IASA (Name of Chapter) Chapter

Date Adopted

**Article l. NAME & LOCATION**

**Section 1. Name:** The name of this organization should include Insurance Accounting and Systems Association (“IASA”) (**Name of Chapter**) Chapter (“Chapter”), a nonprofit 501(c)(6) un-incorporated in the state of (**State/Country**).

**Section 2.** **Chapter:** The Chapter operates as a chapter of IASA and is subject to all policies, rules, practices, procedures, regulations, and bylaws made applicable by IASA to its chapters, regardless of the Chapters specific acceptance of any of the above and the time such are adopted by IASA in these bylaws, all articles and sections pertain to the “Chapter” unless specifically designated “IASA”.

**Section 3. Territory:** The geographical area covered by the Chapter shall include those areas as defined by IASA upon inception of chapter charter. The (**Name of Chapter**) Chapter territory is defined as (**territory description to include state and/or city if specific to only certain state locations**).

**Section 4. Offices:** Chapter offices and legal address will be always defined as the National IASA offices and legal address in all cases except those where the Chapter is incorporated and has designated a different address with their state of incorporation.

**Article ll. MISSION**

**Section 1. Mission:** The mission of the Chapter shall be the same as those set forth in IASA’s Bylaws. The Chapter shall be operated exclusively for charitable and educational purposes. The Chapter is prohibited from using any chapter funds to influence any legislation/regulation.

**Article III. MEMBERSHIP**

**Section 1. Members:** Chapter and IASA membership is concurrent. Companies or Individuals who are members of IASA shall also be considered members of their chapter as assigned by IASA through zip code or by request of the member. The terms of membership of both IASA and its chapters shall run concurrently.

**Section 2. Qualifications:** Membership qualifications and classification shall be as described in the current IASA Bylaws. Any member in good standing of IASA is eligible to be a member of the Chapter regardless of geographic area or location of business.

**Section 3. Rights and Responsibilities:** The rights and responsibilities of all members and membership classes of IASA shall be as these Bylaws and the IASA Board of Directors may determine from time to time. Chapters do not have the right to impose any membership rights and responsibilities outside of IASA guidelines.

**Article IV. DUES**

**Section 1. Membership Dues:** Dues, fees, delinquencies, and membership cancellations are defined by the IASA Bylaws and policy manual.

**Section 2. Chapter Dues:** There are no Chapter dues permitted.

**Article V. MEETINGS OF MEMBERS & VOTING**

**Section 1.** **Regular Meetings:** Meetings of the Chapter members will be held at times and places determined by the Chapter Board of Directors. Chapter meetings cannot be concurrent or be held within 30 days prior or post to any Xchange™ conference or 21 days prior or post to any Xchange™ lite conference held by IASA.

Chapter must hold a minimum of two meeting per year and a maximum of six meetings per year is allowed. For the purposes of these Bylaws, meetings shall be defined as, webinars, networking events, conferences, educational sessions or events held in partnership with Nationals Xchange™ events.

**Section 2. The Annual & Special Meetings:** The Chapter shall hold an Annual Meeting each calendar year at time and place as determined by the Chapter Board of Directors. Officers and Directors shall be voted on and installed into office during the Annual Meeting. Special meetings of the Chapter may be called at any other time by the President at the request of the Board of Directors, or upon the written petition of five (5%) of members who are eligible to vote.

**Section 3. Meeting Notices:** Written notice of all meetings shall be sent by mail or electronic media to the last known address of each member at least twenty (30) days in advance of meeting.

**Section 4. Voting at Meetings**: At all meetings of the Chapter, each eligible member (company member or individual member) shall have one (1) vote but may take part and vote in person only. Proxy voting is not permitted. Unless otherwise specifically provided by these Bylaws, a majority vote of those eligible members present and voting shall govern. A majority shall be defined as a number more than half of the total number, providing that a quorum is present.

Voting by mail or email may be allowed and considered valid providing the Board of Directors voted in favor of the action, it is recorded in the minutes of the meeting and is allowed under any state regulations.

**Section 5. Quorum of Members**: At the Annual Meeting of members, a quorum shall be defined as ten percent (10%) of Chapter members that are eligible to vote. If a quorum is present, the affirmative vote of a majority of the yes/no votes present and voted in person, shall be the act of the members unless the vote of a greater number is required by the laws of state, the Articles of Incorporation (if incorporated) or these Bylaws.

**Section 6 Rules of Order:** The meetings and proceedings of the Chapter shall be regulated and controlled according to the most current Robert’s Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

**Article Vl. BOARD OF DIRECTORS**

**Section 1. Authority:** The governing body shall be the Chapter Board of Directors (the “Board”). The Board is responsible for reviewing and approving the Chapter’s strategic plans. The Board oversees financial integrity and monitors performance against achievement of strategy and long-term vision. The Board shall have other powers and authority as granted to it by these Bylaws.

