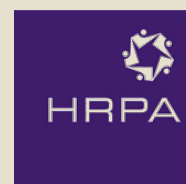


# HRPA CHAPTER BY-LAWS

Human Resources Professionals Association  
Durham Chapter



Human Resources  
Professionals  
Association

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## TABLE OF CONTENTS

<b>PREAMBLE</b>	.....	3
<b>SECTION 1</b>	INTERPRETATION AND DEFINITIONS.....	4
<b>SECTION 2</b>	MEMBERSHIP YEAR.....	5
<b>SECTION 3</b>	FISCAL YEAR AND CHAPTER FUNDS.....	5
<b>SECTION 4</b>	CODE OF ETHICS, RULES OF PROFESSIONAL CONDUCT, STANDARDS OF PRACTICE.....	5
<b>SECTION 5</b>	MEMBERSHIP.....	5
<b>SECTION 6</b>	PRIVILEGES OF MEMBERSHIP.....	6
<b>SECTION 7</b>	NAME.....	6
<b>SECTION 8</b>	MEETINGS OF MEMBERS.....	7
<b>SECTION 9</b>	BOARD.....	9
<b>SECTION 10</b>	MEETINGS OF THE BOARD.....	9
<b>SECTION 11</b>	ELECTION TO BOARD.....	10
<b>SECTION 12</b>	VACANCIES ON THE BOARD.....	12
<b>SECTION 13</b>	RESPONSIBILITIES OF OFFICERS.....	12
<b>SECTION 14</b>	CHAPTER COMMITTEES.....	13
<b>SECTION 15</b>	NOTICE.....	14
<b>SECTION 16</b>	AMENDMENT OF CHAPTER BY-LAWS.....	15
<b>SECTION 17</b>	DISSOLUTION.....	15
<b>SECTION 18</b>	ADDITIONAL SECTIONS.....	16
<b>INDEX</b>	.....	17



## DURHAM CHAPTER BY-LAWS

### PREAMBLE

The Chapter is hereby constituted and shall be in all respects a local entity of the Human Resources Professionals Association (hereinafter called “the Association”), and shall be bound by the Objects of the Association, and shall be subject to all of the Association’s Codes, Rules, Regulations, Standards of Practice and Association’s By-laws, and furthermore, the Association may terminate, curtail, or dissolve the aforesaid Chapter for just and sufficient cause at any time after its creation.

The Objects of the Chapter are at the discretion of the Chapter; however, such Objects shall not be inconsistent with or render null any of the mandatory provisions set out herein. Such Objects shall also be consistent with the Association Objectives as reproduced below:

To establish and encourage the acceptance and maintenance of uniform province-wide standards of knowledge, experience and ethics for all persons engaged in the field of Human Resources Management;

To promote and further the education and improve the competence of persons engaged in Human Resources Management by granting registration and membership to persons who meet the standards of the Association;

To hold examinations and prescribe tests of competency deemed appropriate to qualify membership in and certification by the Association;

To maintain discipline among members of the Association;

To provide a medium for communication and exchange of information, knowledge and ethical standards for those persons engaged in the field of Human Resources Management;

To sponsor, encourage and promote liaison with other individuals, associations and groups engaged in similar or related fields of activity;

To promote the interests of the Association;

## SECTION 1 - INTERPRETATION AND DEFINITIONS

### 1.1 Definitions –

“Annual General Meeting”: means the Annual General Meeting of the Association held pursuant to section 8.1;

“Association” or “HRPAO” or “HRPA” means the Human Resources Professionals Association of Ontario, established under the Human Resources Professionals Association of Ontario Act, 1990: operating as the Human Resources Professionals Association (HRPA);

“Association Board” means the Board of Directors of the Association;

“Association By-Laws” means the By-Laws of the Association;

“Board” means the Board of Directors of the Chapter;

“By-Laws” means the By-Laws of the Chapter as established hereunder;

“Chapter” means Durham Chapter;

“Days” means calendar days and does not include the first day, but includes the last day. If a prescribed day falls on a holiday or a weekend, the next following business day is the relevant day;

“Ex Officio” means that the individual is a member of a body who is part of it by virtue of holding another office. Such member may or may not have the power to vote in the bodies’ decision making process subject to the Boards discretion;

“Director” means a member of the Board;

“Member” means an individual who is admitted as a Member of the Chapter in the categories and according to the criteria established by these By-Laws;

### 1.2 Gender and Case

Words importing the singular number include the plural and vice versa; words importing gender include all genders; and references to persons may include individuals, corporations, partnerships, trusts, and unincorporated organizations.

