

INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION, INC.  
SAN FRANCISCO CHAPTER

BY-LAWS

As Amended October 23, 2008

**INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION, INC.  
SAN FRANCISCO CHAPTER  
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1 ARTICLE I: GENERAL PROVISIONS

2  
3 Section 1.01: Name

4  
5 The name of this organization shall be the San Francisco Chapter (herein referred to as the  
6 "Chapter") of the Information Systems Audit and Control Association, Inc. (and herein referred to  
7 as the "Association"). The Chapter, apart from its innate affiliation with the international  
8 Association, is an independent entity from any other association, enterprise, or entity.

9  
10 Section 1.02: Principal Office

11  
12 The principal office and meeting place of the Chapter shall be located at such place as the  
13 Chapter Board shall determine. The Chapter Board is granted full power and authority to change  
14 said meeting place from one location to another.

15  
16 Section 1.03: Purpose and Objectives

17  
18 This organization is an affiliated chapter of the Association. Its purpose is the same as that of the  
19 Association, namely: "to promote the education of individuals for the improvement and  
20 development of their capabilities relating to the auditing of and/or management consulting in the  
21 field of Information Systems audit and control, pursuant to Section 501(c)(6) of the Internal  
22 Revenue Code of 1986, as amended, and in accordance with California law.

23  
24 More specifically, the objectives of the association, and of this Chapter, are:

- 25
- 26 (a) to promote the education of, and help expand the knowledge and skill of its members in  
27 the interrelated fields of auditing, information systems audit and control, and IT  
28 governance;
  - 29
  - 30 (b) to encourage a free exchange of Information Systems audit and control techniques,  
31 approaches, and problem solving by its members;
  - 32
  - 33 (c) to promote adequate communication to keep members abreast of current events in  
34 Information Systems audit and control that can be beneficial to them and their employers;
  - 35
  - 36 (d) to communicate to management, auditors, and to Information Systems professionals the  
37 importance of establishing controls necessary to ensure the effective organization and  
38 utilization of information systems resources; and
  - 39
  - 40 (e) to promote the Association's professional certifications.

41  
42 ARTICLE II: MEMBERSHIP AND DUES

43  
44 Section 2.01: General

45  
46 **Classifications and Qualifications:** Membership in the Association is a requirement for  
47 membership in the Chapter. Therefore, upon joining the Chapter, a person must also join the  
48 Association, with accompanying rights and responsibilities.

- 49
- 50 (a) Member - any person interested in the purpose and objectives of the Chapter as stated  
51 in Article I shall be eligible for membership in the Chapter, and the Association, subject

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52 to rules established by the Association Board. Members shall be entitled to vote and  
53 hold office.

54  
55 (b) Retired Member - any member who presents proof of retirement status, subject to rules  
56 established by the Association Board. Retired members shall be entitled to vote and  
57 hold office at the Chapter level.

58  
59 (c) Student Member - full-time student currently enrolled in a degree program of an  
60 accredited college or university, subject to rules established by the Association Board.  
61 Proof of enrollment shall be submitted annually to the Association. Student members  
62 shall be entitled to vote and hold office at the Chapter level.

63  
64 Section 2.02: Admissions

65  
66 (a) Potential members shall:

- 67 1. Meet the requirements of membership as outlined in Article II, Section 1.
- 68 2. Complete an Association membership application form.
- 69 3. Pay required dues to the Chapter and the Association.

70  
71 (b) Membership in the Association shall be conferred upon an individual when the  
72 Association has received the required Association dues for that individual.

73  
74 Section 2.03: Dues

75  
76 (a) Chapter dues shall be payable on or before 1 January of each year, in an amount  
77 determined by the Chapter Board, plus Association dues.

78  
79 (b) A member whose dues are in arrears for more than 60 days shall no longer be deemed  
80 a member.

81  
82 (c) A member shall forfeit membership if dues have not been paid to the Association and to  
83 the Chapter as required.

