

**BY-LAWS OF THE
NEW JERSEY CHAPTER OF THE SOCIETY FOR MARKETING PROFESSIONAL SERVICES**

ARTICLE IV - MEMBERSHIP

BY-LAW IV-1 MEMBERSHIP The membership of the organization shall consist of three (3) classes as follows:

- A. Regular Member
- C. Student Member
- D. Distinguished Life Member

BY-LAW IV-2 REGULAR MEMBER Persons desiring to become Regular Members of the Corporation shall be those individuals employed by a firm as described in By-Law II-1, and who meet the following criteria:

1. Provides professional services involving design, evaluation, legal, financial, and/or management processes required for creating and/or changing the physical environment.
2. Provides consulting services for the purpose of assisting described firms in their marketing, business development, promotional and/or general management efforts.
3. Subscribes to the objectives and purposes of THE SOCIETY FOR MARKETING PROFESSIONAL SERVICES (SMPS).

The individual's function shall be directed toward marketing or business development. Qualifications must be submitted directly to the Executive Director of the National Organization for approval and affiliation.

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BY-LAW IV 3 STUDENT MEMBER

Individuals interested in the functions of marketing and development of new business for firms as set out in By-Law II-1, and who are not employed full time, and are in an accredited college or university shall be eligible for Student Membership, but shall have no vote nor be eligible to serve as an officer or director of this Chapter. Such individuals must submit their qualifications directly to the Executive Director of the National Organization for approval and affiliation.

**BY-LAW IV-4
DISTINGUISHED LIFE MEMBER**

Distinguished Life Membership in the society is automatically awarded to each President of the Society upon completion of his or her term of office. In addition, the Society Board of Directors may award Distinguished Life membership to other individuals who have made extraordinary contributions towards enabling the Society to accomplish its purposes and goals. Distinguished Life members shall be exempt from payment of membership dues.

BY-LAW IV-5 TERMINATION

Membership in the Chapter may be terminated only by resignation or nonpayment of dues.

A member whose membership is terminated by the National Organization and who is thus no longer recognized as a member in good standing of that organization shall be automatically terminated from membership in the Chapter.

**BY-LAW IV-6 APPLICATION FOR
MEMBERSHIP**

Any individual desiring to become a member of the Society (and the chapter) must apply on forms approved and supplied by the Society. Applications must be accompanied by dues and the membership origination fee required for the first year of membership.

BY-LAW IV-7 DUES

To remain a member in good standing with this Chapter, members must keep current both National and Chapter dues, if applicable, which will be assessed and payable on each anniversary of the date of the member's affiliation with the National Organization. National dues must be submitted directly to the National Organization upon receipt of notice from the National office.

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ARTICLE V - GOVERNING BODY

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| BY-LAW V-1 | GOVERNING BODY | <p>The property and affairs of this Chapter shall be controlled and managed by its Board of Directors consisting of six (6) Regular Members, in addition to the Immediate Past President, President, Vice President/ President Elect, Secretary and Treasurer of this Chapter.</p> <p>All Board members must be members in good standing of the Chapter. Termination of membership in the organization by resignation or nonpayment of dues or any other means will automatically include termination of position on the governing body of this organization.</p> |
| BY-LAW V-2 | OFFICERS | <p>The officers of this Chapter shall consist of a President, Vice-President, Treasurer and Secretary.</p> |
| BY-LAW V-3 | DUTIES OF OFFICERS | <p>A. PRESIDENT. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the affairs of the Chapter. He/She shall preside at all meetings of the membership and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Chapter authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by the By-Laws to be otherwise signed or executed.</p> <p>B. VICE PRESIDENT. In the absence of the President the Vice-President shall preside at all meetings of the Chapter or the Board of Directors and shall succeed the President in the event it is necessary for him to vacate the office. He/She shall also perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.</p> <p>C. SECRETARY. The Secretary shall: a) keep, and be responsible for, Chapter records which should include minutes of the past meetings, Chapter Manual, these By-Laws and the By-Laws and Policy of SMPS, correspondence, committee reports and records of other pertinent meetings held; b) prepare meeting notices; c)</p> |

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process Chapter correspondence; d) maintain the Chapter Manual; e) be responsible for all activities associated with Chapter elections; and, f) 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 by the President or by the Board of Directors.