## **SECTION 2 – MEMBERSHIP YEAR**

2.1 The Membership year shall be from 1 June in one year to 31 May in the year following.

## **SECTION 3 – FISCAL YEAR AND CHAPTER FUNDS**

3.1 The Fiscal Year of the Chapter shall be from 1 December to 30 November.

3.2 The Chapter shall ensure that all monies paid out of Chapter funds are supported by original receipts, to be retained by the Chapter.

## **SECTION 4 – CODE OF ETHICS, RULES OF PROFESSIONAL CONDUCT, STANDARDS OF PRACTICE**

4.1 Members shall, as an obligation of membership, abide by any such Code of Ethics, Rules of Professional Conduct and Standards of Practice as the Association Board may establish.

## **SECTION 5 – MEMBERSHIP**

5.1 Membership in the Chapter shall be confined to persons in the membership categories defined in the Association's By-laws as set below who are in good standing, and who have their residence, educational institution or principal place of business within the Regional Municipality of Durham of the Chapter area, or a region as otherwise described in the Association's By-laws. Members have the right to hold chapter membership in more than one Chapter but shall have their primary chapter within region of their primary residence, educational institution or principal place of business.

5.2 Membership Categories

The following are the categories of voting Members:

- (a) Fellow;
- (b) CHRP;
- (c) Practitioner;

Members in these categories shall have the right to vote at all meetings of Members of the Association and shall have such other privileges of membership as the Board may determine or as set out in these By-Laws.

5.3 The following are the categories of non-voting Members:

- (a) General;
- (b) Student.

Members in these categories shall not have the right to vote at meetings of the Members of the Association. They shall have such other privileges of membership as the Board may determine or as set out in these By-Laws.

- 5.4 All applications for membership shall be submitted either to the Membership Director or directly to the Association's office, on the form provided by the Association. The Membership Director shall promptly forward all applications received to the Association and, likewise, the Association shall promptly notify the Chapter of all applications processed for Members choosing or required to belong to the Chapter.
- 5.5 Determination of an applicant's category of membership is at the sole discretion of the Association, in accordance with the Association's By-laws and Regulations.
- 5.6 All Members must comply with and abide by the Chapter By-laws.
- 5.7 Honourary Chapter Member:
  - (a) The Board may, by resolution, confer on a member in good standing the status of Honourary Chapter Member of the Chapter, in recognition of his/her outstanding service to the Association and/or the Chapter and their contribution to the field of Human Resources Management.
  - (b) An Honourary Chapter Member shall have such privileges of the Chapter as may be determined from time to time by the Board, including the eligibility to vote and hold office (subject to Section 5); such privileges and recognition to be acknowledged at the Chapter level only.
- 5.8 Chapter Dues:
  - (a) Annual Membership dues applicable to each member shall be determined from time to time by the Board. The annual membership dues shall be payable in advance for the ensuing year, on or before the first day of June.
  - (b) Members joining after the start of a membership year will pay their Chapter dues in the same proportion as their Association dues.

## **SECTION 6 – PRIVILEGES OF MEMBERSHIP**

- 6.1 Notwithstanding Section 5.3, members in the CHRP or Fellow categories, who are in good standing, are eligible to hold any Chapter office and may vote on any or all Chapter matters. Members in the Practitioner, General or Student categories, who are in good standing, are eligible to hold any Chapter office except President and President-Elect and may vote on any or all Chapter matters.
- 6.2 Members may invite guests or prospective members to any regular meeting or activity.

## **SECTION 7 – NAME**

- 7.1 The name of the organization shall be "The Human Resources Professionals Association, Durham Chapter" (hereinafter called "the Chapter"). (Whichever format the Chapter chooses the words "Human Resources Professionals Association" must appear

in the name, without modifiers such as “of”, i.e. Human Resources Professionals Association of chapter name.)

