



## ARTICLE VII - CHAPTER BOARD OF DIRECTORS

**Section 1.** Composition. The Chapter Board of Directors shall consist of not less than five (5) or more than thirty-five (35) individuals (including the officers) who shall be elected by the members of the Chapter eligible to vote. All directors shall be members in good standing of the Association and the Chapter and shall maintain such membership at all times during their terms in office. Directors shall serve without compensation

**Section 2.** General Authority. The Board of Directors of the Chapter shall manage, supervise, and control the business, property and affairs of the Chapter consistent with the strategic plan, policies and procedures, Articles of Incorporation and Bylaws of the chapter and the Association. No action taken by the Chapter Board of Directors shall conflict with action taken by the Association's Board of Directors.

**Section 3.** Chapter Board of Director Meetings. The Chapter Board of Directors shall meet at least once a year in person on such dates and at such times and places as the Chapter Board of Directors shall determine. Additional meetings of the Board may be held as determined and scheduled by the Chapter Board of Directors. Written notice of meetings of the Board shall be given to Directors at least ten (10) days prior to the meeting either personally or by mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address, or by fax or e-mail. Directors may participate and vote in Board meetings held by telephone conference call, unless otherwise provided by applicable law.

**Section 4.** Action without a Meeting. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

**Section 5.** Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Chapter Board.

**Section 6.** Term of Office. Directors shall serve one year terms, with the maximum of eight terms for a total of eight (8) years of maximum service, unless also serving as president, president-elect or immediate past president.

**Section 7.** Vacancies. In case of resignation of a director or vacancy in a director position, the Board of Directors shall fill such vacancy for the unexpired term of such director. Any director filling an unexpired term will be eligible to serve one additional one year term, except as otherwise provided in Article VII, Section 6.