting of the Council may be taken without a meeting
208 if a consent or consents in writing setting forth the action so taken shall be signed by all of the Council
209 members and shall be filed with the Secretary of the Corporation and with the minutes of the
210 proceedings of the Council.
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212 **ARTICLE VII**

213 **OFFICERS**

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216 Section 7.1 The officers shall be a President, Treasurer, and Secretary. The officers of the Chapter shall
217 be elected by vote of the council from amongst the Governors and Governors-elect of the Chapter. The
218 officers shall be Fellows or Masters of the American College of Physicians. These officers, the non-officer
219 Governors and any Governors-Elect shall comprise the Executive Committee, which shall have the
220 authority to exercise all powers of the Council between meetings of the Council. The Executive
221 Committee shall keep records of any actions and report at the next meeting of the Council for its
222 approval or disapproval.
223

224 Section 7.2 The Officer Nominating Committee shall recommend candidates for the offices of President,
225 Treasurer, and Secretary. The officers' term of office shall be one year. The President may not succeed
226 him(her)self.
227

228 Section 7.3 The Council may remove any officer or council member from their position on the Council,
229 whenever, in its judgment, the best interests of the Chapter will be served thereby. A vote of
230 three-quarters of the sitting members of the Council will be required to take this action. If the office of
231 any officer becomes vacant because of removal by the Council, death, resignation or any other reason,
232 such vacancy shall be filled by a majority vote of the Council from among the other non-officer
233 Governors, unless otherwise specifically provided by statute or by these bylaws. Any person so elected
234 shall serve until a successor is elected or at any special meeting of the members duly called for that
235 purpose and held prior thereto. If this section is in conflict S.706 of the New York Not-for-Profit
236 Corporation law, the provisions of the New York Not-for-Profit law shall govern.
237

238 Section 7.4 The Council may appoint such other officers, assistant officers and agents as the needs of
239 the Chapter may require who shall hold their positions for such terms and shall have such authority and
240 shall perform such duties as from time to time shall be determined by resolution of the Council.
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242 Section 7.5 The Council shall approve salaries and benefits for all chapter employees. In addition,
243 expense allowances for Council members, officers, and other individuals shall be approved by the
244 Council.
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THE PRESIDENT

Section 7.6 The President shall be the presiding officer of the Chapter. The President shall preside at meetings of the membership, the Council and the Executive Committee. He/she shall be an ex officio member of all committees and shall make all committee appointments unless otherwise specified by the Bylaws.

Section 7.7 The term of the President shall commence at the close of the annual ACP national membership meeting. The term of the president shall be one year. If a vacancy occurs in the office of President, the Treasurer shall assume the Presidency for the remainder of that term.

Section 7.8 The President shall execute bonds, mortgages and other contracts, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Chapter.

TREASURER

Section 7.9 The Treasurer shall discharge the duties of the President in the absence of the President and shall perform other duties as the Council may prescribe or the President delegate. The term of the Treasurer shall be one year, beginning and ending at the conclusion of the Annual Meeting.

Section 7.10 The Treasurer shall maintain custody of the Chapter funds and securities, shall keep full and accurate accounts of receipts and disbursements and shall deposit all funds of the Chapter in such depositories as shall be designated by the Council. The Treasurer shall file an accurate and timely tax return for the organization and its subsidiaries each year.

Section 7.11 The Treasurer shall pay all bills and expenses of the Chapter and report to the Council, as requested, but at least annually, on all transactions and the financial condition of the Chapter..

Section 7.12 If required by the Council, the Treasurer shall give the Chapter a bond in such sum and with such surety or sureties as may be satisfactory to the Council, for the faithful discharge of the duties of the office.

Section 7.13 If a vacancy occurs in the office of the Treasurer, the Secretary shall assume the office for the remainder of that term.

SECRETARY

Section 7.14 The Secretary or designee shall attend all sessions of the Council and meetings of the members and record all the votes of the Chapter and the minutes of all the transactions, and shall perform like duties for the committees of the Chapter when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Council, and shall perform such other duties, as may be prescribed by the Council or Governors, under whose supervision the Secretary shall be.

Section 7.15 If a vacancy occurs in the office of Secretary, an interim Secretary shall be appointed by the Executive Committee of the Council who shall, subject to ratification by the Council, assume the office for the remainder of that term.