84  
85 Section 2.04: Chapter Area

86  
87 The specific geographical areas served by the San Francisco Chapter are the California Counties  
88 of San Francisco, San Mateo, Alameda, Marin, Sonoma, Solano, and Contra Costa. In addition,  
89 Members-At-Large or prospective members who live or work outside of these counties may join  
90 this Chapter, if not contrary to the Association by-laws.

91  
92 Section 2.05 Termination

93  
94 The Chapter Board, at any meeting at which a quorum is present, may, by a two-thirds vote of  
95 those present, recommend to the International Board termination of membership for any Chapter  
96 member who, in the Chapter Board's judgment, has violated the by-laws or who has been guilty of  
97 conduct detrimental to the best interests of the Chapter or Association. Such termination by the  
98 International Board shall be final and shall cancel all rights, interest or privileges of such members  
99 in the services or resources of the Chapter.

100  
101 **ARTICLE III: MEETINGS**

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103 Section 3.01: Annual Membership Meeting

104  
105 (a) Purpose

106  
107 An Annual Meeting of the Chapter shall be held for the purpose of announcing the results  
108 of the election of officers and directors for the ensuing term, for receiving reports from  
109 current and retiring officers and committees, and for transacting such other business as  
110 may properly come before such meetings.

111  
112 (b) Time and Place

113  
114 The regular meeting in July shall be known as the Annual Meeting held at such time and  
115 place as the Chapter Board shall determine.

116  
117 (c) Notification of Meeting

118  
119 Written notifications shall be sent to all members. The notification should include the date,  
120 time and location of the Annual Meeting including the general nature of the business to be  
121 transacted, and it should be sent at least 30 days prior to the date selected. No failure in  
122 delivery of such notices shall invalidate the meeting or any action taken thereat.

123  
124 Section 3.02 Regular Membership Meetings

125  
126 The regular meetings of the Chapter shall be held at least quarterly, at such time and place as the  
127 Chapter Board shall determine, unless otherwise ordered by the Chapter Board.

128  
129 Section 3.03 Special Membership Meetings

130  
131 (a) Special Meetings

132  
133 Special Meetings to transact Chapter business may be called by the President, the  
134 Chapter Board, or the President of the Association.

135  
136 (b) Time and Place

137  
138 The Special Meetings shall be held at a time and place determined by the Chapter Board.  
139 Special Meetings shall be scheduled to coincide with regular monthly education events  
140 when appropriate.

141  
142 (c) Notification of Meeting

143  
144 All members shall be sent written notification of business to be transacted, and the date  
145 and location of each Special Meeting at least one week in advance of the date selected.  
146 No failure in delivery of such notices shall invalidate the meeting or any action taken or  
147 proceedings thereat.

148  
149  
150 Section 3.04 Quorum and Voting

151  
152 Thirty members shall constitute a quorum and all members present in person shall be eligible to  
153 vote at any meeting of the Chapter.

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154  
155 Voting shall be by ballot unless waived by the majority of the members present.  
156

157 All business coming before the members at meetings of the Chapter shall be approved by a  
158 majority vote of those present in person or by written ballot unless otherwise required by these by-  
159 laws.  
160

161 **ARTICLE IV: DIRECTORS**  
162

163 Section 4.01: Number and Composition of the Chapter Board  
164

165 (a) The five elected officers of the Chapter (see ARTICLE V, Section 5.01)  
166

167 (b) Seven elected Directors  
168

169 (c) The latest past president of this Chapter  
170

171 Section 4.02: Elections  
172

173 The election of Directors shall be in accordance with Article VI. A Director may be elected to two  
174 consecutive terms.  
175

176 Section 4.03: Term of Office  
177

178 Elected Directors shall take office at the conclusion of the Annual Meeting following election and  
179 shall hold office for two years or until a successor shall have been duly elected and taken office or  
180 until the director is removed from office or resigns.  
181

182 Section 4.04: Duties and Responsibilities  
183

184 (a) The Chapter Board shall be the governing body of this Chapter and its action shall be final,  
185 unless otherwise specifically provided by these by-laws or those of the Association.  
186

187 (b) The Chapter Board shall provide for an independent audit of the financial affairs of the  
188 Chapter, annually, and at such other times as it may deem advisable.  
189

