

## **ARTICLE I. NAME**

### **Section 1**

The name of this organization shall be The Network of Indian Professionals of North America, Inc. (NetIP-North America) (doing business as NetIP-North America, NetIP-NA, and/or NetIP).

## **ARTICLE II. REGISTERED OFFICE**

### **Section 1**

NetIP-North America shall maintain a registered office in the State of Delaware and shall have a registered agent at such office and may have other offices within or without the state.

## **ARTICLE III. PURPOSES**

### **Section 1**

NetIP-North America shall be organized and operated for the exclusive purpose of promoting the social welfare of South Asian professionals within the meaning of 501(c)(4) of the Internal Revenue Code of 1986, as amended (the Code), or the corresponding provision of any future federal tax laws, including, for such purpose, the making of distributions to organizations described in 501(c)(4) of the Code, or the corresponding section of any future federal tax code.

### **Section 2**

NetIP-North America shall promote the social welfare of South Asian professionals by sponsoring conferences, public discussion groups, lectures, or similar programs that :

Encourage professional excellence in the workplace by fostering the individual development of South Asian professionals;

Facilitate increased communication, interaction and the exchange of ideas among South Asian professionals to learn new skills and acquire knowledge from other members and recognized professionals;

Engender South Asian professionals with a sense of responsibility towards their communities and provide them with opportunities to engage in charitable activities;

Educate the South Asian community on issues which affect their interests and lead to equal opportunity for, and the fair treatment of South Asians

Promote the cultural heritage of South Asians.

Notwithstanding any other provision of these bylaws, NetIP-North America shall not engage in any activities or exercise any powers that are not in furtherance of promoting the social welfare of South Asian professionals, or not within the scope of its exempt purpose. The term South Asian refers to anyone whose ancestry originates from the India and its sub-continent.

### **Section 3**

No part of the net earnings of NetIP-North America shall inure to the benefit of or be distributable to its

members, directors, officers, or other private persons, except that NetIP-North America shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purpose.

#### **Section 4**

No substantial part of the activities of NetIP-North America shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NetIP-North America shall not participate in, or intervene in (including the publishing or distribution of statements or advertising) any political campaign on behalf of or in opposition to any candidate for public office.

#### **Section 5**

Upon dissolution of NetIP-North America, the Board of Directors shall distribute the assets of the NetIP-North America to all local Chapters selected by the Board of Directors that are described in 501(c)(4) of the Code, or the corresponding provision of any future federal tax laws, or distribute such assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of exclusively for any or all exempt purposes described in 501(c)(4) of the Code, or the corresponding provision of any future federal tax laws, by a Court of competent jurisdiction of the city or county in which the principal office of NetIP-North America is then located, or to such organizations, as said Court shall determine, which are operated exclusively for such exempt purposes.

### **ARTICLE IV. POWERS**

#### **Section 1**

The powers of NetIP-North America shall be:

To direct, manage, supervise, and control the business, property, and funds of NetIP-North America and any sponsored organizations or programs;

To govern the organization, make overall decisions and create policies on behalf of all chapters, and guide and steer the organization;

To create, set standards for, and coordinate chartered Chapters.

### **ARTICLE V. MEMBERSHIP IN NETIP-NORTH AMERICA**

#### **Section 1**

Membership in NetIP-North America is limited to Chapters that have been chartered as provided in these bylaws that continue to comply with these bylaws as adopted or as amended and that continue to conform to the accepted standards for chartered Chapters.

#### **Section 2**

Each chartered Chapter that continues to comply with these bylaws is granted a revocable nonexclusive license to use the service marks and collective membership marks owned by NetIP-North America, including but not limited to NetIP, Network of Indian Professionals, Network of Indian-American Professionals, NetSAP, Network of South Asian Professionals, South Asian Professional Networking Association, SAPNA, "NetIP-North America" and NetIP-NA, in connection with its activities as a member

of NetIP-North America. NetIP-North America has the exclusive right to control such usage of the NetIP-North America Marks by a chartered Chapter and to control the nature, quality, and uniformity of the services and membership of chartered Chapters in connection with which the NetIP-North America Marks are used.

If a chartered Chapter fails to comply with any of the provisions of these bylaws or fails to comply with the nature and quality of the services and membership required by NetIP-North America for the use of the NetIP-North America Marks, then the Board of Directors shall give the last-reported president and secretary of such chartered Chapter written notice, stating the nature and character of the noncompliance. The chartered Chapter shall have sixty (60) days from the date of the mailing of the written notice to cure or correct the noncompliance and to provide certification of compliance in writing to the Board of Directors. If the noncompliance is not cured or corrected by the chartered Chapter within the sixty (60) days, then the license to use the NetIP-North America Marks shall be revoked immediately and automatically at the end of such sixty (60) day period without further notification from NetIP-North America. Such immediate and automatic revocation of the license to use the NetIP-North America Marks shall not constitute automatic revocation or suspension of the charter or membership of the chartered Chapter. Any such revocation or suspension of the charter or membership of the chartered Chapter shall be done in accordance with Section 4 of this Article.

The license to use the NetIP-North America Marks is terminated immediately and automatically when any chartered Chapter resigns or disaffiliates or when its charter is revoked or suspended for any reason.

In the event the license granted to a chartered Chapter to use the NetIP-North America Marks is suspended or revoked, the chartered Chapter and its members shall immediately cease the use of the NetIP-North America Marks and any marks confusingly similar thereto. Failure to cease use immediately of the NetIP-North America Marks or any mark confusingly similar thereto will result in immediate and irreparable harm to NetIP-North America for which there is no adequate remedy at law. Therefore, NetIP-North America shall be entitled to obtain temporary restraining orders and preliminary and permanent injunctions against such use.

Any suspended or revoked license may be reinstated by a majority vote of the entire Board of Directors. All decisions with respect to the revocation or reinstatement of a license to use the NetIP-North America Marks shall be final.

Applying for or maintaining membership in NetIP-North America by a chartered Chapter constitutes a waiver of all separate or independent rights of such chartered Chapter in the NetIP-North America Marks and acceptance of the terms and conditions under which the chartered Chapter is licensed to use the NetIP-North America Marks.