ARTICLE VIII

THE GOVERNORS

303
304 Section 8.1 The Governors shall be elected pursuant to the provisions of the Bylaws of the ACP and
305 shall serve for such term and shall perform such functions as are set forth in such Bylaws. The Governors
306 shall (1) attend meetings of the members and of the Council; (2) act as a liaison between the Chapter
307 and (a) the College and (b) other Chapters; (3) report periodically to the College's Council of Governors
308 on activities of the Chapter, (4) promote applications for membership in the College and evaluate any
309 recommendations of the Chapter's Credentials/Membership Committee for such membership; and (5)
310 perform such other duties as the Council may prescribe or delegate to them. The Governors shall have
311 general supervision of the Chapter and shall see that all orders and resolutions of the Council are carried
312 into effect.
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314 **THE GOVERNOR(S)-ELECT**

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316 Section 8.2 The Governor-Elect of a Region, when selected, shall perform the functions of the Governor
317 in the absence of the Governor.
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319 **ARTICLE IX**

320 **COMMITTEES**

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322 Section 9.1 The Council may designate and create standing or temporary committees in addition to
323 those provided for in these Bylaws. Such committees shall have such duties and responsibilities, as the
324 Council may deem appropriate. The President shall appoint the committee chairs. Each chair shall serve
325 for one year or until a successor is named. Each President shall review all committee chairs. The
326 Governors may serve as nonvoting members of the committees. Committee member and chair
327 appointments should reflect the diversity of the Chapter.
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330 **AWARDS AND RECOGNITIONS COMMITTEE**

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332 Section 9.2 The Executive Committee shall serve as the Awards and Recognitions Committee. The
333 Governors, Governor-Elect, and Immediate Past Governors shall serve on the committee.
334

335 Section 9.3 The committee shall select awardees for the annual awards based on a call for
336 nominations, review of applications, and selection and recommendation of award candidates to
337 the Council. The committee shall also make recommendations for nominations of members of
338 the Chapter for national ACP awards or recognition.
339

340 **BUDGET AND FINANCE COMMITTEE**

341
342 Section 9.4 The President shall annually appoint a Budget and Finance Committee, which shall include
343 the Treasurer, who serves as chair of the committee, and at least two members of the Council. The
344 Governors shall serve as non-voting members of the Committee.
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346 Section 9.5 The Committee shall:

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348 (1) Prepare an annual budget for financial or legal activities of the Chapter, which
349 shall be approved by the Council.
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351 (2) Provide liaison with any and all accounting and legal firms retained by the
352 Chapter.
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354 (3) Assure that appropriate financial statements are prepared, review all prepared financial statements
355 and provide appropriate internal audits of the financial activities of the Chapter.
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357 (4) Obtain audits of the Chapter financial activity whenever deemed necessary.
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359 **BYLAWS COMMITTEE**

360 Section 9.6 The President shall appoint a Bylaws Committee.

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362 Section 9.7 The committee shall recommend, as required, bylaws changes to the membership.

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364 **MEMBER ENGAGEMENT COMMITTEE**

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366 Section 9.8 The President shall annually appoint a Member Engagement Committee to review activities
367 of the Chapter related to membership recruitment and retention and the Chapter's ongoing
368 communications activities. Any recommendation of the Committee shall be referred to the Council for
369 action.

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371 Section 9.9 The Committee shall also:

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373 Actively seek members who might qualify for Fellowship and encourage them to apply for advancement
374 and seek nonmembers of the ACP who by their special background and achievements might qualify for
375 direct admission to Fellowship.
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379 **GOVERNOR'S NOMINATING COMMITTEE**

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381 Section 9.10 Two years prior to a Governor's term expiring, (s)he shall appoint a Chair for the
382 Governor's Nominating Committee and a committee of no less than three members of the Chapter who
383 reside in that Governor's region. The Committee shall submit to the national Governors' Subcommittee on
384 Nominations, as requested by the ACP, the names of two candidates for the position of Governor-Elect of
385 the Region. The two candidates must be nominated from among the Chapter's Masters and Fellows,
386 neither candidate having previously served as Governor in the Chapter. The election process will be
387 conducted pursuant to the Bylaws of ACP.
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390 **OFFICER'S NOMINATING COMMITTEE**

391
392 Section 9.11 An Officer Nominating Committee shall be appointed by the Chapter President and shall
393 consist of no less than five members of the Council. The Officer Nominations Committee shall
394 recommend candidates for the offices of President, Treasurer, and Secretary.
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397 **COUNCIL NOMINATING COMMITTEE**

