

**AMENDED AND RESTATED BYLAWS OF THE CHANNEL ISLANDS  
CHAPTER OF THE COMMUNITY ASSOCIATIONS INSTITUTE  
a California nonprofit corporation**

**ARTICLE I  
NAME AND OFFICE**

**Section 1.1. Name.** The name of this organization shall be the Channel Islands Chapter of the Community Associations Institute (the "Chapter").

**Section 1.2. Incorporation; Registered Office.** The Chapter is a nonprofit corporation, incorporated in the state of California and is a chapter of the Community Associations Institute ("CAI"). The principal office of the corporation is fixed and located in the County of Ventura, State of California.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

**Section 2.1. General Purpose.** The purpose of the Chapter is to support and further the goals and purposes of the National Community Associations Institute. The Chapter serves Ventura and Santa Barbara Counties in the State of California. The goals and purposes include the following:

- (a) To study principles and methods for the successful creation, operation and maintenance of community associations and the common facilities and services operated by them.
- (b) To create a forum through local and national meetings and seminars, as well as publications, for the continuing discussion and dissemination of information pertinent to all aspects of creating and operating community associations.
- (c) To study the relationship which federal, state and local governments bear to community associations and foster coordination of efforts and services.

**Section 2.2. Specific Chapter Purposes.** In furthering the above-stated purposes of the National Community Associations Institute in Ventura and Santa Barbara Counties, the Chapter will operate for the following purposes:

- (a) Support the purposes, objectives, and efforts of the National Community Associations Institute.
- (b) Disseminate the information and guidance provided by the National Community Associations Institute in the aforesaid counties of California;
- (c) Disseminate and exchange information on, and approaches to, problems and needs of homeowner associations in planned unit developments, condominiums, and open space communities;
- (d) Communicate with the National Community Associations Institute on the problems, issues and needs of CAI members in the aforesaid counties of

- California;
- (e) Such other purposes as defined by the membership.

### **ARTICLE III DEFINITIONS**

#### **Section 3.1      Definitions.**

- (a) “At-Large Member” means a member of Community Associations Institute who falls within one of the classes of membership as defined in Article IV, Section 4.3.
- (b) “Board of Directors” means the Board of Directors of the Chapter and “Director” means a Member of the Board of Directors.
- (c) “Board of Trustees” means the Board of Trustees of CAI and “Trustee” means a Member of CAI’s Board of Trustees.
- (d) “CAI’s Bylaws” means the Bylaws of CAI as the same may be amended or replaced.
- (e) “Community Association” means any incorporated or unincorporated association trust or other entity comprised of the owners of interests in a residential, commercial or industrial condominium, real estate cooperative, planned unit development or other real estate common interest community.
- (f) “Company” shall mean a business incorporated according to the laws of a state, a limited liability corporation, a partnership, or other relationship of individuals providing services or products to others.
- (g) “Member” means a Member of the Channel Islands Chapter of CAI.
- (h) “Member in good standing” means a member whose rights have not been suspended by the Chapter or CAI.
- (i) “Membership Representation Group” means the following categories of membership: Professional Community Association Managers/Management Companies, Community Association Volunteers, and Business Partners.

### **ARTICLE IV MEMBERSHIP**

#### **Section 4.1.    General Requirements.**

Applications for membership in CAI and within any class of membership of CAI shall be approved in accordance with the terms of CAI's By-Laws and such rules, procedures and limitations as may be established by the Board of Trustees from time to time. CAI shall have the right to determine the appropriate class of membership for any Member. Membership in CAI is authorized by CAI. Members are automatically assigned to a CAI certified chapter in accordance with established chapter boundaries.

#### **Section 4.2.    Conflict of Interests.**

All Board of Trustees members, Legislative Action Committee members, members of Membership Representation Groups, Committee members, and Chapter Board members shall comply with the conflict of interest policies adopted by the Board of Trustees and stricter policies as may be established by the Chapter.