### **Section 3**

Any chartered Chapter more than sixty (60) days in arrears for any indebtedness or annual dues to NetIP-North America shall not be considered "in good standing" and may have its charter and

membership herein suspended or revoked or may be otherwise disciplined by action of the Board of Directors in accordance with Section 4 of this Article. The Board of Directors may restore such Chapter to membership in NetIP-North America upon the payment of all such indebtedness.

#### **Section 4**

Any chartered Chapter that fails to conform to these bylaws or that fails otherwise to conform to the accepted standards for chartered Chapters may have its charter and membership herein suspended or revoked or may be otherwise disciplined by a two-thirds (2/3) vote of the entire Board of Directors. If the Board suspends or revokes a charter or takes disciplinary action against a Chapter, within fifteen (15) days thereof, the Vice President-Finance/Administration of NetIP-North America shall send a copy of the charges and the action taken by the Board of Directors to the last-reported president and secretary of the Chapter. Within sixty (60) days from the date of mailing such notice, the Chapter may file with the Vice President-Finance/Administration a request for a hearing before the Board of Directors. The Vice President-Finance/Administration shall send by registered mail to the last-reported president and secretary of said Chapter a notice of the final decision made by the Board of Directors within fifteen (15) days after such decision.

#### **Section 5**

The Chapter, within sixty (60) days from the date of mailing the notice of final action by the Board of Directors under Section 4 of this Article, may file with the Vice President-Finance/Administration of NetIP-North America a written notice of appeal, which shall be considered and decided at the next annual convention.

#### **Section 6**

Upon final determination of revocation of the charter, and if the Chapter is incorporated, said corporation shall be dissolved in accordance with local statutes; or in the event the corporation is not dissolved within one hundred and twenty (120) days, NetIP-North America has the right to petition and obtain proper orders of dissolution.

#### **Section 7**

Any chartered Chapter may resign from NetIP-North America upon a resolution of resignation being approved by a three-fourths (3/4) vote of the active, privileged, and senior membership of said Chapter, provided that all financial and other obligations of said Chapter, including all annual dues, owed to NetIP-North America shall have been fulfilled, and that, if incorporated, the corporation shall have been duly dissolved. Said resolution shall be certified by the Chapter's secretary and sent to the Vice President-Finance/Administration of NetIP-North America. Such resignation shall become effective when accepted by the Board of Directors. The Board of Directors may, upon written application of said Chapter, reinstate the Chapter to membership in NetIP-North America.

#### **Section 8**

Chartered Chapters may participate in any and all lawful activities that are not in contravention of the laws, mores, customs, and traditions of the country, state, or province in which the Chapters exist. These bylaws shall not constitute an official endorsement of such activities by NetIP-North America.

Nothing contained herein shall permit any chartered NetIP-North America Chapter by its activities to impugn the good name or the exempt status of NetIP-North America under 501(c)(4) of the Code. Should violations occur, appropriate disciplinary action by The Board of Directors shall be taken in accordance with these bylaws.

#### **Section 9**

For purposes of these bylaws, the terms "contact", "communicate", "notify", "written notice", "in writing", and "mail" shall be interpreted to include any form of visually displayed communication (including electronic or telephonic communication) approved by the Board of Directors, which reasonably guarantees delivery of the required message to the intended addressee in a timely manner.

### **ARTICLE VI. CHAPTERS**

#### **Section 1**

A Chapter may be organized and chartered only in a community that has a sufficient diversity of businesses, professions and vocations which will ensure the standards of membership and classification principles prescribed by NetIP-North America for chartered Chapters, and has the potential of additional membership resources to ensure the future stability of the Chapter.

#### **Section 2**

A charter shall be granted to each prospective Chapter that meets all requirements and obligations, provided, however, that by the acceptance of such charter, the Chapter agrees to be bound by these bylaws as adopted or amended. NetIP-North America's Director of Operations and Vice President-Internal Affairs will publish and amend as needed a Chapter Start-Up Program Manual ("Chapter Start-Up Manual"). The initial Chapter Start-Up Manual and any subsequent amendments to the Chapter Start-Up Manual shall be adopted only by a majority vote of the Board of Directors. Upon said adoption, NetIP-North America shall grant a charter to each prospective Chapter that meets all requirements and obligations as set forth in the adopted Chapter Start-Up Manual.

#### **Section 3**

The minimum number of members for the organization and charter of a prospective Chapter shall be determined by the Board of Directors, but shall not be less than fifteen (15) active members.

#### **Section 4**

Application for the startup of a NetIP-North America Chapter shall be made using the Startup Chapter Policies and Procedure adopted by the Board of Directors.

#### **Section 5**

Upon the approval of a petition for a new Chapter by the Board of Directors, the Board shall direct through its accredited representative the completion of the organization of said Chapter.

#### **Section 6**

The charter fee approved by the Board of Directors is to be paid by a prospective Chapter before receiving its charter.

### **Section 7**

Upon the organization of a NetIP-North America Chapter under the direction of the accredited representative, and upon approval of the Board of Directors, there shall be issued to said Chapter a charter from NetIP-North America signed by the President and Vice President-Finance/Administration of NetIP-North America. Upon organization, said Chapter must have complied with the following conditions:

Adopted the standard provisions for Chapter bylaws, modified only as approved by the Board of Directors. The Chartered Chapter's Board of Directors may modify all other provisions in its bylaws following guidelines set forth in same.

Secured and maintained a charter membership of the required number of active members as established by the Board of Directors.

Elected officers, appointed committees, and completed Chapter organization as required by the Chapter bylaws.

Certified to the Vice President-Finance/Administration of NetIP-North America that the accredited representative has instructed the officers, committees, and members.

Paid to NetIP-North America the charter fee, annual dues, and any other charges required by these bylaws.

Complied with and maintained all standard practices and principles for NetIP-North America Chapters as determined by the Board of Directors.

Signed an official Letter of Intent approved by the Board of Directors of NetIP-North America. Such Letter of Intent must be renewed by each chartered Chapter during the annual conference.

### **Section 8**

Following August 31, 2002, a Chapter, after receiving its charter, may incorporate subject to the approval of the Board of Directors, but only by the name designated in its charter such as "Network of Indian Professionals of . . .", and said Chapter shall agree, as a condition precedent to incorporation, that it will, as an incorporated body, abide by these bylaws, as adopted or amended. A chartered Chapter shall not use any name except that designated in its charter.

Any Chapter that received its charter prior to August 31, 2002, and incorporated using a name other than "Network of Indian Professionals of . . . ." may continue using such name for the life of said Chapter's charter.