190 Section 4.05: Meetings of the Chapter Board  
191

192 (a) The Chapter Board shall hold at least four meetings annually at such time and place as it  
193 may elect. Board meetings may be held by conference telephone call. At such meetings,  
194 a quorum must be present to conduct business coming before the Chapter Board. To  
195 constitute a quorum, a majority of the total membership of the Chapter Board then in office  
196 must be present in person or on the conference telephone call.  
197

198 All business coming before the Board for approval shall be approved by a majority of those  
199 present unless otherwise required by the by-laws.  
200

201 (b) At all meetings of the Board, the President, if present, shall act as Chairperson. In the  
202 absence of the President, the First Vice President shall act as the Chairperson. In the  
203 absence of the President and the First Vice President, the Secretary shall call the meeting  
204 to order and preside over the election of a temporary presiding officer. The members of

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205 the Board, who are present shall by majority vote choose one among them to act as  
206 Chairperson for that meeting.

207  
208 (b) Notice of meetings of the Chapter Board shall be given to each Director in advance of the  
209 meeting in writing, or as the Chapter Board may otherwise direct, but no failure in delivery  
210 of such notices shall invalidate the meeting or any action taken or proceedings thereat.  
211 Written notice may be waived by unanimous consent of the Directors.

212  
213 (c) Special Chapter Board meetings may be called by the President or any three members of  
214 the Chapter Board. The President may also request an email vote by the Chapter Board  
215 on time-sensitive matters that require action before the next regular Chapter Board  
216 meeting. The email communication requesting the vote must be sent to all Chapter Board  
217 members, and the email vote shall be ratified at the next regular Chapter Board meeting.

218  
219 (d) Members of the Chapter Board may participate in a meeting through use of conference  
220 telephone or similar communications equipment, so long as all members participating in  
221 such meetings can hear one another, and a majority of the Chapter Board members agree  
222 to the meeting in advance.

223  
224 Section 4.06: Expenses

225  
226 Chapter Board members and members of the committees may receive such reimbursement for  
227 expenses as may be fixed or determined by the Chapter Board. Chapter Board members shall  
228 not be paid any compensation for their services, except in those special cases, when designated  
229 by the Chapter Board, where the Chapter Board member shall be appointed to fill a paid position.

230  
231 **ARTICLE V: OFFICERS**

232  
233 Section 5.01: Chapter Officers

234  
235 (a) Officers

236  
237 The elected Officers of the Chapter shall be the President, First Vice President, Second  
238 Vice President, Secretary, and Treasurer.

239  
240 (b) Term of Elected Officers

241  
242 i. Elected Officers shall take office at the conclusion of the Annual Meeting following  
243 election and shall hold office until a successor shall have been duly elected and  
244 taken office or until the officer resigns or is removed.

245  
246 ii. Chapter Officers shall be eligible for re-election. No member shall be eligible to  
247 serve more than two consecutive terms in the same office.

248  
249  
250 (c) Duties

251  
252 i. President

253  
254 The President shall be the executive head of the Chapter and, when present, shall  
255 preside at all meetings of the members of the Chapter and of the Chapter Board.

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256 The President shall exercise general supervision of the affairs of the Chapter and  
257 shall be responsible for the enforcement of the by-laws and the execution of all  
258 orders and resolutions of the Chapter Board. The President shall keep the  
259 Chapter Board fully informed and shall frequently consult it concerning the  
260 business and activities of the Chapter and shall make, on behalf of the Chapter  
261 Board, an annual report to the members of the Chapter. The President shall  
262 represent the Chapter at Leadership Conference/President Council Meeting(s).  
263 The President shall maintain communications with the Association and respond to  
264 Association inquiries. The President shall be responsible for submission of the  
265 chapter annual report to the Association within 30 days after the annual meeting.  
266 The President shall have such additional duties as may be delegated by the  
267 Chapter Board.

268  
269 ii. First Vice President

270  
271 The First Vice President shall report to the President. In the absence or disability  
272 of the President, the First Vice President shall assume the duties of the President  
273 for the duration of such absence or disability.

