



SILICON VALLEY
CHAPTER

Silicon Valley Chapter Constitution

May 2, 2016
Rev. 2.0

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SVBTA CONSTITUTION –

Article I. Name & Offices

Section 1.01 Name

The name of this chapter shall be GBTA Silicon Valley Chapter. It is hereinafter referred to in this Constitution as the “Chapter”.

Section 1.02 Office

The area of operation of this Chapter shall be all Silicon Valley counties.

Article II. Purpose

Section 2.01 Purpose

The specific purpose of this chapter is to provide a forum to exchange ideas and information among member travel management professionals and travel suppliers while enhancing travel industry professionalism through monthly educational meetings.

It shall be within the powers of the Board of Directors of this Chapter to deal with such matters which, in its judgment, are of benefit to its members, incidental to the powers expressed within. The Chapter shall be non-profit and shall not be used for the pecuniary gain or profit of any member.

Article III. Membership

Section 3.01 Qualification

Membership in the Chapter shall be open to all individuals engaged in business travel, transportation and associated activities, and interested in furthering the study and solutions of problems encountered in such activities.

Article IV. Board of Directors

Section 4.01 Offices

The Board of Directors shall consist of the following: a Chairman, who shall be the immediate past President and has properly fulfilled that term; the President; the Vice President; the Secretary; the Treasurer; the Membership Director; the Programs Director; the Public Relations Director; up to two (2) Directors elected from the Eligible membership class covering Corporate members; and up to two (2) Directors elected from the other Eligible membership class not covering Corporate members. The number of Board of Directors shall be flexible based on the recommendation of the nominating committee; however there shall always be a minimum of five (5) members.

Article V. Departments, Committees and Task Forces

Section 5.01 Departments

Departments are led by Directors that are either elected by the membership or appointed by the Board.

Section 5.02 Committees

Additional committees shall be appointed as necessary by the President, subject to the approval of a majority of the Board of Directors.

Section 5.03 Task Forces

The President shall have the authority to appoint task forces to review or investigate Chapter topics.

Article VI. Conflict of Interest

Section 6.01 Controversy

In order to circumvent controversial issues within our industry, only Board members shall speak or act as representatives of the Chapter.

Section 6.02 Conduct

No member shall present bias in the participation of a program for the general membership on the value of his/her company products or services. Such activity, pending investigation of the Board, shall be grounds for removal from membership.

Article VII. Amendments

Amendments to the Constitution or the Bylaws of this Chapter shall be made by a two-thirds (2/3) ballot vote of the members responding. No proposition to amend shall be acted upon unless written notice thereof has been given in writing to the Secretary at least forty-five (45) days prior to the vote. A copy of such proposition shall be sent to the Chapter membership in writing at least thirty (30) days before the amendment is to be voted upon.



SILICON VALLEY
CHAPTER

Silicon Valley Chapter Bylaws

BY-LAWS – Updated March 30th, 2016

Article I. Membership Meetings

Section 1.01 Regular Meetings

Regular meetings shall be held at least quarterly on the second (2) Thursday of the month, unless changed by order of the President and subject to the approval of a majority of the Board of Directors.

Section 1.02 Special Meetings

The Secretary shall call a special meeting upon the direction of the President subject to the approval of a majority of the Board of Directors, or upon the written request by fifty (50%) percent of the voting members. No business shall be transacted at a special meeting except that for which notice was given.

Section 1.03 Notice of Meetings

Notice of a special meeting shall be provided in writing at least thirty (30) days in advance. Notice of annual and regular meetings shall be provided in writing at least fifteen (15) days in advance.

Section 1.04 Manner of Acting

One-third (1/3) of the voting membership shall constitute a quorum for the transaction of business at any meeting. For electronic votes, one-third (1/3) of the voting membership must respond by the deadline.

Section 1.05 Guest Attendance

Eligible non-members may attend a maximum of three (3) meetings per calendar year either on their own or as a member's guest.

Article II. Memberships

Section 2.01 Application

Application for membership shall be made on a form provided for that purpose accompanied by the prescribed membership dues and submitted to the Membership Director. All applications shall be referred to the Board by the Membership Committee for approval and/or rejection if the application fails to meet the qualifications prescribed by the Constitution or By-Laws of the Chapter. Upon approval of membership, each Eligible member shall be entitled to one (1) vote on each matter submitted to the members. Proxy voting is not allowed. To vote, an Eligible member must be in good standing.