### **Section 9**

The officers of a chartered Chapter shall be a president, one (1) or more vice-presidents, a treasurer, and a secretary, or their equivalents, and such other officers as may be required by the Chapter bylaws. The officers, together with at least three (3) directors, shall constitute the board of directors. The

officers and directors must be active members in good standing. The duties of the officers and the board of directors shall be such as are prescribed in the Chapter bylaws.

**Section 10**

The basic standing committees of a chartered Chapter and their duties shall be prescribed by NetIP-North America. This in no way preempts the right of any Chapter to appoint special committees or to add standing committees as prescribed in the Chapter bylaws.

**Section 11**

A chartered Chapter shall have the option to hold regularly scheduled meetings not less than one (1) each month, on such day and at such place as shall be determined by the chartered Chapter's board of directors.

**Section 12**

A chartered Chapter may hold such other meetings and events as the board of directors or membership may desire.

**Section 13**

A chartered Chapter shall hold its annual meeting and election of officers and directors not earlier than the fifteenth day of September and not later than the fifteenth day of November. The officers shall serve for one (1) year or until their successors are duly elected and qualified. The directors shall serve for the term prescribed in the Chapter bylaws or until their successors are duly elected and qualified. The terms of the officers and directors shall commence on the first day of January and end on the last day of December.

**Section 14**

The president and secretary of each chartered Chapter shall, before the last day of November of each year, certify to the Vice President-Finance/Administration of NetIP-North America the names of the officers elected to serve in the ensuing year.

**Section 15**

The administrative and fiscal year of all chartered Chapters shall begin on the first day of January of each year.

**Section 16**

A chartered Chapter shall submit to NetIP-North America by the tenth day of each succeeding month such membership reports as required by the Board of Directors and Chapter quarterly reports as of March 31, June 30, September 30, and December 31 of each year. Such reports and statements shall be made on the official forms provided by NetIP-North America.

**ARTICLE VII. MEMBERSHIP IN CHAPTERS**

**Section 1**

Membership in a chartered Chapter shall be primarily of the active class as herein defined. Chapters may also establish honorary memberships.

Membership in a chartered Chapter is limited to persons over twenty-one years of age who satisfy the qualifications for either active membership or honorary membership.

Membership in a chartered Chapter shall also constitute automatic membership in NetIP-North America.

Each chartered Chapter shall recognize visiting members of another chartered Chapter as honorary members described in Section 3 of this article.

If a member of any chartered Chapter permanently relocates within a 150-mile radius of any city in which a chartered Chapter is located, such member's remaining membership shall transfer to the new chartered Chapter.

Those individuals with no chartered Chapter within a 150-mile radius of their residences may become a member of NetIP-North America.

### **Section 2. Active Membership**

An active member must be a person of good character and community standing who resides or has other community interests within the area of the chartered Chapter as determined by the chartered Chapter's Board of Directors.

An active member must be an individual, who is a student or is engaged in an occupation in a recognized line of business, profession, or vocation. The active members of a chartered Chapter shall represent a cross section of occupations and professions in the community in which the chartered Chapter is located.

An active member must pay annual membership dues and shall be entitled to all privileges of membership in that chartered Chapter. Each Chapter shall have the authority to set applicable annual membership dues, provided that the Board of Directors, by agreement from time to time, may set the minimum amount of annual membership dues for each form of membership.

### **Section 3. Qualifications for Honorary Membership**

Any person who has performed distinguished public service may be elected an honorary member of a chartered Chapter of which the person is not an active member for a period of one (1) year and thereafter may be re-elected annually. Each chartered Chapter shall determine the method of selection for honorary membership.

Any member visiting the city of a chartered Chapter shall be treated as an honorary member for the duration of their stay.

An honorary member shall pay neither a membership induction fee nor annual membership dues, and shall be entitled to all privileges of the Chapter except those of voting and holding office.

The acceptance or discipline of honorary members in any chartered Chapter shall be such as is authorized in the Chapter bylaws.

#### **Section 4**

Prospective active members of a chartered Chapter shall be considered for membership by procedures set forth by the Chapter bylaws. If the Chapter bylaws do not set forth membership procedures, application for membership shall be made under the following procedure:

Each application for membership shall be submitted by a prospective member of that Chapter to the Chapter secretary or its committee on membership, which proposal shall bear the signature of the applicant. The application for membership shall then be submitted to the Chapter board of directors for consideration.

At a meeting of the Chapter board of directors at which a quorum is present, members shall be accepted by a two-thirds (2/3) vote of the board of directors, or in any other method proscribed by the Chapter's board of directors or in the Chapter bylaws.

Upon favorable action by the Chapter board of directors, the new members shall be notified concerning the action of the board and the appropriate membership induction fee shall then be secured.

The acceptance or discipline of active members in any chartered Chapter shall be such as is authorized in the Chapter bylaws.

### **ARTICLE VIII. NetIP-NORTH AMERICA BOARD OF DIRECTORS**

#### **Section 1**

The NetIP-North America Board of Directors shall consist of the Executive Committee and two (2) Chapter Liaisons representing each chartered Chapter.

#### **Section 2**

The Board of Directors shall define the policies and shall have full administrative authority in all matters of NetIP-North America. All policies adopted by the Board of Directors shall be published by the Vice President-Finance/Administration on the NetIP-North America Internet website within thirty (30) days following such adoption.

#### **Section 3**

The interpretation of these bylaws by the Board of Directors shall be final and binding, unless such interpretation is changed or rescinded at a subsequent annual convention, as provided in these bylaws. To change the interpretation, the proposer must provide the wording of the proposed change.

#### **Section 4**

The NetIP-North America Board of Directors shall hold not less than four (4) meetings each year at such times and places as may be determined by action of the Board, by call of the President, or by the written request of at least seven (7) members of the Board. A meeting is defined as a physical meeting or teleconference call. A written notice of the time and place of all meetings of the Board of Directors shall

be mailed or otherwise communicated to each member of the Board by the Vice President-Finance/Administration not less than ten (10) days prior to said meeting.