## **SECTION 8 – MEETINGS OF MEMBERS**

- 8.1 The Annual General Meeting of the Chapter shall be held by the end of the month of May in each year for the conduct of the following business:
- (a) Reading the minutes of the previous Annual General Meeting and any subsequent general or special meetings;
  - (b) Confirm, refer or reject any By-Law passed by the Board;
  - (c) Receipt of the report of the Chapter President;
  - (d) Election prior to or at the AGM and installation of the Board and ratification of the selection of Officers;
  - (e) Receipt of the most recent financial statements; either the auditor’s report and audited financial statements or unaudited financial statements and submit to HRP.
  - (f) Receive reports from the appropriate chapter executive member and the Chair of the Board on the activities of the Board and Chapter in the previous year;
  - (g) Receive a report on the election of Directors;
  - (h) Address any other matter as the Board determines may be properly brought before the meeting.
- 8.2 Notice of the Annual General Meeting, together with pertinent documentation, shall be sent to the address of record of each Member in good standing twenty-one (21) days in advance of the meeting date, by pre-paid post, courier, by facsimile transmission, or electronic mail.
- 8.3 Regular Meetings of the Members shall usually be held monthly between September and June; meetings in July and August may be called if deemed necessary.
- 8.4 The Board may appoint one or more days in each year for regular meetings of the Members at a place and time named. Once such information is communicated to the Members no further notice of the Regular Meetings need be given, except where there is a change of date, venue, or where there is special business to transact.
- 8.5 Appointment of an auditor, if audited statements are being produced, for the ensuing fiscal year shall normally be presented for approval at the first Regular Meeting of the Members following the Annual General Meeting; [it is recommended, but not mandatory, that the auditors be Chartered or Certified Accountants].
- 8.6 Extraordinary Meetings of the Members may be called by
- (a) the President; or

- (b) any five (5) Members in good standing or greater as determined by the Chapter by means of a request in writing that detail the issue to be addressed at the meeting. Such a request must be received by the President twenty-eight (28) days in advance of the date proposed for the meeting. On receipt of such a request, the President shall call the meeting.

8.7 Notice of any Extraordinary Meeting shall be sent to the address of record of each Member in good standing ten (10) days in advance of the meeting date, by pre-paid post, courier, facsimile transmission, or electronic mail. Such notice shall detail the business to be transacted at the meeting.

8.8 Meetings of the Members shall be conducted in accordance with Roberts' Rules of Order unless otherwise provided for in these By-laws.

8.9 Errors or Omissions

Errors or omissions in giving notice to any Member shall not invalidate such meeting or make void any proceedings taken at such meeting.

8.10 Voting

All votes cast at an Annual or Special General Meeting shall be by show of hands unless a call for a secret ballot is requested. Any Member in good standing, present and qualified to vote, may request that a matter be dealt with by a secret ballot. The Members present will, by a show of hands, decide whether the voting shall be done by secret ballot. In the event of a tie, the motion is lost.

(b) Proxy Voting

The Chapter does not accept proxy voting. Members are encouraged to attend and participate in Annual or Special Meetings.

8.11 Quorum

(a) A minimum of Five Members, in good standing, are personally present and voting at the commencement of the meeting, constitute a quorum for a Meeting of the Members.

(b) Where a quorum has not been reached within one half-hour of the time called for a Members Meeting to commence, the meeting shall be adjourned to the same time and place one week later, when whatever number of eligible Members then present and voting shall conduct the business for which the meeting was called.

## SECTION 9 – BOARD

- 9.1 There shall be a Board which will be responsible for the affairs of the Chapter, be vested with full power to conduct all business of the Chapter, and to ensure liaison with the Association. The role of the Board is governance and stewardship of the Chapter. The Board is accountable to Members for the management and supervision of those who manage the business and affairs of the Chapter.
- 9.2 The Board shall consist of a minimum of 8 duly elected members. [This number does not include the Past President, who is ex officio.]
- 9.3 The Board shall appoint from its members, the following Officers:
- i) President ii) Vice-President iii) Secretary iv) Treasurer v) Membership Director vi) Government Relations Director vii) Communications Director viii) Program Director
- or such other Offices that may be created by the Chapter or as required by the Association.
- 9.4 If a Membership Director and/or Government Relations Liaison are not appointed, the Association shall deem these Offices to be held by the President.
- 9.5 The immediate Past President shall be an Officer Ex-Officio who is a member of a body who is part of it by virtue of holding another office. Such member may have the power to vote in the bodies' decision making process subject to the Boards discretion.
- 9.6 The Chapter Officers can be elected to hold an office for either one or two year terms or until a successor is elected.
- 9.7 They cannot serve in the same capacity for more than four consecutive years.
- 9.8 The Board shall ensure that there shall be one Board member on each committee of the Chapter.
- 9.9 No Chapter Board member shall be absent for more than three consecutive meetings without reasonable cause. Should this occur, the Chapter Board member shall be deemed to have resigned from the Board.
- 9.10 If in the opinion of the Chapter Board, a Board member has not met the responsibilities of the office to which they have been appointed, the Chapter Board may make a motion to remove the Board member. A two-thirds majority vote of the Chapter Board is required for such removal. The Chapter Board may then appoint a new Board Member for the role who will serve in that capacity for the balance of the term.
- 9.11 The Board shall take office not later than June 1, following the Annual General Meeting in each year.