**Section 2. Rules and Regulations:** The Board may, in its discretion, adopt rules and regulations for the conduct of its business affairs which it determines will enhance and expedite the performance of its duties. The Board shall not adopt any rules or regulations contrary to the policies of IASA.

**Section 3. Composition:** Including the officers, the Board shall consist of five (5) members at a minimum. The Board shall require the following positions: President, Immediate Past President, Treasurer/Secretary, Vice President of Membership, and Vice President of Programs. Any additional roles deemed necessary by the Chapter Board may be added by a vote of the Board.

**Section 4. Eligibility:** Any member in good standing with IASA whose primary affiliation is with the Chapter is eligible to be a member of the Chapter Board.

**Section 5. Term of Office/Re-election:** Directors not defined as Officers in Article VII, take office July 1 and will be elected for a 2-year term or until a successor is elected and assumes office. After serving on full term, Directors may be re-elected for up to (1) additional term for the same role. After serving a total of two consecutive terms they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term.

**Section 6. Nominations & Elections:** Nominations will be made in accordance with these bylaws.

**Section 7. Vacancies and Removals**: Vacancies in any director position may be filled for the balance of the term by the Board. Any director may be removed from office with or without cause by a two-thirds (2/3) vote of members present at a membership meeting where quorum is present, and any vacancy on the Board of Directors thereby created may be filled by vote of the Board for the unexpired term.

**Section 8.** **Meetings:** Meetings of the Board are to be held at least six (6) times per year at times and places as determined by the Chapter Board. Meetings of the Board will be open for attendance by any IASA Member in good standing whose primary affiliation is with this Chapter.

**Section 9.** **Voting:**  Voting rights of a Director shall not be delegated to another nor exercised by a proxy. Voting by email may be allowed and considered valid providing the Board voted in favor of the action, it is recorded in the minutes and is allowed under state regulations.

**Section 10.** **Quorum:** A majority of the Board constitutes a quorum for the transaction of the business of the Board.

**Section 11.** **Absences:** Any director, including elected officers, who has been absent from two (2) consecutive regular meetings of the Board shall request an excused absence from the President. If the director misses the next Board meeting, the director shall be deemed to have resigned from the Board and the vacancy filled as provided by these Bylaws, unless a further excused absence for extraordinary reasons shall be granted by the Board.

**Section 12.** **Compensation:** Directors and elected Officers shall not receive any compensation for their service as an IASA Chapter Officer/Director.

**Article VII. OFFICERS**

**Section 1. Officers:** The officers of the Chapter shall be a President, Immediate Past President, Secretary/Treasurer (combined role or two separate roles), Vice President of Membership and a Vice President of Programs. Any additional officer roles deemed necessary by the Chapter Board of Directors may be added by a vote of the Board of Directors.

**Section 2. Eligibility:** Any member in good standing with IASA whose primary affiliation is with the chapter is eligible for nomination and election to any elective office.

**Section 3. Nominations & Elections:** Nominations will be made in accordance with these bylaws.

**Section 4. Term of Office/Re-election:** Each elected Officer shall take office July 1 and will be elected for a 2-year term or until their successors assume office. After serving on full term, Officers may be re-elected for up to (1) additional term for the same role. After serving a total of two consecutive terms they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term.

**Section 5. Vacancies and Removals**: Vacancies in offices may be filled for the balance of the term by a majority vote of the Chapter Board of Directors at any regular meeting. The Chapter Board of Directors, at its discretion, may remove any officer by a two-thirds (2/3) vote of all members of the Board. However, a vacancy in the office of Immediate Past President shall be filled for the balance of the term by the last Immediate Past President willing to serve

**Article VIII. DUTIES OF OFFICERS**

**Section 1. President:** The President shall serve as chairman of the Chapter Board. The President shall also serve as an *ex officio* member on all committees except the Governance and Nominating Committee. At the Annual Meeting and at such other times, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of the Chapter. The President shall perform such other duties as or as may be prescribed by the Chapter Board.

**Section 2. Immediate Past President:** The Immediate Past President shall serve as the Governance and Nominating Committee Chair, ensuring compliance and support of these Bylaws and policy, and shall perform other duties that may be delegated by the President and/or the Chapter Board.

**Section 3. Vice President Membership:** The Vice President of Membership shall oversee new member recruitment, member retention, member satisfaction, and member recognition programs for the Chapter. The Vice President of Membership will access membership reports including new members and retention from the IASA database as supplied by IASA and report at all meetings of the Board and at other times when called upon by the President. The Vice President of Membership will provide updates to IASA regarding updates to member data, as appropriate.