D. **TREASURER.** The Treasurer shall be responsible for all funds of the Chapter. He shall receive the Chapter's income and maintain its bank accounts, pay Chapter bills after they have been approved, maintain a complete report of transactions which shall be open to inspection by the audit committee, make regular reports to the Board of Directors as to the status of the Chapter's finances, prepare an annual budget for the Chapter, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

BY-LAW V-4 VACANCY

In the event there is no individual available or qualified to serve in an office or position on the Board of Directors, or a vacancy occurs during the term of office of any position, the Board of Directors may, at its option, choose a member to serve in that capacity. Such appointment will last only until the next annual meeting. In the case of a position on the Board of Directors which becomes vacant during the first year of the two-year term, a special election will be held at the next annual meeting to fill the position for the second year.

BY-LAW V-4 ELIGIBILITY

Members selected to serve in a position on the Board as a result of a vacancy must meet the eligibility requirements set forth for election to that position in a general or special election.

ARTICLE VI - ELECTIONS

BY-LAW VI-1 ELECTIONS

Elections shall take place yearly and officers and directors shall take office on September 1 of each year.

A. Each Director of the Chapter shall be elected to serve for a two-year period. Terms shall be staggered so that three (3) of the Directors will be elected each year.

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No member shall be elected to more than two consecutive full terms as a Director with the same responsibility.

- B. The Vice President shall also be President-Elect, holding the office of Vice President for a period of one year, and at the end of that year, becoming the President for a period of one year.
- C. The Secretary and Treasurer shall each be elected for a two-year term. Term limit shall be two consecutive two-year terms.

ARTICLE VII - NOMINATIONS

BY-LAW VII-1 NOMINATIONS

- A. Not less than sixty (60) days before each annual meeting, the Secretary shall send written notice to all members that members shall file with the Chair of the Nominating Committee a written recommendation for each member they propose as a candidate for Officer or Directors. Such notice by the Secretary shall state: a) the date, time and place of the annual meeting at which such election is to be held; b) the offices and positions on the board which are at issue in the election, including special election positions, if any, which are then known; and c) the dates by which each written nomination must be postmarked and received, respectively, if sent by mail. The Secretary's notice shall allow at least two weeks for these written recommendations to be postmarked, and at least one week more for them to be received, but shall define the dates such that receipt is required not less than thirty (30) days prior to the annual meeting.
- B. In the event that at least one nomination for each position is not forthcoming from the membership, it shall be the responsibility of the Nominating Committee to seek out and certify qualified candidates to stand for election.
- C. The Nominating Committee shall certify to the Secretary that each candidate is eligible and qualified to hold office.

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D. Upon receipt of confirmation from the Nominating Committee, the Secretary shall, not later than fifteen (15) days prior to the opening of the annual meeting, notify each member eligible to vote at such meeting by letter that the Nominating Committee has certified the candidates for each office and position on the Board of Directors as qualified and eligible. The Secretary shall cause to have included on the agenda of the annual meeting a time for the election of the Officers and Board members.

BY-LAW VII-2 ELECTIONS

- A. Elections shall occur at an annual meeting of the membership. Each Regular and Distinguished Life member of the Chapter shall have one vote in all matters to be voted on by the members. Student members shall have no voting rights. Proxy voting shall not be permitted.
- B. At the appointed time for the election of Officers and Members of the Board, the Chairperson of the Nominating Committee shall introduce to the assembled members the candidates for each office in turn, who shall have an opportunity to address the meeting.
- C. At the conclusion of the presentations, ballots shall be distributed to all Members of the Chapter eligible to vote.
- D. At the end of the balloting, the Chairperson of the Nominating Committee shall cause the ballots to be collected, and the Committee shall count the votes.
- E. In the voting for Officers other than Vice President / President-Elect, the candidate for each office receiving the highest number of votes shall be elected. In the voting for Directors, the number of candidates, corresponding to the number of positions open for election at that meeting, including both regularly scheduled positions and any required to be filled by special election due to vacancy, receiving the highest number of votes shall be elected.
- F. In the case of the voting for Vice President/President-Elect, the candidate who first receives 51% of the votes cast shall be elected. If no candidate receives 51% of the

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vote on a particular ballot and more than two candidates are running, the candidate with the lowest vote total shall be eliminated and another ballot conducted. Additional ballots shall be conducted in like manner until such time as a candidate does receive 51% of the votes cast.

BY-LAW VII-3 SPECIAL ELECTIONS

Special elections shall be held at the next annual meeting for a) President, if the position of Vice President/President Elect should become vacant during the year; b) any Director position which becomes vacant during the first year of a two-year term; and c) the Secretary or Treasurer position which becomes vacant in the first year of a two-year term.

Should a Special Election be held for President, the election will follow the rules set forth for electing the Vice President/President Elect as defined in By-Law VII-2 (F).

**BY-LAW VII-4 ELIGIBILITY FOR
OFFICE OF VICE
PRESIDENT/PRESIDENT
ELECT**

To be eligible to run for the office of Vice President/President Elect, a candidate must be a Regular or Distinguished Life Member in good standing, and must have served or be serving at least one term as an Officer or member of the Board of Directors.