## SECTION 10 – MEETINGS OF THE BOARD

- 10.1 Meetings of the Board shall usually be held monthly between the period of September and June; meetings in July and August may be called if deemed necessary.

- 10.2 Extraordinary Meetings of the Board may be called by the President or a majority of the members of the Board.
- 10.3 A majority of the members of the Board constitutes a quorum at any meeting of the Chapter Board.
- 10.4 Meetings of the Board shall be conducted in accordance with Roberts' Rules of Order unless otherwise provided for in these By-laws.
- 10.5 The Chapter Officers may make necessary decisions concerning the business of the Chapter, as required, during July and August. Such decisions must be ratified at the next regularly scheduled meeting of the Board.

## **SECTION 11 – ELECTION TO BOARD**

- 11.1 Any eligible Member in good standing may nominate any other eligible Member in good standing to stand for election to the Board

- 11.2 Essential Qualification of Member Directors

In order to be eligible to be elected as a Director, a person must:

- (a) Be a Member in good standing;
- (b) Meet any other criteria as established by the Board, including but not limited to reference checks prescribed by the Board;
- (c) Not be the subject of any disciplinary proceedings by the Association or the Chapter;
- (d) Not have a finding of professional misconduct, incompetence, with respect to the person in the three years preceding the date of the election;
- (e) Reside or work in the Province of Ontario;
- (f) Have skills and experience commensurate with the needs of the Board.

In addition, a person may:

- (g) Hold a CHRP designation;
- (h) Have previous board experience;
- (i) Have governance experience.

- 11.3 Reference Checks

The Board may prescribe the form and content of, and the standards to be met in conducting, reference checks, including, but not limited to, employer and personal references.

11.4 In order to be elected to the Board, (a) nominee(s) must receive the highest number of votes cast by the eligible members during the election process.

11.5 Ceasing to be a Director

A person ceases to be a Director of the Chapter upon:

- (a) the Director's death;
- (b) the Director's resignation;
- (c) the Director ceasing to be a Member in good standing; or
- (d) if removed pursuant to section 9.9 and or 9.10

When a person ceases to be a Director, the records and materials belonging to the Chapter shall be returned forthwith.

11.6 Removal of Chapter Directors or Officers

- (a) In a meeting of the Membership, a Director may be removed, for cause, on a two-thirds vote of eligible voting Members present at the meeting before the expiration of the term of office.
- (b) The Chair, the Vice Chair, and the Secretary may be removed from office by a two-thirds vote of eligible voting Members of the Board present at the meeting.
- (c) A Director shall be suspended from office, and from fulfilling any official duties, if the said person is under disciplinary investigation.
- (d) A Director shall be removed from office where the Director has been found to be in violation of the Board's Code of Conduct or the Rules of Professional Conduct as established by the Association Board.

11.7 All members of the Board in attendance at a Board meeting may vote on all resolutions except as provided below.

- (a) If a member of the Board of Directors has a conflict of interest, direct or indirect, in any matter and is present at a meeting of the Board of Directors, the Director:
  - (i) shall, prior to any consideration of the matter at the meeting, disclose the conflict of interest; and,
  - (ii) shall not take part in the consideration or the discussion of, or vote on any question in respect of the matter; and,
  - (iii) shall not attempt in any way before or during the meeting to influence the voting on any such question; and,
  - (iv) shall, leave the meeting or the part of the meeting during which the matter is under consideration.

- (b) Where the conflict of interest of a Director has not been disclosed as required, by reason of the Director's absence from the meeting, the Director shall disclose the conflict of interest at the first meeting attended by the said Director.