Section 2.02 Qualification

Membership shall consist of personnel whose duties are management and coordination of business travel activities and to suppliers thereof; e.g., car rentals, airlines, hotels, motels, travel management companies or agencies, or any company selling goods and services specifically for, or related to, the travel, tourism, and hospitality industry.

Section 2.03 Membership Classes

The number and definition of membership classes shall mirror those in the GBTA Bylaws, or as otherwise stated below. Members belonging to classes involved in monitoring and reporting as press media, or designated as academic, honorary or retired members based on their qualifications (“Ineligible” members), shall not have voting rights, and may not hold elective office, but may serve on Committees, but not as Director or Chair (all other membership classes shall be considered “Eligible” members). There shall be six (6) distinct classes of membership, No individual may hold membership in more than one (1) class. If there is uncertainty as to which class of membership an applicant should be admitted, that determination shall be made by either the Board of Directors or in accordance with a policy established by the Board of Directors. Such classes are -

(a) **Direct Members.** Any individual whose primary responsibility either is to (1) procure business travel services for the employees of a corporation or organization, or (2) promulgate and administer travel policies for a corporation or organization, shall be eligible to apply to be a member (“Direct Member”) of this class of the Chapter. Direct Members shall have all privileges of membership in the Chapter.

(b) **Allied Members.** With the exception of an individual performing either of the primary responsibilities of a Direct Member, as defined above, any individual who is regularly employed in any of the following businesses (“Eligible Business(es)”) shall be eligible to apply to become a member (“Allied Member”) of this class of the Chapter;

- (1) Auto Rental Company;
- (2) Bus Company;
- (3) Certified Air Carrier;
- (4) Cruise Line Company;
- (5) Hotel or Motel Operator;
- (6) Issuer of Travel-Related Credit or Charge Account Cards;
- (7) Livery Company;
- (8) Mover of Household Goods;
- (9) Railroad Company;
- (10) Travel-Related Technology Company;
- (11) Travel Management Consulting Firm; or
- (12) Other Professional Travel Services Firm or Chapter.

c) **Indirect Members.** The Chapter will have a class of nonvoting members consisting of travel consultants, travel buyers who are compensated by Allied Members, and other travel professionals aside from those that fit within the definition of a Direct Member or an Allied Member (“Indirect Members”). Indirect Members may not hold elective office in the Chapter. However, Indirect Members may participate on Chapter committees with the approval of the Chapter’s President.

(d) **Press Members.** Any corporation, organization, or individual that is principally engaged in monitoring and reporting as press media, is eligible to apply to be a member (“Press Member”) of this class of the Chapter. Press Members may not hold elective office in the Chapter. Individuals who are Press Members may serve on a Chapter committee with the concurrence of the Chapter’s President. In the case of corporations or organizations which are Press Members, their designated representative may serve on a Chapter committee with the concurrence of the Chapter’s President.

(e) **Academic Members.** Academic Members are divided into the following two subclasses:

- 1) **Student Members.** Any full-time post-secondary student enrolled in a program at a college, university, or other post-secondary institution that is recognized by the Chapter as leading to a degree in travel, transportation, or hospitality management, and any student organization which represents such students, is eligible to apply to be a member (“Student Member”) of this class of the Chapter. A Student Member may not hold elective office in the Chapter, but may serve as an

observer on any Chapter committee with the permission of such committee. In the case of a Student Member that is a student organization, a representative of that student organization may be designated by that student organization to serve as an observer on any Chapter committee provided that such individual has received the written permission of that committee to do so.

2) **Educator Members.** Any full time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to the Chapter's core mission of business travel is eligible to apply to be a member ("Educator Member") of this class of the Chapter. Educator Members may not hold elective office, but may serve on any committee for which such Educator Member is eligible.

For purposes of these Bylaws: (a) "Academic Member" is a singular reference to either a Student Member or an Educator Member, as the context requires; and (b) "Academic Members" is a collective reference to Student Members and Educator Members.

(f) **Honorary Members.** Any individual who has been recognized by the Board of Directors as having rendered distinguished service to the business travel industry or the Chapter may be elected an honorary member ("Honorary Member") of the Chapter by majority of the Board of Directors. Once appointed, these members shall be exempt from payment of yearly dues but will be required to pay for monthly meeting or special event attendance. Honorary lifetime members will not be eligible to vote or hold office but may serve on committees, and must observe all by-laws set out for the chapter members. The privilege of this status shall be suspended if an Honorary Member is employed by another firm or individual to solicit or promote a business product or service or such individual engages in such activity on his or her own behalf.