**Section 4. Vice President Programs:** The Vice President of Programs shall oversee the educational offerings of the Chapter, to include program planning and educational alignment with the IASA strategic plan and National Association of State Boards of Accountancy (NASBA) standards. The Vice President of Programs shall also oversee all event logistics, content and speaker sourcing for all meetings. The Vice President of Programs will report at all meetings of the Board and at other times when called upon by the President.

**Section 5. Treasurer:** The Treasurer shall oversee the Chapter’s funds and financial records. The Treasurer shall oversee collection of all funds, establish proper accounting procedures for the handling of funds: and shall be responsible for keeping the funds in such banks, trust companies, and/or investments as are approved by the Board.

The Treasurer shall report on the financial condition of the Chapter at all meetings of the Board and at other times when called upon by the President. The Treasurer shall support IASA in filing of the Chapter tax reports to IASA and governmental agencies as required.

**Section 6. Secretary**: The Secretary shall be responsible for providing notice of meetings and the preparation and maintenance of meeting minutes of all meetings of the Board. The Secretary shall be custodian of the legal papers and documents, business records and the Bylaws/policies of the Chapter. The Secretary will support the President with other such duties as defined when called upon.

**Section 7. Other Officer Positions**: Officer positions other than those specified in these Bylaws may be established, and their duties specified by, the Chapter Board.

**Article IX. OTHER COMMITTEES**

**Section 1. Nominating Committee:** The Nominating Committee shall assist the Board in fulfilling its oversight responsibilities relating to developing and implementing a nomination process for directors and officers. It shall be chaired by the Immediate Past President with the President serving as a member of the Committee. The remaining members of the Nominating Committee shall be appointed by the Immediate Past President with the approval of the Board. No current candidates for officer or director positions may serve on the Nominating Committee. Elections shall be conducted and submitted to IASA by July 1 annually.

**Section 2. Special Committees:** The President, in accordance with the policies approved by the Board, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board.

**Article X. FINANCE**

**Section 1. Fiscal Period:** The fiscal year of the Chapter shall be July 1 – June 30.

**Section 2. Insurance:** The Chapter shall maintain General Liability, Directors & Officers Liability, Employment Practices Liability insurance coverage through IASA.

**Section 3. Budget and Annual Financial Reports:** The Chapter Board, in advance of the next fiscal year, shall adopt an annual operating budget covering all Chapter activities. The Treasurer shall furnish a financial report for the fiscal year just completed to the Board, IASA and the Chapter membership within 90 days following the end of each fiscal year.

**Article XI. MISCELLANEOUS**

**Section 1. Operation and Use of Funds.** The Chapter shall be organized and operated exclusively within the meaning of the Section 501(c)(6) of the US Internal Revenue Code as amended (or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of any jurisdiction in which the Chapter is organized), and no part of the net earnings of the Chapter shall inure to the benefit of any director, officer, member or other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered.

**Section 2. Dissolution:** Funds are to be used only to accomplish the objectives and purposes specified by the Chapter and no part of such funds shall inure or be distributed to Chapter members. On dissolution of the Chapter or a determination by IASA that the Chapter is no longer eligible to be an IASA chapter, any funds and all records/files, and intellectual property are to be returned to IASA within thirty (30) days post filing and the Chapter shall no longer indicate or imply any affiliation with IASA.

**Section 3. Political Activities:** The Chapter shall not contribute any of its earning or property or provide any endorsement or service for any political candidate, committee, party, or organization.

**Section 3. Indemnification:** To the fullest extent allowed by the laws governing the Chapter, the Chapter shall indemnify and hold harmless IASA National and each person who is now, or shall hereafter serve as a director, officer, employee, or agent of the Chapter from and against any and all claims and liabilities, whether the same are settled or proceed to judgement, to which such person shall have become subject by reason of his or her having heretofore or hereafter been a director, officer, employee, or agent of the Chapter , or by any reason of any action alleged to have been taken heretofore or hereafter by a director, officer, employee or agent of the Chapter in the capacity of being a director, officer, employee or agent of the Chapter.

**Article XII. AMENDMENTS**

**Section 1. Amendments:** Amendments may be proposed by the Chapter Board on its own initiative, or upon petition of at least (15%) of eligible members, addressed to the Board. All such proposed amendments shall be presented to the membership by the Board with or without recommendation. Such proposed amendments by members must be presented to the Chapter Treasurer.

**Section 2. Adoption:** These Bylaws may be amended by first receiving approval of the CEO/ or his or her delegate. Amendments may then be presented by the Board upon its own initiative or by petition of at least (15%) of the Chapter members to Chapter membership requiring a (10%) vote of eligible members.

**Section 3.** These Bylaws shall automatically be deemed amended to include provisions as may be stated, from time to time, in the most recent IASA Minimum Chapter Bylaws All other additions, deletions and changes must be approved in advance by the President/CEO of IASA or his or her delegate with the exception of name changes or territorial boundaries, which must be approved by the IASA Board of Directors.