#### **Section 5**

With the approval of the President, the Board of Directors, without meeting together, may transact business by mail or any telephonic or electronic means by voting upon proposed resolutions mailed or communicated to them by the Vice President-Finance/Administration. If within twenty (20) days thereafter, a majority of the members of the Board of Directors shall send in writing to the Vice President-Finance/Administration their vote in favor of any such resolution, said resolution shall be deemed carried; otherwise, it shall fail, provided, however, that no such affirmative action shall go into effect for ten (10) days after the Vice President-Finance/Administration shall have sent to each member of the Board of Directors by mail a report of the tabulated result of such vote. The ballots, before being destroyed, are to be produced at the following meeting of the Board of Directors.

#### **Section 6**

Two-thirds (2/3) of the chapters and Executive Committee members of the Board of the Directors shall constitute a quorum for the transaction of all business, except in cases where a larger vote is required under the bylaws.

#### **Section 7**

The Board of Directors shall establish and implement a long-range plan for NetIP-North America. The plan shall be reviewed annually and revised as necessary.

### **ARTICLE IX. EXECUTIVE OFFICERS**

#### **Section 1**

The Executive Officers of NetIP-North America shall be the President, Director of Operations, Vice President-External, Vice President-Internal, Vice President-Finance/Administration, Vice President-Events and any other officers determined necessary by the Board of Directors (hereinafter collectively referred to as "the Executive Committee"). The authority and duty of each officer shall be such as are defined in these bylaws.

#### **Section 2**

The administrative year of the Executive Committee of NetIP-North America shall commence on the first day of January and end on the last day of December. The term for newly elected NetIP-North America Executive Officers will commence on the fifteenth day of October of each year. At such time, outgoing Executive Officers will serve in a formal advisory role with no voting authority until the last day of December of the current year. If a candidate has not been nominated within two weeks prior to the annual convention and Board of Director meeting wherein the election of Executive Officers is noticed to take place, the outgoing Executive Committee shall appoint an individual to fill such executive office under the procedures specified for filling vacancies within the Executive Committee prior to the newly elected Executive Committee taking office.

### **Section 3**

Each elected officer shall be an active member in good standing of a chartered Chapter. No offices shall be combined in one (1) person, and no more than one (1) person shall serve in any office during the administrative year, except as provided in Article XV of these bylaws.

### **Section 4**

The President, Director of Operations, Vice President-External, Vice President-Internal, Vice President-Finance/ Administration and Vice President-Events shall be elected at the annual convention for a period of one (1) administrative year, in the manner prescribed in these bylaws. All officers shall serve until their successors are elected and qualified. A Vice President-Events-Elect may be elected at the annual convention and serve for a period of one (1) administrative year; at the end of the one (1) administrative year, the Vice President-Events-Elect shall become Vice President-Events and shall serve as such for a subsequent period of one (1) administrative year.

### **Section 5**

The term of Executive Officer shall be one (1) year, except for those Executive Officers elected to fill vacancies, as specified in these bylaws. No Executive Officer shall serve for more than two (2) years in the same position. However, the time served by any person appointed by the Board of Directors to fill an unexpired portion of a vacant term shall not count in determining the number of years served as an Executive Officer for the purpose of this provision.

### **Section 6**

In addition to the minimum of four (4) Board of Directors meetings held throughout the administrative year, the Executive Committee shall hold not less than twelve (12) meetings each year at such times and places as may be determined by action of the Executive Committee or Board of Directors or by call of the President. A written notice of the time and place of all meetings of the Board of Directors shall be mailed or otherwise communicated to each member of the Board by the Vice President-Finance/Administration not less than ten (10) days prior to said meeting.

### **Section 7**

Each Executive Officer elected by the Board of Directors shall receive one (1) vote.

## **ARTICLE X. POWERS AND DUTIES OF EXECUTIVE OFFICERS**

### **Section 1. President**

The President shall preside at all annual conventions and at all meetings of the Board of Directors and Executive Committee of NetIP-North America. The President, acting as chief executive officer and under the supervision of the Board of Directors, shall develop and implement long-term goals, vision, and plan for NetIP-North America and is accountable for all actions taken by the Executive Committee. The President shall exercise general supervision over the affairs and activities of NetIP-North America, carry out the resolutions and directives of the Board of Directors, and shall perform such other duties pertaining to the office of President. The President shall attend all meetings of the Board of Directors and Executive Committee and all annual conventions. The President shall make a report to NetIP-North America at the annual convention and such other reports as directed by the Board of Directors.

## **Section 2: Director of Operations**

The Director of Operations shall develop and implement short- and long-term goals, objectives, policies and procedures in concert with the President and Executive Board, shall formulate strategies and introduce initiatives to effectively execute on key goals with the President, shall direct Vice President-related meetings with Finance, Technology, Events and Internal and External Affairs to provide updates to President and Board of Directors, shall jointly perform and approve key recruitment decisions for all non-executive Board NetIP volunteer positions, including all Chair and non-Chair roles, shall collaborate with the executive team and wider organization to create and sustain execution of deliverables, milestones, and tasks throughout the organization. Ensures that consistency and accountability exist across all teams, shall oversee development of NetIP NA to ensure internal and external projects provide the appropriate image for the organization, shall ensure that new business ideas and service offerings are adequately vetted throughout the organization to properly assess risk/reward and promote and sustain an entrepreneurial spirit, and shall ensure that all parties are aware of the program scope, the benefits that it expects to deliver, the benefits it actually realizes, and the program timelines.

## **Section 3. Vice President-External Affairs**

The Vice President - External Affairs, under the supervision and direction of the President and the Board of Directors shall manage affairs outside the organization, including developing and implementing goals for corporate relations and community/public relations, shall assist the President and the Board of Directors in conducting the business of NetIP-North America, and shall perform such duties as are specified or implied in these bylaws, or as may be assigned by the Board of Directors. The Vice President-External Affairs shall attend all meetings of the Board of Directors and the Executive Committee and all annual conventions. The Vice President-External Affairs shall make a report to NetIP-North America at the annual convention and such other reports as directed by the President or the Board of Directors.

## **Section 4. Vice President-Internal**

The Vice President - Internal Affairs, under the supervision and direction of the President and the Board of Directors shall manage the interests of chapters and members, including developing and implementing goals for NetIP-North America events, membership, and chapter development, shall assist the President and the Board of Directors in conducting the business of NetIP-North America, and shall perform such duties as are specified or implied in these bylaws, or as may be assigned by the Board of Directors. The Vice President-Internal Affairs shall attend all meetings of the Board of Directors and the Executive Committee and all annual conventions. The Vice President-Internal Affairs shall make a report to NetIP-North America at the annual convention and such other reports as directed by the President or the Board of Directors.