1) **Retired Members.** Any Direct Member in good standing who has retired from full-time employment and is not currently active with any Eligible Business shall be eligible to apply to become a member ("Retired Member") of this class of the Chapter. Retired Members shall not hold elected office in the Chapter, but may serve on any Chapter committees for which such Retired Member is eligible.

2) Any Member who becomes Unemployed (as defined below) shall, for purposes of membership classification, be deemed a Retired Member. For purposes of these Bylaws, the term "Unemployed" refers to a Member who has not been employed in the travel industry for a period of one (1) year or more.

For purposes of these Bylaws: (a) "Member" is a singular reference to any membership class described herein; and (b) "Members" is a collective reference to all such classes.

Section 2.04 Conduct

As an SVBTA member, one should aspire to:

1. Respect and Regard the reputation of each member and the chapter.
2. Be honest in conducting the chapter's business.
3. Respect the confidentiality of information within the chapter.
4. Act fairly to each member in the chapter.
5. Foster an ethical culture through each member's role within the chapter.
6. Take responsibility for one's conduct at all meetings and events related with the chapter and conduct oneself with the highest integrity.

If the above conduct of a member appears to any member to be disorderly or to be prejudicial to the welfare or good name of the Chapter, or if any member conducts himself/herself in any manner not

authorized by, or in violation of the Constitution, the By-Laws of the Chapter, or the above Core Ethical Standards, he/she will be subject to censure, suspension or termination at the direction of the Board.

Section 2.05 Termination of Membership.

(a) **General Rule.** A Member's membership in the Chapter shall terminate upon (1) the resignation of such Member from the Chapter; (2) that Member's failure to pay Chapter dues; or (3) that Member's expulsion from membership only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

(b) **Expulsion.** No Member shall be expelled, except for failure to pay dues, without due process. Expulsion shall be upon a two-thirds (2/3) vote of a quorum of the Board of Directors.

(c) **Forfeiture.** Upon termination of membership in the Chapter, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter shall be forfeited by the Member.

(d) **Liability for Dues.** Termination of any membership in the Chapter shall not relieve the former Member from liability for any unpaid dues or other duly assessed fees. No former Member having any outstanding charges for unpaid dues or fees shall be re-admitted to membership without first paying such dues and/or other duly assessed fees in their entirety.

Section 2.06 Renewal

Annual memberships are renewable each year.

Article III. Dues

Section 3.01 Dues and Other Charges

(a) **Amounts.** The Board of Directors shall establish the amount of any initiation fee or other charges to be paid by Eligible Businesses, and the dues or other charges required to be paid by Direct Members, Allied Members, Academic Members and Retired Members. Neither Press Members nor Honorary Members shall pay dues or an initiation fee.

(b) **Third Party Payments.** If a corporation or other business entity pays annual dues on behalf of an individual it employs who is qualified to be a Member, membership can be reassigned to another qualified individual as specified by such corporation or other business entity at any time. If annual dues are paid directly by an individual and not reimbursed by his/her employer, membership in the Chapter is retained by the individual in the event of termination of that individual's employment.

(c) **Delinquency.** Members whose dues are more than thirty (30) days in arrears shall have their membership suspended, and, where such Member otherwise has voting rights, that Member may not vote, until full payment is received by the Chapter. Members whose dues are more than sixty (60) days in arrears shall be terminated as Members.

Section 3.02 Payment Schedule

Dues shall be payable annually no later than sixty (60) days after the anniversary month.

Section 3.03 Ownership of Membership

If the membership dues are paid directly by the member's employer, or paid by the member and reimbursed by the employer, then that employer has the right of ownership of the membership and can elect to transfer the remaining tenure of the membership to another employee of the same company for a

transfer fee. If a transfer is made, then the individual member must reapply for new membership and qualify for one of the classes of membership referenced in Article III, Section 3.03 of the Bylaws.

If the member becomes unemployed, their membership automatically converts to the membership class “Retired Membership” as stated in Article II, Section 2.03, and if their recent employer does not request a transfer of membership, then the individual member may retain their membership for the remainder of their membership year. Upon their membership renewal date, the member may renew as a retired member if unemployed for under one year or self-employed, or as an Eligible member if employed by a company defined in Article II, Section 2.03 of the Bylaws. Any member who is unemployed for more than one (1) year, shall be assigned to the membership classification covering retired members.