274  
275 The First Vice President shall be responsible for the administration of assignments  
276 from the President and for such other actions as may be authorized and delegated  
277 by the Chapter Board.

278  
279 iii. Second Vice President

280  
281 The Second Vice President shall report to the President. In the absence or  
282 disability of both the President and the First Vice President, the Second Vice  
283 President shall assume the duties of the President for the duration of such  
284 absence or disability.

285  
286 The Second Vice President shall be responsible for the administration of  
287 assignments from the President and for such other actions as may be authorized  
288 and delegated by the Chapter Board.

289  
290 iv. Secretary

291  
292 The Secretary shall report to the President and shall be responsible for the legal  
293 affairs, Chapter reports, and such other duties as may be authorized and  
294 delegated by the Chapter Board.

295  
296 The Secretary shall keep minutes of the proceedings at all Membership and  
297 Chapter Board meetings, and shall preserve communications pertaining to the  
298 affairs of the Chapter. The President may appoint another person to take minutes  
299 in the Secretary's absence.

300  
301 v. Treasurer

302  
303 The Treasurer shall report to the President and shall be responsible for recording  
304 the financial affairs of the Chapter, for the performance of all duties incident as to  
305 the office of Treasurer and such other duties as may be assigned by the Chapter

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306 Board. The Treasurer shall have the power to receive and to disburse such funds  
307 of the Chapter as shall be required in the conduct of its affairs and activities.

308  
309 The Treasurer shall be responsible for the preparation, after consulting with other  
310 Officers of the Chapter, of an annual budget. The budget is to be submitted to the  
311 Chapter Board for approval prior to the beginning of the fiscal year to which it is  
312 applicable. No deficit operating budget shall be approved by the Chapter Board  
313 unless the deficit is for the purpose of reducing reserves not expected to be  
314 needed in the foreseeable future.

315  
316 The books and financial records of the Chapter shall be maintained under the  
317 supervision of the Treasurer. All monies due and payable to the Chapter from any  
318 source shall be received by the Treasurer and deposited to the credit of the  
319 Chapter in banks, trust companies, and other depositories designated by the  
320 Chapter Board. The Treasurer shall be responsible for keeping proper account of  
321 all monies disbursed on behalf of the Chapter and of all records in connection  
322 therewith.

323  
324 The Treasurer may sign, unless otherwise directed by the Chapter Board, any  
325 check, draft or other order of the Chapter for the payment of money, subject to  
326 such custody arrangements as the Chapter Board may approve. The Treasurer  
327 shall be responsible for providing for the custody and safekeeping of all funds and  
328 securities of the Chapter. The Treasurer, or any member of the Chapter Board  
329 designated by the Chapter Board, shall have the right of access to these fund and  
330 securities.

331  
332 The Treasurer shall submit financial statements to the Chapter Board and to the  
333 membership in such form and frequency as the Chapter Board may direct, and to  
334 governmental agencies as required by law.

335  
336 The Treasurer shall be responsible for preparing and submitting documents  
337 required by the Internal Revenue Service and the International by-laws of the  
338 Association.

339  
340 Section 5.02: Indemnification

341  
342 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or  
343 any person who may have served at its request or by its election as a director or officer of another  
344 corporation, against expenses actually and necessarily incurred by them in connection with the  
345 defense or settlement of any action, suit or proceeding in which they, or any of them, are made  
346 parties, or a party, by reason of being or having been directors or a director or officer of the  
347 Chapter or of such other corporation, except in relation to matters as to which any such director or  
348 officer or former director or officer or person shall be adjudged in such action, suit or proceeding to  
349 be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
350 agreement predicated on existence of such liability.

351  
352 The indemnification provided hereby shall not be deemed exclusive of any other rights to which  
353 anyone seeking indemnification may be entitled under any by-law, agreement, vote of members  
354 or disinterested directors or otherwise, both as to action in his/her official capacity and as to action  
355 in another capacity while holding such office.

356

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357 ARTICLE VI: ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

358

359 Section 6.01: Manner of Election

360

361 The Chapter Officers and Directors shall be elected by the membership of the Chapter (See  
362 Article VIII, Section 8.02). All nominees must be members.