## **Section 5. Vice President-Finance/Administration**

The Vice President - Finance/Administration shall serve as the chief operating officer of NetIP-North America under the supervision and direction of the President and the Board of Directors, shall assist the President and the Board of Directors in conducting the business of NetIP-North America, and shall perform such duties as are specified or implied in these bylaws, or as may be assigned by the Board of

Directors. The Vice President-Finance/Administration shall attend all meetings of the Board of Directors and the Executive Committee, and all annual conventions, and shall act as the secretary thereof.

The Vice President-Finance/Administration shall sign all documents issued by NetIP-North America when required; affix the corporate seal of the organization when required; keep the financial accounts and records; and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of NetIP-North America funds in the manner authorized and prescribed by the Board of Directors.

The Vice President-Finance/Administration shall make a report to NetIP-North America at the annual convention and such other reports as directed by the President or the Board of Directors. The financial accounts, records, and books of NetIP-North America shall at all times be open to the inspection of the President, the Board of Directors, any auditors named by the Board of Directors, and as required by all relevant federal and state laws. The Vice President-Finance/Administration will regularly review and advise the Board of Directors on the financial condition of NetIP-North America and make a report thereof at the annual convention, and shall perform such duties usually pertaining to the office or as may be assigned from time to time by the President or the Board of Directors.

The Vice President-Finance/Administration shall supervise any official communication or publication of NetIP-North America with duties as defined in Article XVII of these bylaws, unless otherwise authorized by the Board of Directors.

#### **Section 6: Vice President-Technology**

The Vice President–Technology, under the supervision and direction of the President and the Board of Directors shall serve as the Chief Technology Officer for the Organization and manage all affairs related to the use and implementation of technology for NetIP-NA operations, including but not limited to, website management, NetIP’s member relationship management software, the blog and other technical requirements. The Vice President-Technology will be responsible for creating short and long term goals to enhance the operations of NetIP-NA through the use of technology. The Vice President-Technology shall make a report to NetIP-North America at the annual convention and such other reports as directed by the President or the Board of Directors.

#### **Section 7. Vice President-Events**

The Vice President - Events shall serve as the Annual Conference lead for NetIP-North America under the supervision and direction of the President and the Board of Directors, shall assist the President and the Board of Directors in conducting the business of NetIP-North America, and shall perform such duties as are specified or implied in these bylaws, or as may be assigned by the Board of Directors. The Vice President-Events shall attend all meetings of the Board of Directors and the Executive Committee, and all annual conventions. There may be an exception made to attend the annual live meeting as their availability may be limited due to the responsibilities of the conference.

The Vice President will be required to follow specific guidelines determined by the Executive Committee and in accordance with the current Brand Guidelines. This can include but not limited to the theme, tracks, special events, and types of sponsors.

The Vice President-Events responsibilities include managing a team of conference chairs, securing sponsorships, managing logistics, developing the conference's special events, securing speakers maintaining a budget in accordance with the budget approved by the Board of Directors, and any other related responsibilities associated with the conference.

## **ARTICLE XI. CHAPTER LIAISONS**

### **Section 1**

Each chartered Chapter shall be represented on the NetIP-North America Board of Directors by no more than two (2) Chapter Liaisons. A Chapter Liaison refers to the designated officer(s) assigned by the Chapter to represent it on the NetIP-North America Board of Directors. Each Chapter Liaison shall participate in the discussion during Board of Directors meetings.

### **Section 2**

In the event that a Chapter Liaison with a remaining term in office seeks to be elected as an Executive Officer, the term of office of said Chapter Liaison shall end on December 31.

### **Section 3**

Each Chapter represented shall receive one (1) vote. Each Chapter shall designate its voting representative to the President of NetIP-North America prior to the Board of Directors Meeting.

## **ARTICLE XII. FORMER EXECUTIVE OFFICERS**

### **Section 1**

All former Executive Officers of NetIP-North America shall be allowed to participate in Board of Directors meetings.

### **Section 2**

Former Executive Officers shall not be entitled to voting rights within the Board of Directors.

## **ARTICLE XIII. BOARD OF ADVISORS**

### **Section 1**

The Board of Advisors shall be individuals with proper qualifications as seen fit by the Executive Officers who advise the current Executive Officers and Board of Directors in meeting short-term operational and long-term strategic goals.

Members of the Board of Advisors may not serve as Executive Officers or as North America chairs, however, they may serve as officers of chartered Chapters.

### **Section 2**

To appoint an individual to the Board of Advisors, the President must make a nomination. The member must be confirmed by a simple majority vote of the NetIP Executive Team.

To remove a member of the Board of Advisors from office, the President must submit a resolution to the NetIP Executive Team. The member shall be removed by a simple majority vote of the NetIP Executive Team.

An advisor shall serve for a 1 year term, which may be renewed for a consecutive year at the sole discretion of the President.

A member of the Board of Advisors may choose to resign at any time upon written notice to the President.

### **Section 3**

Members of the Board of Advisors shall be honorary members of NetIP-North America.

## **ARTICLE XIV. CONVENTIONS**

### **Section 1**

The annual convention shall be held during Labor Day weekend or as determined by the Board of Directors, not less than one (1) year prior to the date of said convention.

### **Section 2**

A conference bid presentation will be made by a candidate for VP of Events-Elect. The selection of the city in which the annual convention is to be held shall be made by the Board of Directors at least two-hundred seventy (270) days before said convention, provided said Board of Directors shall have the power to substitute another city in case circumstances later make such action necessary or advisable. The Board of Directors shall have the authority to vote for a VP-Events-Elect as an official candidate for VP of Events two years in advance of a respective annual convention. The VP-Events-Elect will have no formal voting authority until the following year when the VP-Events-Elect becomes the VP of Events on the date noted in Article IX, Section 2.

### **Section 3**

The time and place of special annual conventions shall be determined by the majority vote of the Board of Directors.

### **Section 4**

Each chartered, probationary, and start-up Chapter will actively support the Board of Directors and Host Chapter, if any, in promoting and marketing the Annual Convention to its respective membership and local community. The Board of Directors shall determine the most effective and reasonable means of doing so. All Chapters will adhere to the policies set forth by the Board of Directors.