**Section 4.3. Classes of Members.**

The membership of CAI shall consist of the following:

(a) Community Association. Volunteers: All individuals residing in a community association are eligible for membership as a Community Association Volunteer, including, without limitation, individuals living in a community associations who have a volunteer role within their community. Volunteer roles include, but are not limited to, being a member or officer of the governing body of the community association, participating on a volunteer committee or committees, actions as the newsletter editor for the community, or any other volunteer function sanctioned by the community association. Community Association Volunteers will be considered as individual Members of CAI. Community associations purchasing the membership on behalf of a community association volunteer or volunteers shall own each such membership and shall be permitted to transfer each membership to one other volunteer in the community association during the term of membership or upon renewal of the membership. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable

(b) Community Managers: This class of Members shall consist of professional managers of all types of association-governed communities including, but not limited to, condominium associations, town home associations, co-operative associations, homeowner associations, large-scale communities and planned communities. All managers of association-governed communities fall within this class of Members, regardless of whether they are on-site manager, portfolio managers, large-scale managers are employed by a management company or have any other employment relationship. Those persons who have previously served in one of the roles in the preceding sentence and serve in capacity of managing other managers shall be a Member of this class. All community mangers shall be treated as individual Members of CAI. A management company or employer of a manager purchasing the individual membership on behalf of a manager or managers shall own each such membership and shall be permitted to transfer each membership to another manager during tn the membership term or upon renewal of the membership but only in the event the manager originally identified is no longer employed by the management company. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.

(c) Business Partners. This class of Members shall consist of professionals and other providers of products, services support, and counsel to association-governed communities, including developers of such communities. This class of Members shall not include community

association management companies or managers of association-governed communities. The company, partnership, corporation or other business entity may transfer a contact designation to another individual in the company, partnership, corporation, or other business entity during the membership term or upon renewal of the membership. Employees of a business partner member will be permitted to attend classes, functions, conferences, to purchase products and services at membership prices, and be elected to committees of the Board of Directors.

(d) Management Companies. This class of Members shall consist of community association management companies. Each management company membership shall include an individual manager membership to be held by the CEO or equivalent of the management company. Whenever the term “CEO of the management company” is used in these Bylaws, it shall mean the CEO or equivalent of a management company. Management companies shall not transfer this manager membership to multiple managers during the course of the membership term for the purpose of obtaining membership pricing for managers who do not hold an individual manager membership. Employees of the management company, who are not employed to manage or provide services to association-governed communities, may attend classes and functions at the membership price.

**Section 4.4 Rights and Privileges.**

(a) Chapter Rights and Privileges: Each Member in good standing of the Chapter shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such other rights, privileges and responsibilities as the Board of Directors shall determine from time to time. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the Chapter Board of Directors and committees.

(b) CAI Rights and Privileges. Each member in good standing of CAI shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such rights, privileges and responsibilities as the Board of Trustees shall determine from time to time. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the CAI Board of Trustees, Membership Representation Groups, and committees.

**Section 4.5 Suspension for Nonpayment.**

The Chapter may adopt reasonable policies to suspend certain membership rights and privileges resulting from non-payment of amounts due and owing to the Chapter or CAI.

**ARTICLE V  
ANNUAL DUES**

The Board of Trustees shall determine the amount of annual dues, fees, and other assessments to be paid to CAI by each class of Members. Unless terminated, each membership shall continue automatically from year to year with annual dues, fees, and other assessments

payable to each Member on or before such date as shall be determined by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all annual dues, fees and other assessments shall be paid to CAI in advance of the 12 month period to which they relate. The Board of Trustees may from time to time impose such other fees and charges as it deems proper and may waive or modify the requirement to pay dues fees or charges for particular Members.

## **ARTICLE VI MEETING OF THE MEMBERS**

### **Section 6.1    Annual Meeting.**

There shall be an annual meeting of Members of the Chapter for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time and place as the Board of Directors may determine subject to the following: The meeting must be held in sufficient time for selection of a president-elect who can attend the designated national meeting for president-elect training for CAI. Written notice of such meeting stating the date, time, and place of such meeting shall be sent to each member, at the last address shown on the Chapter's records, at least 15 days before the date of the meeting or as provided by state law.