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399 Section 9.12
400 The President of the Chapter, upon recommendation of the Governors, shall appoint a Council
401 Nominating Committee comprised of members representing each of the Chapter's regions and appoint
402 the committee chairman. The committee will solicit input from current councilors, district presidents and
403 members regarding potential candidates for open Council seats. The committee will consider and
404 evaluate all candidates submitted for nomination and will formulate a Slate of Nominations with one
405 candidate for each open seat (see section 5.3)
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408 **EDUCATION COMMITTEE**

409 Section 9.13 The Host Governor(s) will annually appoint one or more Education Committees, including
410 at least one member of the Council. The Governors shall serve as nonvoting members of the Committee.
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412 Section 9.14 The Committee shall plan regional scientific and other Chapter educational meetings.
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414 **ARTICLE X**

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GENERAL PROVISIONS

REPORT TO MEMBERS

Section 10.1 The President shall submit at the annual meeting of the members a full report of conditions and finances of the Chapter together with a review of its acts for the preceding year.

CHECKS AND NOTES

Section 10.2 All checks or demands for money and notes of the Chapter shall be signed by such officer or officers or designees as the Council may from time to time designate.

FISCAL YEAR

Section 10.3 The fiscal year of the Chapter shall be from July 1 of one year to June 30 of the following year.

NOTICES

Section 10.4 Whenever, under the provisions of the statutes of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail, charges prepaid, or by recognized delivery service to the appropriate address appearing on the books of the Chapter or supplied by him to the Chapter for the purpose of notice, or by publication in a newsletter. Notice shall be deemed to have been given when delivered in person or three days after being deposited in the United States mail or with a recognized delivery service.

Section 10.5 Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

LIABILITY AND INDEMNIFICATION

Section 10.6 Subject to any limitations imposed by statutes, the Chapter shall indemnify any current or former officer, Council member or employee who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Chapter) by reason of the fact that such person is or was a representative of the Chapter, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Chapter, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to these Bylaws in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful

471 misconduct or recklessness; and provided, further, however , in instances of a claim by or in the right of
472 the Chapter, indemnification shall not be made under this section in respect of any claim, issue or matter
473 as to which the person has been adjudged to be liable to the Chapter unless and only to the extent that
474 the court determines upon application that, despite the adjudication of liability but in view of all the
475 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses
476 that the court shall deem proper.

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478 Section 10.7 Unless ordered by a court, any indemnification under section 10.6 or otherwise permitted
479 by law shall be made by the Chapter only as authorized in the specific case upon a determination that
480 indemnification is proper in the circumstances because the applicable standard of conduct set forth under
481 that section has been met. Such determination shall be made by the Council by a majority vote of a
482 quorum consisting of Council members who were not parties to the action or proceeding; if such a
483 quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Council
484 members so directs, by independent legal counsel in a written opinion; or by the members.

486 **DUES AND FEES**

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489 Section 10.8 The Council shall establish the dues annually. The annual dues for the various classes of
490 membership shall not exceed the annual dues for the same respective classes of membership in the ACP.
491 The annual dues shall not be assessed against any member who is exempt from the payment of annual
492 dues to the ACP, unless such member is exempt solely because of the payment of a life membership fee
493 to the ACP.

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495 Section 10.9 All dues, fees and assessments shall be collected by the ACP and remitted to the Chapter.

496 **PARLIAMENTARY AUTHORITY**

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499 Section 10.10 The procedure for all meetings of the Chapter shall be according to the American Institute
500 of Parliamentarians Standard Code of Parliamentary Procedure.

501 **ARTICLE XI**

502 **AMENDMENTS AND FUNDAMENTAL CHANGE**

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507 Section 11.1 The Articles of Incorporation or Bylaws may be altered, amended or repealed by a majority
508 vote of the members entitled to vote thereon at any regular or special meeting duly convened after
509 notice to the members of that purpose, or, to the extent permitted by law, by a majority vote of the
510 members of the Council at any regular or special meeting duly convened, subject always to the power of
511 the members to change such action by the Council members; provided, however, that no such
512 fundamental change as the foregoing or such as a merger, division or dissolution shall be effective
513 without the approval of the Board of Regents of the ACP.

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516 Approved by ACP
517 Board of Regents, April 10, 2000
518 Modified Jan 2003 - App'd Regents 7/03
519 Name Change appr'd 10/03
520 Amended 4/05 – Approved by Council – app'd Regents 1/06
521 Amended 2007 & 2009 – app'd Regents 5/15/09
522 Amended October 2011 by Council
523 Amended by BOR and accepted 2/14/12
524 Amended by chapter and approved by BOR 11/5/16
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