363

364 Section 6.02: Procedure

365

366 (a) All Officers and Directors shall be elected by a plurality of the votes of the members  
367 responding to a mail ballot. Results of the election will be certified by the Election  
368 Committee to the Chapter Board and announced at the Annual Meeting.

369

370 (b) At the discretion of the Chapter Board, ballots may be sent by either electronic mail or  
371 postal mail. Ballots shall be mailed by the Election Committee 45 days in advance of the  
372 Annual Meeting to all members and shall contain the names of all candidates for vacant  
373 Officer and Director positions. Ballots must also contain provisions for write-in votes for  
374 each vacant Officer and Director position.

375

376 (c) Only Chapter members shall be entitled to receive a mail ballot. All responses must be  
377 received by the Election Committee 15 days (or as designated by the Chapter Board) prior  
378 to the Annual Meeting in order to be counted.

379

380 (d) The Chapter Board shall determine by resolution whatever other procedures it deems  
381 necessary to conduct Chapter elections in a proper, reasonable, non-biased and accurate  
382 manner.

383

384 Section 6.03: Termination of Membership

385

386 If the membership of any elected Officer or Director in this Chapter shall for any reason terminate,  
387 their office shall automatically become vacant.

388

389 Section 6.04: Removal of an Officer or a Director

390

391 (a) The Chapter Board may declare vacant the office of any Officer or Director who has been  
392 declared of unsound mind by a final order of the court, or convicted of a felony, or who the  
393 Chapter Board determines is not adequately fulfilling his/her responsibilities.

394

395 (b) Any or all directors or officers may be removed without cause by the affirmative vote of a  
396 majority of the members entitled to vote upon the election of such director or officer under  
397 Sections 6.01 and 6.02 voting 1) at a duly held meeting at which a quorum is present, or 2)  
398 by written ballot in conformity with the California law. Any or all additional officers  
399 appointed pursuant to Section 6.04 above may be removed without cause by a majority  
400 vote of the Chapter Board only at a duly called meeting at which a quorum is present.

401

402 (c) Removal of any officer who is a director shall constitute removal of that person as both an  
403 officer and director. Removal of any director shall constitute removal of that person as  
404 both director and officer.

405

406 Section 6.05: Vacancies

407

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408 If the office of any elected Officer or Director shall become vacant for any cause, the Chapter  
409 Board shall appoint a person to fill the unexpired portion of his or her term.

410  
411 Section 6.06: Absence or Disability

412  
413 In the case of the absence or disability of any officer of the Chapter and of any person hereby  
414 authorized to act in his/her place during such period of absence or disability, the Board may from  
415 time to time delegate the powers and duties of that officer to any other officer or any other person  
416 it may select.

417  
418 **ARTICLE VII: STANDING AND OTHER COMMITTEES**

419  
420 Section 7.01: Executive Committee

- 421
- 422 (a) The Executive Committee of the Chapter Board shall be composed of the President, First  
423 Vice President, Second Vice President, Secretary and Treasurer.
  - 424
  - 425 (b) The Executive Committee shall have the delegated power to act for the Chapter Board  
426 between meetings of the Chapter Board. Such delegated power is subject to ratification of  
427 the actions of the Executive Committee at the next Chapter Board Meeting and also  
428 subject to any limitation the Chapter Board may from time to time impose on the Executive  
429 Committee.
  - 430
  - 431 (c) The Executive Committee may not, at any time, take or adopt any action contrary to a  
432 previously adopted resolution of the Chapter Board without its concurrence and approval.
  - 433
  - 434 (d) The Executive Committee shall carry out all actions directed and all policies adopted by  
435 the Chapter Board.
  - 436
  - 437 (e) The Executive Committee shall keep the Chapter Board fully informed of its actions, in a  
438 timely manner.
- 439