### **Section 5**

The Vice President-Finance/Administration shall mail to each chartered Chapter an official call to the

annual convention at least ninety (90) days prior to the date of the convention, and an official call for any special annual convention at least thirty (30) days prior to the date of the same.

**Section 6**

The Executive Committee and Host Chapter, if any, shall have full supervision and management of the annual convention and shall announce the official program and order of business of each convention.

**Section 7**

The officers of each annual convention shall be the officers of NetIP-North America. At or prior to any convention, the President may appoint a recording secretary of the convention to assist the President and the Vice President-Finance/Administration.

**Section 8**

At least thirty (30) days prior to each annual convention, the President shall appoint an Elections Committee to consist of at least seven (7) members from chartered NetIP-North America Chapters. In the case of the Elections Committee, all members shall be delegates or delegates-at-large. Five (5) members of the foregoing committee shall constitute a quorum.

**Section 9**

Each elected Executive Officer and each Chapter present shall be entitled to vote on each question submitted in any annual convention. There shall be no voting by proxy or absentee ballot.

**Section 10**

On all matters put to vote, Chapters Liaisons may abstain from voting on any proposition. In determining the outcome of any vote, the presiding officer shall make a determination on the votes actually cast; abstentions, if any, shall be excluded from all such consideration.

**Section 11**

Each chartered Chapter in good standing, at the time of electing its delegates for an annual convention as herein specified, shall choose one (1) alternate, designated as alternate number one (1). Such alternate will serve for either of the two (2) delegates of the Chapter, if either or both of such delegates shall be absent from the convention. Each delegate and alternate shall be an active member in good standing of the chartered Chapter represented. In the event any chartered Chapter shall fail to certify the election of its delegates and alternates as herein set forth, the Committee on Credentials shall determine the seating of the delegates or alternates for such chartered Chapter.

**Section 12**

Official delegates of a newly organized NetIP-North America Chapter shall be granted full privileges at annual conventions after the Board of Directors of NetIP-North America has approved the charter, even if it has not been formally presented to such Chapter.

**ARTICLE XV. BOARD OF DIRECTORS MEETING PROCEDURE AT ANNUAL CONVENTION**

**Section 1**

The official agenda of the Board of Directors meeting of an annual convention as approved by the Board

of Directors shall be the order of the day. Changes in the agenda may be made from time to time by a majority vote of the delegates and delegates-at-large present and voting.

## **Section 2**

All proposed amendments, amendments to by-laws, and/or NetIP-North America policies and procedures shall be submitted to the Vice President-Finance/Administration by the Board of Directors or chartered Chapters between June 1 and July 1. Within thirty (30) days thereafter, the Annual Committee on Resolutions shall meet to consider such proposed resolutions, as well as any resolutions which may be initiated by the committee. The Vice President-Finance/Administration shall send a copy of all resolutions recommended by the committee, other than memorial and appreciation resolutions, to each chartered Chapter not later than thirty (15) days prior to the annual convention. No resolutions other than those so sent to chartered Chapters shall be considered by the annual convention unless recommended by the Annual Board of Directors by a majority vote. Debate on any resolution shall not be in order until it has been reported out by the Resolutions Committee. At any time prior to the voting thereon by the delegate body, the Resolutions Committee shall be authorized to make editorial changes in any resolution, provided the import of the resolution is not changed thereby.

## **Section 3**

Reports of committees, communications to the annual convention, resolutions, amendments, and all motions may be debated, unless the convention, by a two-thirds (2/3) vote, dispenses with debate. No person shall speak longer than three (3) minutes at one time, except as provided in the order of the day or by a majority vote. The members of the Resolutions Committee shall have the privilege of the floor during the time that the resolutions are being considered by the delegate body, but no member of the Resolutions Committee shall have the right to vote on the resolutions, unless said member is an accredited delegate.

## **Section 4**

All costs, if any, related to the Board of Directors events during the annual convention shall be covered by NetIP-North America with the exception of personal travel, hotel, and/or other related costs.

## **ARTICLE XVI. NOMINATION AND ELECTION OF OFFICERS**

### **Section 1**

The official program of the annual convention shall indicate the day and time of the session for the nomination and election of officers and shall be subject to change only in accordance with the rules of convention procedure.

### **Section 2**

The Elections Committee shall have general charge of the election, including the distribution and tabulation of the ballots. No Member of the Elections Committee shall cast votes in the election.

### **Section 3**

The nomination and election procedures for officers to be elected at the annual convention shall be as follows:

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All candidates for the offices of President, Vice President-Finance/Administration, Vice President-External Affairs, Vice President-Internal Affairs, Vice President-Events and Directors such as Director of Operations, pursuant to these bylaws, must submit notice of candidacy to the Elections Committee no later than noon of the first business session of the annual convention. The Vice President-Events election must include a bid presentation by the candidate.

All candidates must be current members of NetIP in good standing.

No person shall be considered as a candidate without the written consent of such person having been obtained.

Except as otherwise provided by these bylaws, nothing contained in this Section shall be construed as limiting the right to make further nominations from the floor of the convention, provided the written consent of persons so nominated has been obtained and presented to the Elections Committee prior to the nomination.

When the nomination of candidates for the offices of NetIP-North America shall become the order of business of the annual convention, the report of the duly qualified candidates shall be presented by the Elections Committee. The candidates shall be nominated and voted upon in an order determined by the Elections Committee.

The voting shall be by secret ballot only where there are two (2) or more candidates for the same office. Ballots shall be numbered consecutively. Only Executive Officers and Chapter Liaisons shall be allowed to vote.

No ballot shall be counted whereon it appears that the elector has voted for a greater or lesser number of nominees for an office than there are vacancies to be filled.

A majority of all valid votes cast for each position shall be necessary for the election of the President. In the event that any ballot cast for President does not show a majority for any nominee for the foregoing offices, the Elections Committee shall designate a time and a place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all valid votes cast.