## **SECTION 12 – VACANCIES ON THE BOARD**

- 12.1 Where a quorum of the Board remains, the Board may elect any eligible member in good standing to fill a vacancy for the balance of the term of office.
- 12.2 Where a quorum of the Board does not remain, the President, or person acting as President, shall call an Extraordinary Meeting of the Members to fill the vacancies for the balance of the term of office.

## **SECTION 13 – RESPONSIBILITIES OF OFFICERS**

The Name, number and mandate of Chapter Officers are at the discretion of the Chapter.

### **13.1 President**

It shall be the responsibility of the President to provide leadership and to coordinate all activities of the Chapter, and to be its principal liaison with the Association. The President shall preside at all Members meetings and all meetings of the Board, and conduct these in good order, in accordance with the By-laws. The President shall be a member ex-officio of all Committees of the Chapter.

### **13.2 Vice-President**

The Vice-President shall carry out such duties as may be assigned from time to time by the President, and shall assume the duties of the President in his/her absence.

### **13.3 Secretary**

The Secretary shall be responsible for the official correspondence and minutes of the Annual General Meeting and meetings of the Board, and shall ensure that minutes of Committee meetings are included in the records of the Chapter.

### **13.4 Treasurer**

The Treasurer shall ensure that Chapter revenues are properly collected, and account for such funds together with any and all Chapter expenditures in the manner required by the Chapter's auditor or in the case of unaudited statements as established by the chapter.

### **13.5 Membership Director**

The Membership Director shall facilitate the review and processing of all membership applications received by the Chapter, ensure that new members are introduced at Members meetings, and prepare and maintain membership lists. The Membership Director shall Chair the Membership Committee.

### 13.6 Government Relations Director

The Government Relations Director shall provide ongoing information to the Chapter about current and pending Provincial and Federal legislative changes, as provided by the Association, and in turn provide the chairpersons of the Association's Provincial and Federal Government Relations Committees with input, from the Chapter level, to Association briefs and discussion papers for presentation to government.

### 13.7 Immediate Past President

The immediate Past President shall provide assistance and guidance to members of the Board in the performance of their duties and responsibilities. The Past President shall chair the Nominating Committee.

### 13.8 Communications Director

The Communications Director shall ensure that members receive timely information on Chapter events, programs and services. The Communications Director shall facilitate the work of the Communications Committee on matters such as the chapter newsletter, website, and other communications.

### 13.9 Program Director

The Program Director shall oversee the professional development, networking and social events of the chapter, and shall chair the Program Committee

### 13.10 Directors at Large

The Directors at Large shall carry out such duties as may be assigned to them from time to time.

## **SECTION 14 – CHAPTER COMMITTEES**

The Board may appoint the following Committees each year, to serve until the next Annual General Meeting:

### 14.1 Chapter Program Committee

The Chapter Program Committee shall be responsible for planning and organizing the Regular Meetings. Normally, each member of the Committee is assigned the task of organizing one meeting per year, which specifically involves making arrangements for a guest speaker.

### 14.2 Membership Committee

The Membership Committee shall promote the purpose and benefits of the Chapter and the Association to persons in the Human Resources field, in order to recruit Members. The Committee will forward applications received to the Association and shall promote the retention of members by coordinating the annual membership renewal campaign at the Chapter level.

### 14.3 The Government Relations Committee shall provide ongoing information to the Chapter about current and pending Provincial and Federal legislative changes, as provided by

the Association, and in turn provide the chairpersons of the Association's Provincial and Federal Government Relations Committees with input, from the Chapter level, to Association briefs and discussion papers for presentation to government.

#### 14.3 Chapter Communications Committee

The Chapter Communications Committee is responsible for creation and publication of such annual or special information and materials as requested by the Board and Chapter Committees.

#### 14.4 Chapter Ad Hoc Committees and Task Forces

The Board may establish ad hoc committees or task forces from time to time, to study issues or plan/conduct activities as may be deemed appropriate. (e.g. Nominating Committee)

## SECTION 15 – NOTICE

### 15.1 Method of Notice

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone, or if in writing:

- (a) by prepaid letter post;
- (b) by facsimile;
- (c) by e-mail; or
- (d) by other electronic method.

addressed to the person for whom intended at the last address shown on the Association's records; or in lieu of the foregoing whenever the number of Members is not less than one hundred (100);

- (e) by posting such notice on the Web Site maintained by the Association.

Any such notice shall be deemed given:

- (f) in the case of telephone, at the time of the telephone call;
- (g) in the case of letter post, on the third day after mailing;
- (h) in the case of posting on the Web Site, on the date of posting; and
- (i) in all other cases, when transmitted.