**BY-LAW VII-5 ELIGIBILITY FOR
OFFICE OF PRESIDENT
IN SPECIAL ELECTIONS**

Should the a Special Election be held for the President, as defined in By-Law VII-3, a candidate will need to be a Regular or Distinguished Life Member in good standing, and must have served or be serving at least one term as an Officer or member of the Board of Directors.

ARTICLE VIII – COMMITTEES

BY LAW VIII – 1

COMMITTEES IN GENERAL

BY LAW VIII – 1 – 1

STANDING COMMITTEES – The board may, by resolution, establish such standing committees as the board deems necessary or desirable (“standing committees”), including, without limitation, the Executive Committee, the

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Nominations and Elections Committee and the Finance Committee, each as described below. All standing committees shall include at least ~~one~~ three directors. The board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

BY LAW VIII – 1 – 2

SPECIAL COMMITTEES – The board may, by resolution, establish one or more special committees (“special committees”) to advise the board or the President in the performance of their duties. No special committee may have or exercise any authority of the board to manage the business and affairs of the Chapter. The chairperson of a special committee shall be appointed by the President subject to board approval and members of the committee shall be appointed by the committee chairperson. All special committees and their members shall serve at the discretion of the board.

BY LAW VIII – 1 - 3₂

TERM - Each member of a committee shall continue as such until the next annual meeting of the members of the Society or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof, or resigns from the committee. Any member of a committee may be removed for any or no cause by a majority vote of the directors.

BY LAW VIII – 1 – 4

QUORUM - Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

BY LAW VIII – 1 – 5

VACANCIES - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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BY LAW VIII – 2

EXECUTIVE COMMITTEE – The Executive Committee shall consist of the President, Vice President, Immediate Past President, Secretary and Treasurer, with the President serving as chairperson. The Executive Committee may, subject to the provision of Section VII-2-1, exercise the powers of the Board of Directors, when the Board is not in session, reporting any action taken to the Board at the next succeeding meeting.

BY LAW VIII – 2 – 1

The Executive Committee shall not have the authority of the Board of Directors in respect to the following matters:

- 1) The submission to members of any action requiring members` approval under this chapter;
- 2) The filling of vacancies in the board of directors or in any committee;
- 3) The fixing of compensation of the directors for serving on the board or on any committee;
- 4) The amendment or repeal of the by-laws or the adoption of new by-laws;
- 5) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable;
- 6) Amending the Articles of Incorporation of the Chapter;
- 7) Adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation;
- 8) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter;
- 9) Authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore;
- 10) Adopting a plan for the distribution of the assets of the Chapter.
- 11) Authorizing expenditures in excess of amounts set forth in the annual budget of the Chapter as approved by the Board of Directors.

BY LAW VIII – 2 – 2

MEETING OF THE EXECUTIVE COMMITTEE

A meeting of the Executive Committee may be called by the chairperson or by any two members of the committee.

Written notice of the Executive Committee meeting must be given at least seven (7) days prior to the meeting. Minutes if the Executive Committee meeting shall be prepared and

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presented to the Board of Directors within one month of the meeting and reported to the Board at its next meeting.

BY LAW VIII – 3

NOMINATIONS AND ELECTIONS COMMITTEE – The Nominations and Election Committee shall consist of five members, three of which must members of the Board of Directors. The Vice President/President-Elect shall serve as chairperson of the committee. Committee members that are not currently Board members must be members of the Society for at least one year, represent the diverse membership of the Chapter and will be appointed by the chair of the Nominations and Elections Committee, subject to the approval of the Board of Directors.

The Committee shall actively seek nominees and candidates for the Board of Directors, evaluate the eligibility if any nominee or candidate, and conduct all elections for office in accordance to procedures set forth by the Board of Directors.

BY LAW VIII – 4

FINANCE COMMITTEE – The Finance Committee shall consist of the President, Vice President/President Elect, and Treasurer, with the Treasurer as chairperson. The Finance Committee shall be responsible for the supervision of the Chapter's finances. It shall prepare and recommend an annual budget, provide for regular financial reports and, if directed by the Board of Directors, an external audit, review and recommend investments, and alert the Board to the financial ramifications of board's decisions.

ARTICLE IX - MEETINGS

BY-LAW IX I-1 ANNUAL MEETING

The Chapter membership shall meet annually for the transaction of such business as may come before the meeting. The officers and directors of the Chapter shall be elected at that meeting. The date of the annual meeting shall be designated by the Board of Directors, and must take place between May 15 and June 30 of each year.