A majority of all valid votes cast shall be necessary for the election of the President, Director of Operations, Vice President-Finance/Administration, Vice President-External Affairs, Vice President-Internal Affairs, and Vice President-Events-Elect. The vote for the Vice President-Events-Elect will include the city choice for the annual convention to follow two years from the election of the VP-Events-Elect. If neither the current VP-Events role or VP-Events-Elect role are not occupied for the next annual convention and/or the city has not been selected, the Board of Directors may vote in a Vice President-Events and elect the city for the next annual convention and vote for the VP-Events-Elect and city choice for the following-to-next annual convention. The Executive Officers and Chapter Liaisons shall vote for one (1) nominee. In the event that a nominee does not receive a majority of the valid votes cast, the

Elections Committee shall designate a time and a place for a run-off election for such office. For the run-off election, the two (2) nominees receiving the greater number of valid votes cast shall be voted on, and the nominee then receiving a majority of the valid votes cast shall be elected.

Only Executive Officers and Chapter Liaisons shall be entitled to vote for officers of NetIP-North America.

The Elections Committee shall determine the qualifications for candidates seeking the offices of President, Director of Operations, Vice President-Finance/Administration, Vice President-External Affairs, Vice President-Internal Affairs, and Vice President-Events, and ensure that such qualifications are submitted to each chartered Chapter at least sixty (60) days prior to the first business session of the annual convention.

The Elections Committee shall notify the Board of Directors of the election at least sixty (60) days prior to the annual convention.

The Elections Committee shall have the power to promulgate other rules and procedures as needed to conduct the election.

#### **Section 4**

The Elections Committee shall report promptly to the annual convention the results of the balloting and the report shall be signed by a majority of the committee. After the committee has so reported, the chairman shall deliver all ballots to the Vice President-Finance/Administration to be kept for a period of ninety (90) days after the close of the convention when the ballots shall be destroyed.

### **ARTICLE XVII. DESIGNATION OF OFFICERS AFTER THEIR ELECTION AND BEFORE THEIR ASSUMPTION OF OFFICE**

#### **Section 1**

After their election and before their assumption of office, all officers of NetIP-North America shall be known and designated by the titles of the offices to which they have respectively been elected, followed by the term "elect."

### **ARTICLE XVIII. VACANCIES IN OFFICE**

#### **Section 1**

In the event of a vacancy in the office of President during the administrative year, the Executive Committee shall elect from among its own number a President for the unexpired term.

#### **Section 2**

In the event of a vacancy in the office of Vice President-Finance/Administration, Vice President-External, or Vice President-Internal, or any other Executive Offices during the administrative year, the Executive Committee shall elect via a majority vote a qualified member of a chartered Chapter or Net-IP North America to fill the office for the unexpired term and the Executive Committee shall notify the Board of Directors of the election result.

### **Section 3**

In the event the President is temporarily incapacitated and unable to discharge the duties of the office, as determined by a three-fourths (3/4) vote of the entire Executive Committee, the Director of Operations shall become Acting President until the President is able to resume those duties. While the President is incapacitated, the Acting President shall be the executive officer of NetIP-North America and shall have all the duties, responsibilities, and authority given to the President by these bylaws. If, after a period of thirty (30) days, it shall appear to the Executive Committee that the President continues to be incapacitated and is not able to resume the duties and responsibilities of the office, the Executive Committee may declare the office of President vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in office as prescribed in these bylaws.

### **Section 4**

Whenever it shall appear to the President or two-thirds (2/3) of the Executive Committee that an Executive Officer may be failing to perform the duties of that office or is engaging in conduct unbecoming an Executive Officer, written notice of the alleged facts shall be given to that member within thirty (30) days.

A special meeting of the NetIP-North America Executive Committee to consider the alleged facts shall be held within thirty (30) days thereafter, unless a regularly scheduled meeting shall take place within such thirty (30) -day period. Delivery of such notice shall be deemed effective upon receipt or five (5) days after such notice is mailed, whichever is sooner. The Executive Officer so accused shall have the right to attend such meeting, be presented with the alleged facts, and be given the opportunity to provide a defense to such charges.

In the event that the NetIP-North America Executive Committee, by a three-fourths (3/4) vote of the entire Executive Committee, finds such Executive Officer is not performing the duties of such office or has engaged in conduct unbecoming a member of the Board and declares such office vacant, and notifies the Board of Directors of said finding, such vacancy shall be filled as provided in the Constitution and bylaws.

Conduct unbecoming a Officer of the NetIP-North America Executive Committee is defined as any conduct that:

Is incompatible with the best interests of the public or of members of NetIP-North America,

Harms the standing of NetIP-North America in the local or global community, and/or

As further defined in the NetIP-North America Executive Committee Policy on "Conduct Unbecoming a Member of the Annual Board"

### **Section 5**

In the event of disability or inability of any member-designate of the NetIP-North America Executive Board of Directors to serve for the year for which elected, as certified by the President-designate and

affirmed by a two-thirds (2/3) vote of the entire Executive Committee, the Executive Committee shall proceed to elect a successor for the administrative year in accordance with the provisions for filling vacancies in office as prescribed in these bylaws.

## **ARTICLE XIX. COMMITTEES**

### **Section 1**

There shall be a Standing Resolutions Committee, which shall consist of seven (7) members from chartered Chapters, at least one (1) of whom shall be the President. The quorum of the Committee on Resolutions shall be five (5).

### **Section 2**

The Resolutions Committee shall consider and make recommendations of resolutions to be submitted for action at annual conventions. Resolutions shall be considered by the Committee only if submitted by the Board of Directors or a Chapter by a majority vote of the Chapter members. The Committee shall also have the authority to originate resolutions and to modify, combine, edit, or not accept any resolution submitted to it. When the NetIP-North America Board of Directors proposes to the Resolutions Committee the major emphasis program or programs for the ensuing administrative year, the Committee on Resolutions shall embody such program or programs in an appropriate resolution or resolutions.

### **Section 3**

Any Annual or Standing Committee shall meet at the call of its chairman upon the approval of the President. Written notice of such meetings shall be received by the Vice President-Finance/Administration at least ten (10) days in advance of the date of the meeting.

### **Section 4**

All Annual and Standing Committees shall report to and as requested by the President or the Board of Directors.

## **ARTICLE XX. SPECIAL COMMITTEES**

### **Section 1**

Special Committees shall be appointed by the President whenever it may be deemed necessary or advisable by a majority of the Board of Directors, and they shall perform such duties as may be authorized by the Board of Directors in their creation.

### **Section 2**

Special committees shall consist of at least one (1) Executive Officer and one (1) Chapter Liaison.