### **Section 6.2    Special Meeting.**

Special meetings of the members may be called only by the Board of Directors. Special meetings shall be held at such times and places as the Board of Directors may determine. Written notice of any special meeting stating the date, time, place and purpose of such meeting shall be sent to each Member, at the last address shown on the Chapter's records, at least 15 days before the date of the meeting or as provided by state law.

### **Section 6.3    Quorum.**

Eight (8) Members of the Chapter present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present in person or by proxy shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Members, a majority of the Members present may adjourn the meeting from time to time, without further notice, until a quorum is present.

### **Section 6.4    Voting by Proxy.**

Voting on all matters required to be acted upon by the members may be conducted by proxy. The Board of Directors may establish rules and procedures for proxy voting, however, that all proxies must be in writing and not proxy shall be valid for more than 11 months.

**ARTICLE VII  
BOARD OF DIRECTORS**

**Section 7.1 Powers of the Board of Directors.**

The Board of Directors shall have supervision, control and direction of the affairs and property of the Chapter, shall determine the policies of the Chapter, shall actively pursue the purposes and objectives of the Chapter and CAI, shall insure that the Chapter and its Bylaws comply with the policies and procedures of CAI and shall have discretion in the use and disbursement of Chapter funds. The Board of Directors may adopt rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws and for the fulfillment of the purposes and objectives of the Chapter and CAI as it shall deem necessary or advisable.

**Section 7.1 Composition of the Board.**

The Board of Directors shall be composed of the number of Directors as determined by the Members, but in no event shall be fewer than five (5) or more than fifteen (15) Directors. No more than one person from any company may serve on the Board at any one time. Directors must represent Membership Representation Groups as determined by the Board of Trustees according to the following:

Option A: Five (5) Directors which include one (1) Community Association Volunteer, one (1) Community Association Manager, one (1) Business Partner, and two (2) At-large members.

Option B: Seven (7) Directors which include one (1) Community Association Volunteer, two (2) Community Association Managers, two (2) Business Partners, and two (2) At-large members.

Option C: Nine (9) Directors which include two (2) Community Association Volunteers, two (2) Community Association Managers, two (2) Business Partners, and three (3) At-large members.

Option D: Eleven (11) Directors which include two (2) Community Association Volunteers, two (2) Community Association Managers, two (2) Business Partners, and Five (5) At-large members.

Option E: Thirteen (13) Directors which include two (2) Community Association Volunteers, three (3) Community Association Managers, three (3) Business Partners, and Five (5) At-large members.

Option F: Fifteen (15) Directors which include two (2) Community Association Volunteers, three (3) Community Association Managers, three (3) Business Partners, and seven (7) At-large members.

### **Section 7.3    Term of the Board.**

The Chapter's Board of Directors shall establish the term of office as either two (2) or three (3) years. If the term of office is two (2) years, the term of office of one-half (½) (or a fraction as near to 1/2 as possible) of the Directors shall expire at each annual meeting. If the term of office is three (3) years, the term of office of one-third (1/3) (or a fraction as near to 1/3 as possible) of the Directors shall expire at each annual meeting. If the aggregate number of Directors is changed, terms shall be established so that depending on the term, one half (½) or one-third (1/3) of the total number of Directors is elected each year. A member may serve on the Board of Directors for a total of six (6) years. Those years of service do not have to be consecutive. After a Member has served for six years, they may not serve again for three (3) years. At that time, they begin the process of accumulating their six (6) years again. Counting the initial six (6) years will begin on January 1, 2005.

### **Section 7.4    Nomination and Election of Directors.**

Except as otherwise provided in these Bylaws, each Members in good standing shall be eligible for nomination to serve as a Director. Nominations of individuals to serve as Directors shall be made by the nominating committee in accordance with these Bylaws and such rules and procedures as may be established from time to time by the Board of Directors. Nominations of individuals to serve as Directors may also be made by written petition signed by three (3) Members.