Article IV. Duties of the Officers and Services Administrator

Section 4.01 Principal Executive

The President of the Chapter shall be the principal executive officer and shall in general supervise and control all of the business and affairs of the Chapter. The President shall chair the Executive Committee and preside at all meetings. The President shall keep a record of all materials which will be turned over to the succeeding administration and receipt obtained to be kept by the Chapter Secretary as a permanent record.

Section 4.02 Responsibility

The Vice President shall preside over all meetings when the President is not present. The Vice President shall assist the President in carrying out the responsibilities to the Chapter. In the event of a vacancy in the office of President, the Vice President shall become President for the unexpired portion of the term. The Vice President nominates the Audit Committee Chair and serves as the Board’s Audit Committee liaison.

Section 4.03 Document Control

The Secretary shall help prepare agendas and ensure that proper notice is distributed to each member prior to the monthly meeting and any special meetings. The Secretary shall also see that accurate records are kept on all members, and keep and preserve a record of the proceedings of the Chapter. The Secretary shall be responsible for overseeing the correspondence of the Chapter and keeping of accurate meeting record and minutes, and shall convene and chair the Chapter Governance Committee.

Section 4.04 Record Keeping

The Treasurer shall be the Chapter’s liaison with the paid Services Administrator and shall be responsible for overseeing the deposit of all funds, payment of all invoices, ensuring that all appropriate records are maintained and report on the financial condition of the Chapter at all meetings of the Board. The Treasurer shall chair the Finance Committee. In the event the office of Treasurer becomes vacant, the President shall appoint a Board member to liaise with the Services Administrator until a replacement has been confirmed as specified in Article V, Section 5.03 of the Constitution. At the expiration of the term of office, all books, notes and other property shall be subject to audit. In the absence of a successor, the Treasurer shall deliver all properties to the President.

Section 4.05 Chairman

The Chairman of the Board shall preside over all meetings when both the President and the Vice President are not present, and shall convene and chair the Nominating Committee.

Section 4.06 Services Administrator

The Chapter's paid Services Administrator will keep SVBTA website current with information on meetings and Chapter activities and ensure that proper notice is distributed to each member prior to the monthly meeting. The Services Administrator also shall be responsible for the deposit of all funds, payment of all invoices, monitoring of attendance at monthly meetings and maintaining all appropriate records.

Article V. Duties of the Board of Directors

Section 5.01 Quorum

The affairs of the Chapter shall be governed and managed by the Board of Directors. They shall meet at least once every quarter. A majority of the members of the Board shall constitute a quorum.

Section 5.02 Term

The President and at least one other officer must be a member of GBTA. The Board of Directors shall serve for a period of two (2) years. If the previous President is unwilling or unable to fulfill the role of Chairman, then the office of Chairman will remain vacant until the following election. If an incumbent board member is unable to fulfill his/her obligations, a sixty (60) day notice should be provided, if possible, to allow the Board sufficient time to confirm a replacement as specified in Article V, Section 5.03.

Section 5.03 Replacement

If any officer, other than President or Chairman, or elected or appointed Director is unable to complete their term of office, the vacancy shall be filled for the balance of the term with a member in good standing, who is nominated by the President and approved by a majority of the Board of Directors.

Section 5.04 Attendance

Board members who are unable to attend are required to notify the Secretary, in writing, at least twenty-four hours prior to the meeting. Board members are required to attend the entire Board meeting. If the conduct of a Board member shall appear to be detrimental to the Board of Directors, they may be subject to censure, suspension or removal by a two-third (2/3) vote of the Board of Directors. Any Board member who fails to attend three (3) Board meetings in a given calendar year shall automatically forfeit their membership to the Board.

Section 5.05 Call to Order

Every meeting of the Board shall be called to order by the President, or in his/her absence, the Vice President, followed by the Chairman of the Board or in the absence all three, the Treasurer.

Section 5.06 Acting Secretary

If the Secretary is not present at the Board meeting, the President or presiding officer shall appoint an Acting Secretary to carry out the duties of the Secretary and record the minutes.

Section 5.07 Function & Responsibilities

The Board shall issue and amend Standard Operating Procedures as necessary to provide standardized guidance on the day-to-day processes & procedures of the Board.