### 15.2 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

### 15.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non-receipt of any notice by any Director or Member of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director or Member of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## SECTION 16 – AMENDMENT OF CHAPTER BY-LAWS

16.1 These By-laws may be amended or repealed in part by the Board provided that:

- (a) Any changes are submitted to and have received prior approval by HRP
- (b) Notice of such amendment or repeal shall be given with notice for the Annual General Meeting, and ratified by a two-thirds (2/3) vote of those Members present and voting at the Annual General Meeting; and,
- (c) Such amendment or repeal shall not take effect until ratified at the Annual General Meeting; and,
- (d) Such amendment or repeal shall not be inconsistent with or render null any of the mandatory provisions of the chapter by-laws template approved by the Association, nor conflict with the Association's Code, Rules, Regulations, or By-laws.

## SECTION 17 – DISSOLUTION

17.1 The Association may dissolve the Chapter and terminate its activities for just and sufficient cause.

17.2 The Chapter may dissolve or amalgamate with another chapter by:

- (a) giving 30 calendar days' notice to the Members and the Association Board of a meeting of the Members called for the express purpose of terminating the activities of the Chapter;
- (b) two-thirds (2/3) of Members voting at the Meeting supporting a resolution to:
  - (i) Dissolve the Chapter; or
  - (ii) Amalgamate with another chapter; and
- (c) the decision to dissolve or amalgamate is subsequently approved by the Association Board.

- 17.3 Upon dissolution, all net assets and records of the Chapter shall be sent to the Association's Head Office and held in trust for a successor organization.
- 17.4 All assets and liabilities of any nature whatsoever are the property and responsibility of the Chapter, and shall remain so until dissolution as provided for herein.

## **SECTION 18 – ADDITIONAL SECTIONS**

- 18.1 The Chapter may add sections and/or paragraphs to deal with or reflect local issues; however, such additions shall not be inconsistent with or render null any of the mandatory provisions of the Chapter By-law Template approved by the Association, nor conflict with the Association's Code, Rules, Regulations, Standards of Practice or By-laws. The Chapter shall develop and maintain such policies as determined appropriate by the Board to provide guidance to the Board, and facilitate consistent, timely and efficient decision-making.

# INDEX

## A

Additional Sections	16
Amalgamation	15, 17.2
Amendment of Chapter By-Laws	15
Annual General Meeting (AGM)	7, 8.1
	7, 8.2
Association Objectives	3
Auditing, Auditor	8, 8.5

## B

Board	9
-------	---

## C

Ceasing to be a Director	11, 11.5
Chapter Committees	13
Chapter Dues	6, 5.8
Code of Ethics	5, 4.1
Code of Ethics, Rules of Professional Conduct, Standards of Practice	5
Computation of Time	14, 15.2

## D

Definitions	4, 1.1
Dissolution	15

## E

Election	11, 11.4
Election to Board	10
Errors	8, 8.9
	15, 15.3
Essential Qualifications of Member Directors	10, 11.2
Extraordinary Meetings	8, 8.6

## F

Fiscal Year and Chapter Funds	5
-------------------------------	---

## G

Gender and Case	4, 1.2
Guests	7, 6.2

## H

Honourary Chapter Member	6, 5.7
--------------------------	--------

## I

Interpretation and Definitions	4
--------------------------------	---

## M

Meetings of Members	7
Meetings of the Board	10
Membership	5
Applications	6, 5.4
Categories	5, 5.2
Criteria	5, 5.1
Year	5, 2.1

## M (cont.)

Membership Year	5
Method of Notice	14, 15.1

## N

Name	7
Nomination, to Board	10, 11.1
Notice	14

## O

Officers, Board Members	9, 9.2
Omissions	8, 8.9

## P

Preamble	3
Privileges of Membership	6

## Q

Quorum	8, 8.11
	10, 10.3
	12, 12.1
	12, 12.2

## R

Reference Checks	11, 11.3
Removal of Chapter Directors or Officers	11, 11.6
Responsibilities of Officers	12
Rules of Professional Conduct	5, 4.1

## S

Standards of Practice	5, 4.1
-----------------------	--------

## V

Vacancies on the Board	12
Voting	8, 8.10
Member Exceptions	11, 11.7
Proxy Voting	8, 8.10