The Nominating Committee shall submit to the Members at least 25 days before the date set for the election of Directors a written report specifying the Director Election Date, and setting forth a slate of nominees to serve as Directors. Such slate shall be comprised of one nominee for each of the available seats on the Board of Directors that are to be filled. The slate shall designate the Membership Representation Group to be represented by each nominee. Petitions for nominees to serve as Directors must be received by the nominating committee at least 30 days before the election date. If any petition is received within such time, the nominating committee shall, at least 25 days before the election date, submit to the Members a written ballot containing the names of all eligible nominees, indicating, for each nominee, whether he or she was nominated by the nominating committee or by petition. The ballot shall indicate the date by which it must be returned in order to be counted and such other information as may be required by state law. The persons receiving the most votes shall be elected.

### **Section 7.5    Meetings.**

The Board of Directors shall hold at least one meeting quarterly at such time and place as the Board of Directors may determine. In addition, the Board of Directors shall meet upon the call of the President, or upon written request of one-third (1/3) of the Directors at such time and place as the President or Secretary, as the case may be, may designate.

### **Section 7.6    Notice of Meetings.**

Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each Member of the Board of Directors, at least 72 hours before the time appointed for the meeting, except in an emergency.

**Section 7.7. Waiver of Notice.**

Whenever any notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

**Section 7.8 Action by Written Consent.**

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all Members of the Board of Directors or of such committee, as the case may be, and such unanimous consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. Such an action shall be reported at the next duly called meeting of the Board of Directors.

**Section 7.9 Quorum.**

A majority or more of the number of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors a majority of the directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

**Section 7.10. Votes on Matters Related to Public Policy.**

All matters involving public policy position or the Chapter must be adopted by a two-thirds (2/3) vote of those Directors present and voting at a duly called meeting of the Board of Directors, a quorum being present, and must not be inconsistent with the policies, goals and objectives of CAI.

**Section 7.11 Resignation or Removal.**

Any Director may resign by presenting a written resignation of the President or Secretary, and such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the President. Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President as to the reason for the

absence. If the Director has three consecutive absences from duly called meetings of the Board of Directors without the Board excusing such absences, such Director shall be deemed to have resigned as a Director; provided however, that the Board of Directors may waive this provision in particular cases. A Director may be removed from office with or without cause, by a majority of the members; provided, however, that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action.

**Section 7.12. Vacancies.**

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, even though less than a quorum of the Board. Any Director elected to fill a vacancy shall serve through the end of the unexpired term of his/her predecessor in office.

**Section 7.13 Reimbursement of Expenses.**

No Director shall be compensated for serving as a Director; provided however, that the Board of Directors may reimburse any Director for reasonable out of pocket expenses incurred as budgeted and authorized by the Board of Directors.

**ARTICLE VIII  
OFFICERS**

**Section 8.1 Officers.**

The elected officers of the Chapter shall be a President, a President elect, a Vice President, a Treasurer, and a Secretary. The Board of Directors may from time to time appoint such other officers as the Board may deem necessary or advisable.

**Section 8.2 Qualifications, Election and Term of Office.**

The officers of the Chapter, with exception of President, shall be elected from among the Directors each year by the Board of Directors by a majority vote of the Board. The President taking office each year shall be the President-elect, who was in office immediately before the election of officers. Each officer will serve a term of one year and until a successor has taken office.

**Section 8.3 Removal.**

Any officer may be removed by a majority of the Board of Directors, if, in the judgment of the Board, the best interests of the Chapter would be served by such removal.

#### **Section 8.4   Vacancies.**

Vacancies in any office, with the exception of President, may be filled for the balance of the remaining term by the Board of Directors at a meeting of the Board in accordance with such rules and procedures as may be established by the Board. In the event of a vacancy in the office of President, the President-elect shall act as President for the unexpired portion of the term of office of the predecessor in such office upon the expiration of the term.