### **Section 3**

Special committees shall meet at the call of the chairman upon the approval of the President, and notices of such meeting shall be received by the Vice President-Finance/Administration at least ten (10) days in advance of the date of the meeting.

**Section 4**

Special committees shall report to and as requested by the President or the Board of Directors.

**ARTICLE XXI. REVENUE**

**Section 1**

Each new NetIP-North America chartered Chapter, before receiving its charter, shall pay to NetIP-North America the charter fee prior to the annual convention at a date decided by the Executive Committee.

**Section 2**

Each NetIP-North America chartered Chapter shall pay to NetIP-North America the charter fee prior to the annual convention at a date decided by the Executive Committee.

**Section 3**

Each member of a chartered Chapter, with the exception of honorary members, shall pay to that Chapter such membership induction fee and annual membership dues as are fixed by the bylaws of said Chapter.

**Section 4**

Each chartered Chapter shall pay to NetIP-North America an amount to be set by agreement of the Board of Directors for each individual chapter member, regardless of the type of membership, but not including honorary members. NetIP-NA is authorized to temporarily reduce, but not increase, such standing payment amount from time to time as it deems fit.

**Section 5**

Revenue from sources other than those defined in this Article may be raised as provided in the bylaws.

**Section 6**

The word "dollar(s)" shall mean "United States dollar(s)" or the equivalent thereof.

**ARTICLE XXII. FINANCE, ACCOUNTING, AND OTHER SOURCES OF REVENUE**

**Section 1**

The fiscal year of NetIP-North America shall commence on the first day of January and terminate the last day of December.

**Section 2**

The Executive Committee shall install and maintain an efficient accounting system for NetIP-North America.

**Section 3**

Not later than the last day of January of each fiscal year, the Executive Committee shall adopt a budget for the fiscal year. The budget shall specify the estimated revenues and sources thereof, and the purpose and amount of expenses or appropriations.

**Section 4**

All disbursements shall be made by voucher checks, which shall show the date, payee, type of service rendered or goods or property purchased, and the amount of payment.

**Section 5**

Disbursements in any year shall not exceed the gross amount of the annual budget.

**Section 6**

The Executive Committee shall designate the depositories of all funds of NetIP-North America.

**Section 7**

The Board of Directors shall have power to authorize officers and employees to execute and countersign vouchers and checks and to perform such other acts to carry out the purposes and objects of this Article.

**Section 8**

The Board of Directors may raise revenue from sources in addition to those specifically authorized in the bylaws; however, the Board may not levy assessments upon Chapters or Chapter members, or commit NetIP-North America assets for business purposes, except as provided in these bylaws.

**ARTICLE XXIII. AUDIT OF ACCOUNTS**

**Section 1**

The Board of Directors shall provide for the annual audit of the books of accounts of NetIP-North America by certified public accountants, or in its discretion, an audit at more frequent periods. For audit purposes, the Vice President-Finance/Administration shall submit all books, records, and vouchers.

**Section 2**

In the official publication of NetIP-North America, annually, no later than the April issue, the Board of Directors shall publish the balance sheet and the statement of the receipts and expenditures of NetIP-North America for the previous fiscal year, together with the auditor's certification, and the financial statements for Chapters. A glossary with detailed information regarding expenditures is to be published therewith.

**ARTICLE XXIV. INSURANCE AND INDEMNIFICATION**

**Section 1**

The Board of Directors, at its discretion, may purchase a comprehensive or limited general liability insurance program and/or limited blanket accident medical insurance program for the protection of all NetIP-North America Chapters and NetIP-North America-sponsored organizations in the United States and Canada and the members, volunteers, and employees of such NetIP-North America Chapters and NetIP-North America-sponsored organizations. Chapters covered by such insurance shall be billed for premiums by NetIP-North America, prorata, based on membership, for the cost of such insurance and administrative costs.

**Section 2**

The Board of Directors may provide, through insurance or otherwise, indemnification to the past and

present **Directors**, Officers, employees, or agents of NetIP-North America to the extent permitted by the laws of the State of Delaware applicable to not-for-profit corporations.

### **Section 3**

Subject to Section 2 herein, including applicable law, and NetIP-North America's Model Indemnification Agreement every member of the Board of Directors, Officer, and employee ("Staff Member") shall be indemnified by NetIP-North America against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Staff Members in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason or his/her being or having been a Staff Member of NetIP-North America, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of NetIP-North America. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such Staff Member is entitled.

## **ARTICLE XXV. OFFICIAL MEMBER PUBLICATIONS**

### **Section 1**

The Executive Committee shall determine the editorial and publication policies of any official member publications.

### **Section 2**

The Vice President-External Affairs, as Editor, shall be responsible for the issuance of the official publication, subject to the direction and control of the Board of Directors. The Vice President-External Affairs may select, as determined by the Board of Directors, such additional staff as may from time to time be deemed necessary to assist in the production of the official publication. The Vice President-External shall receive no additional compensation for performing the duties of Editor.

## **ARTICLE XXVI. AMENDMENTS**

### **Section 1**

Amendments to these bylaws shall be made only at Board of Directors meetings by 2/3 of the valid votes cast. The Vice President-Finance/Administration must receive:

Proposed amendments to these bylaws;

Proposals to change or rescind an interpretation of these bylaws by the Board of Directors.

### **Section 2**

The proposed amendments to these bylaws or proposals to change to rescind an interpretation of these bylaws by the Board of the Directors must be submitted to the Vice President-Finance/Administration at least one (1) week prior to distribution to the Board of Directors.

**Section 3**

Proposed amendments to these bylaws or proposals to change or rescind an interpretation of these bylaws by the Board of Directors must be distributed at least four (4) weeks prior to the Board of Directors meeting. The Vice President-Finance/Administration shall send to the Chapter Liaison of each chartered Chapter a copy of all proposed amendments and all proposals to change or rescind a provision of these bylaws.

**ARTICLE XXVII. DEFINITIONS**

**Section 1**

The terms "United States" and "North America" shall be understood to include the United States and Canada collectively.

**Section 2**

The term "state" shall be understood as referring either to a state of the United States or a province of Canada.

**Section 3**

In the event that a bylaw requires a chartered Chapter to be or act in compliance with certain specified laws of the United States and such laws do not govern an entity due to its status as a corporation under the laws of Canada, such entity shall be understood to be required to act in accord with such laws of the United States to the extent reasonably possible, subject to the laws of Canada.