BY-LAW IX -2 SPECIAL MEETINGS

Special meetings of the Chapter membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors.

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BY-LAW IX -3 NOTICE OF MEETINGS Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise stated by statute, be delivered no less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, or the persons calling the meeting, to the last known address of each Chapter member entitled to vote at such meeting. In the case of delivery by mail, the requirements of this notice shall be deemed to have been met if such notice is sent by first class mail and postmarked at least ten calendar days prior to the meeting.

BY-LAW IX 4 QUORUM One tenth (1/10) of the members of the Chapter entitled to vote, represented in person shall constitute a quorum at any meeting of members.

ARTICLE - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

BY-LAW X -1 INDEMNIFICATION A. The Chapter shall indemnify any person who was in 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, other than an action by or in the right of this Chapter, by reason of the fact that he is or was a director, officer, employee or agent of this Chapter, or was serving at the request of the Chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgements, fines and amounts paid in settlements actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Chapter and, with respect to any criminal action or proceeding, had

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reasonable cause to believe that his conduct was unlawful.

- B. The Chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Chapter to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Chapter, or is or was serving at the request of the Chapter as a director, officer, employee or agent of another Chapter, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense of the settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chapter; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Chapter unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all circumstances on the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.
- C. To the extent that a director, officer, employee or agent of this Chapter has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A and B of this Article IX or in defense of any claim, issue or matter of By-Law, he shall be indemnified against expenses including attorney's fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- D. Any indemnification under this By-Law, unless ordered by a court, shall be made by this Chapter only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the application standard set forth in Article IX-1. This determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who

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were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- E. Expenses incurred in defending a civil or criminal action, suit or proceeding, shall be paid by this Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Chapter as authorized in this By-Law.
- F. The indemnification provided by the By-Law shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law agreement, votes of the membership or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.
- G. This Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Chapter, or is or was serving at the request of this Chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability assessed against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Chapter would have the power to indemnify him against such liability under the provisions of this By-Law.
- H. For the purpose of this By-Law references to this Chapter include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or

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other enterprise under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

ARTICLE XI - WAIVER OF NOTICE

BY-LAW XI -1 WAIVER OF NOTICE Whenever any notice is required to be given to any Member or director of the Chapter under the provisions of these By-Laws or of the Articles of Incorporation of the General Not-For-Profit Corporation Law of any state in which the Chapter is authorized to do business, 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 equivalent to the giving of such notice.

ARTICLE XII-AMENDMENTS

BY-LAW XII -1 AMENDMENTS These By-Laws may be altered, amended or repealed and new By-Laws adopted by action of a majority of the directors at any regular or special meeting of the directors providing notice is given at least thirty (30) days prior to the meeting that the proposed changes are to be considered and providing such changes are not contrary to the provisions of the By-Laws of the National organization.

In the case of any amendments relating to classes of membership, payment of dues to the National organization, and Affiliation with the Society for Marketing Professional Services, such amendments must also be approved by the Executive Committee of the Society in addition to meeting the requirements of this By-Law.

In the case of other classes of By-Laws, any member shall be granted the opportunity to address the Board for the purpose of advocating or opposing the change under consideration. Any member wishing to do so must request the opportunity by notifying the Board in writing no later than five (5) days prior to the meeting at which the By-Law change is to be considered.

BY-LAW XII -2 ADJUDICATION Any member who believes that a By-Law change which has been approved by the Board violates the requirements of the

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National Organization may request the Chapter President to submit the issue to the appropriate authority within the National Organization for adjudication. The President shall so notify the National Organization with thirty (30) days, and the effectiveness of the proposed change will be postponed until the National Organization rules on the question.

**BY-LAW XII AMENDMENT BY
MEMBERSHIP**

These By-Laws may also be amended by action of a majority of the membership of the Chapter at any regular or special meeting of the Chapter.

ARTICLE XIII- DISSOLUTION

BY-LAW XIII –1 DISSOLUTION

The Chapter shall use its funds only to accomplish the purposes of the Chapter, and no part of said funds shall inure, or be distributed, to the members. On dissolution of the Chapter any funds remaining shall be deemed the property of the National organization, THE SOCIETY FOR MARKETING PROFESSIONAL SERVICES (SMPS) or if said National organization is no longer in existence funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV- ROBERT'S RULES OF ORDER

**BY-LAW XIV –1
ROBERT'S RULES OF ORDER**

Procedures for the order of conducting the affairs of this Chapter not covered in these By-Laws or the Articles of Incorporation shall be conducted pursuant to Robert's Rules of Order.

Any reference to gender in these By-Laws shall be interpreted as a neutral designation.