#### **Section 8.5   President.**

The President shall be the chief elected officer of the Chapter, shall be a Member of the executive committee and shall preside at all meetings of the Members, the Board of Directors and the executive committee. Unless otherwise provided in these bylaws or directed by the Board of Directors, the President shall appoint all committees. The President shall have authority to represent the Chapter and act in its name in accordance with the declared policies of the Chapter and CAI. The President shall communicate to the Members of the Chapter and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of the Chapter and CAI, and the President shall perform such other duties as are necessary or incident to the office of the President or as may be assigned by the Board of Directors. The President shall be responsible for satisfying the directives of the Board of Directors.

#### **Section 8.6   President-Elect.**

The President elect shall perform the duties of the President in the Presidents absence or in the event of resignation, removal or inability or refusal to act. The President-elect when so acting, shall have all the powers and responsibilities of the President. The President elect shall also perform such duties as may be assigned by the President or the Board of Directors.

#### **Section 8.7   Vice President.**

The Vice President shall perform the duties of the President elect in the President-elect's absence or in the event of resignation, removal or inability or refusal to act of the President-elect. The Vice President when so acting, shall have all the powers and responsibilities of the President-elect. The Vice President shall also perform such duties as may be assigned by the President or the Board of Directors. The Vice President shall not succeed to the presidency unless so determined by a majority vote of the Board.

#### **Section 8.8   Treasurer.**

The Treasurer shall be the custodian of Chapter funds and securities, shall oversee the establishment of proper accounting procedures for the handling of the Chapter's funds, shall be disbursing officer for the Chapter and shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times called upon by the President of the Chapter. The Treasurer shall perform all other duties incident to the office of Treasurer.

**Section 8.9   Secretary.**

The Secretary shall be responsible for the keeping of complete and accurate minutes of all meetings of the Members, the Board of Directors and the executive committee. The Secretary shall perform all other duties incident to the office of Secretary.

**Section 8.10   Chapter Staff.**

The Board of Directors may appoint an executive director to manage the operations of the Chapter within the authority delegated by the Board of Directors.

**ARTICLE IX  
COMMITTEES**

**Section 9.1   Executive Committee.**

(a) Unless otherwise directed by the Board of Directors, the executive committee of the Board of Directors shall be comprised of the President, President-elect, the Vice President, the Treasurer and the Secretary. The Executive Committee shall have and exercise all of the authority of the Board of Directors including all actions specified in these Bylaws as actions to be taken by the Board of Directors where it is necessary or desirable to do so between meetings of the Board of Directors except that the Executive Committee shall have the authority to: 1) amend, alter, or repeal these Bylaws; 2) elect, appoint or remove any Directors or officer of the Chapter; 3) adopt a resolution proposing an amendment to the Articles of Incorporation; 4) adopt a plan of merger or conciliation with another corporation; 5) acquire or authorize the sale, lease, exchange or mortgage of any real property of the Chapter; 6) authorize the sale, lease, exchange or mortgage of all or substantially all of the personal property and assets of the Chapter; 7) authorize or institute proceedings of the voluntary dissolution of the assets of the Chapter; 8) adopt a plan for the distribution of assets; or 9) amend, repeal any resolution of the Board of Directors. The Executive Committee shall act by vote of a simple majority of the Executive Committee on any matter. The Executive Committee shall make due reports of its actions to the Board of Directors whenever so required. The President shall server as the chairperson of the Executive Committee.

(b) The Executive Committee is authorized to receive, hold, invest, manage, allocate and apply on behalf of the Chapter and in the furtherance of its purpose and objectives, all income received by the Chapter and all real and personal property received or wined by the Chapter. The Executive Committee shall, in accordance with such procedures as may be established by the Board of Directors from time and time, recommend a budget to the Board of Directors of each fiscal year.

**Section 9.2   Nominating Committee**

Each year the Executive Committee shall designate a nominating committee that shall

consist of the immediate past president of the Chapter, the President-elect and at least three other Members of the Chapter who are not elected officers of the Chapter and who are not running for election. At least one Member of the Nominating Committee shall be a Community Association Volunteer and no more than two (2) Members of the Nominating Committee may be from the same Membership Representation Group. Unless otherwise directed by the Executive Committee, the immediate past president of the Chapter shall serve as chairman of the nominating committee.