440 Section 7.02: Nominating Committee

- 441
- 442 (a) The President shall appoint, subject to the approval of the Chapter Board, a Nominating  
443 Committee consisting of three Chapter members. Current Chapter Board members may  
444 serve on this committee.
  - 445
  - 446 (b) The Nominating Committee shall report to the Chapter Board and shall submit a written  
447 report to the Chapter Board advising them of the Committee's nominations prior to  
448 preparation of the mail ballots (See Article VI, Section 6.02). The Nominating Committee  
449 shall have sole discretion regarding the nominations except where conflicts with the by-  
450 laws occur.
  - 451
  - 452 (c) The Nominating Committee shall follow such procedural rules as may be promulgated by  
453 the Chapter Board from time to time provided that rules do not conflict with the by-laws nor  
454 restrict or control the Nominating Committee's discretion with regard to selecting nominees  
455 from those members eligible for nominations.
- 456

457 Section 7.03: Audit Committee

458

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459 The Audit Committee will be appointed by the Chapter President and approved by the Chapter  
460 Board.

- 461
- 462 (a) The Audit Committee shall consist of at least two Chapter members who shall not have  
463 check signing authority or any other conflict of interest.
- 464
- 465 (b) The Duties of this Committee shall be to cause completion of an annual audit of the  
466 records of the Chapter and report those findings to the Chapter Board.
- 467
- 468 (c) The Committee will perform other duties as directed by the Chapter Board.
- 469

470 Section 7.04: Election Committee

471

- 472 (a) The President shall appoint, subject to the approval of the Chapter Board, an Election  
473 Committee consisting of three Chapter members.
- 474
- 475 (b) The Election Committee shall be responsible for mailing ballots to the Chapter  
476 Membership; for receipt and tabulation of returned ballots; and submitting a written report  
477 of the election results to the Chapter Board.
- 478

479 Section 7.05: Appointed Committees

480

481 The President of this Chapter may appoint, with approval of the Chapter Board, such other  
482 Committees as deemed appropriate. The President and 2nd Vice President of the Chapter shall  
483 be ex-officio members of all standing committees.

484

485 **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

486

487 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
488 govern the Chapter in all cases to which they are applicable and in which they are not  
489 inconsistent with these by-laws and any special rules the Chapter may adopt.

490

491 **ARTICLE IX: AMENDMENTS TO THESE BY-LAWS**

492

493 Following approval by the Chapter Board, the Chapter shall forward all by-laws amendments to  
494 the Association, with changes indicated, as the Association Membership Board must give  
495 approval to all by-laws amendments prior to submitting them for a vote by the Chapter  
496 membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the  
497 Chapter practices to the by-laws. The Chapter Board must ensure the compliance of the by-  
498 laws with the Association's by-laws and applicable country requirements.

499

500 These by-laws may be amended at any Annual Membership Meeting, or any Special Membership  
501 Meeting called for this purpose, by two-thirds of the members present, provided such amendment  
502 has been adopted by two-thirds of the members of the Chapter Board then in office. Notice of  
503 such amendment must be sent with the notice of such meeting at least ten days prior to the date  
504 of the meeting. Amendments to these by-laws shall become effective on the date the  
505 amendments are approved by the membership.

506

507 **ARTICLE X: FINANCES**

508

509 Section 10.01: Fiscal Year

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510  
511 The fiscal year of this Chapter shall be the calendar year, unless otherwise established by the  
512 Chapter Board.  
513

514 Section 10.02: Assessments  
515

516 There shall be no assessments imposed except as approved by a two-thirds vote of the total  
517 membership of the Chapter Board then in office and by a majority of the members of the Chapter  
518 voting by ballot on the question at the Annual Meeting or a Special Meeting. Assessments shall  
519 be established in U.S. dollars.  
520

521 **ARTICLE XI: DISSOLUTION**  
522

523 To effect dissolution of the Chapter, these by-laws must be rescinded by a two-thirds (2/3) vote  
524 of the Chapter membership after ten (10) days notice has been mailed to each member. In the  
525 event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in  
526 writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any  
527 other Chapter or Association documents to International Headquarters. All net assets shall go  
528 to a welfare, education or civic project designated by the Chapter membership, pursuant to  
529 Section 501 (c) (6) of the US Internal Revenue Code [or the appropriate country governing  
530 code] with the approval of the Association's International President and Chief Executive Officer.  
531