## **ARTICLE X LIMITATION OF LIABILITY; INDEMNIFICATION**

### **Section 10.1 Limitations of Liability.**

Nothing herein shall constitute the Members of the Chapter as partners for any purpose. No Member, officer, director, agent, representative or employee of the Chapter shall be liable for any act or failure to act on the part of any other Member, officer, director, agent, representative, or employee of the Chapter, nor shall any Member, officer director, agent, representative or employee of the Chapter be liable for any act or failure to act under these bylaws, except acts or failures to act arising out of such person's willful misfeasance.

### **Section 10.2 Indemnification.**

Each Director and officer shall be indemnified by the corporation and the Members against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him by judgment or settlement in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the corporation, except in cases of fraud, gross negligence or bad faith of the Director or officer in the performance of duties.

### **Section 10.3 Insurance.**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

## **ARTICLE XI MISCELLANEOUS**

### **Section 11.1 Fiscal Year.**

The fiscal year shall be determined by the Board of Directors.

**Section 11.2 Contracts, Checks, D rafts, etc.**

Except as otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness may be signed on behalf of the Chapter only by the President, the executive director or such other officers and agents of the Chapter or the Board of Directors or the executive committee may authorize.

**Section 11.3 Loans.**

No loans shall be made or obtained on behalf of the Chapter, and no negotiable instruments other than checks shall be issued in its name, unless and expect as authorized by the Board of Directors.

**Section 11.4 Deposits.**

Unless otherwise directed by the Board of Directors, all funds of the Chapter shall be deposited in such depositories as the executive committee or the President may select, or as may be selected by another officer or agent authorized by the executive committee.

**Section 11.5 Surety Bond.**

The President, the Treasurer, the executive director and such other officers and agents of the Chapter as maybe determined from time to time by the executive committee, shall give and file with the Secretary surety bonds for the faithful performance of their duties in such sums as may be fixed from time to time by the executive committee. The cost of such bonds shall be paid by the Chapter.

**Section 11.6 Procedures.**

All meetings of the Members, the Board of Directors and executive committee shall be governed by the rules set forth in the latest edition of Roberts's Rules of Order, Newly Revised, as long as such rules are not in conflict with these bylaws or with rules and procedures established by the Board or the executive committee.

**Section 11.7 Seal.**

The Chapter shall have a seal of such design as the Board of Directors may adopt, and it may be used by the Secretary in accordance with such rules and procedures as may be adopted by the Board of Directors.

**Section 11.8 Dissolution.**

Upon Dissolution of the Chapter, all of its assets shall be distributed to CAI, or its successor.

**Section 11.9 Loss of Charter.**

This Chapter may be decertified by a vote of the Board of Trustees, as provided in the policies and procedures of CAI. In such event, the Chapter agrees to be bound by CAI policies.

**Section 11.10 Waiver of Notice.**

Whenever any notice is required to be given under applicable law, Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed equivalent of giving of such notice.

**Section 11.11 Transitional Procedures**

Any and all actions taken pursuant to the Bylaws of the Chapter as in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant hereto. The Board of Directors shall adopt such provisions effecting a transition to the requirements of these Bylaws (including without limitation, provisions for converting the composition of the Board of Directors of the Chapter) as it deems necessary and proper.

**Section 11.12 Notices**

Unless otherwise prohibited by these Bylaws or state law, all notices and other communications required by these Bylaws or state law shall be in writing and shall be given in by:

- i) Personal Delivery
- ii) United States mail, first class, postage prepaid;
- iii) Statutory overnight delivery;
- iv) Electronic mail;
- v) Facsimile; or
- vi) A secure website, provided that notice shall be deemed given via website only upon proof that the addressee has retrieved the message.

**ARTICLE XII  
AMENDMENTS**

These Bylaws may be amended, repealed or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Members of the entire Board of Directors at a duly called meeting of the Board at which a quorum is present; provided however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision, or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendments, revision, or alteration to the Bylaws.