Functions and responsibilities of the Directors are as listed below and/or as assigned by the President:

Membership Director: Collaborate with Direct and Allied Directors to lead membership initiatives for the Chapter. Maintains current membership roster. Sends out membership information to new and potential members. Is elected and required to attend Board meetings.

Programs Director: Recommends program topics, speakers, and venues to the Board for the calendar year. Responsible for contracting speakers and venues, meal selection and travel arrangements, if necessary. Is elected and required to attend Board meetings.

Public Relations Director: Responsible for marketing the Chapter through the local and national media for the purpose of promoting knowledge of and membership in the Chapter. Purchases media advertising as approved by the Board. Is elected and required to attend Board meetings.

Business Development (Fundraising) Director: Primary responsibility for sponsorship and marketing of the various fundraising events and any meetings / promotions as required by the Board. Required to report status updates to the Board at monthly meetings. Is appointed and required to attend Board meetings.

Community Outreach Director: Responsible for presiding over the planning, direction, management, marketing, budgeting and execution of all community initiatives. Will provide regular status updates to the Board at monthly meetings. Is appointed and required to attend Board meetings.

Education/Professional Development Director: Lead educational and professional development initiatives on behalf of membership not limited to GBTA certifications. Responsible for the biennial Education Day, as well as the scholarship program. Is appointed and required to attend Board meetings.

Golf Director: Oversees planning and management of annual golf fund raising event. Responsible for solicitation of sponsorships and tournament awards. Is appointed and required to attend Board meetings.

Government Relations Director: Serves as the chapter's GBTA Government Relations Liaison as well as point of reference for Bay Area government travel related issues. Responsible for communicating GBTA Action Alerts, relevant and current items as supported and presented by GBTA as well as Bay Area & Industry related updates. Is appointed and required to attend Board meetings.

Technology Director: Lead strategist working with all departments to ensure current website content and ease of use. Regularly liaises with site Webmaster, Administrative Services and Public Relations Director. Facilitates website changes and modifications and system related updates (i.e. LinkedIn). Is appointed and required to attend Board meetings.

Section 5.08 Committees

Standing department committees are managed by directors, who are elected by the membership or appointed by the Board. Directors may appoint Chairs to oversee department committees and represent the department at any board meetings the Director is unable to attend. Chairs are not voting Board members. Standing Committees include:

Business Development Committee, Community Outreach Committee, Education Committee, Golf Committee, Membership Committee, Programs Committee, Public Relations Committee, Scholarship Committee, Technology Committee

Other standing committees are administered by Officers:

Chapter Governance Committee: Shall be led by the Chapter Secretary and will be required to review and update the Chapter's Constitution and By-Laws at least once during each term of the Board of Directors, or in greater frequency, if deemed necessary.

Audit Committee: Chair is nominated by the Vice President and approved by a majority of the Board of Directors, and does not attend Board meetings. Selects and manages a committee of at least two (2) additional members responsible for quarterly audits of the Chapter's financial statements.

Executive Committee: Shall be chaired by the President and consist of the Vice President and Chairman. The Executive Committee is responsible for setting the overall strategy for the Chapter and addressing all issues related to the Board of Directors.

Finance Committee: Shall be led by the Treasurer and include a Deputy Treasurer, appointed by the Treasurer. This committee will be responsible for creation of the baseline annual budget for the Chapter, and the creation and management of special event budgets.

Nominating Committee: The Committee shall be appointed by the Chairman of the Board of Directors who will serve as Committee Chair. In the absence of a Chairman, the President shall appoint a Board member to convene and chair the Nominating Committee, which shall consist of at least three (3) voting Chapter members to solicit potential candidates, contact nominees and submit a candidate slate to the Board of Directors.

Article VI. Biennial Elections

Section 6.01 Nominating Committee

The Nominating Committee will solicit all voting members of the Chapter, in writing by the twentieth (20th) day of September, to submit eligible candidates with a deadline of submission to be within five (5) working days.

The Nominating Committee will

- Select from these recommendations a slate consisting of one or more candidates for each of the various offices.
- Personally contact all within ten (10) working days to verify acceptance of an office, if elected.
- be responsible for developing and disseminating standard procedures to be followed by all candidates during the election process.

A final slate of nominees and the offices for which they have been nominated shall be presented to the membership by written ballot within five (5) working days of the previous deadline. Ballots shall be returned to the Chairperson of the nominating committee by the twenty-fifth (25th) day of October, after which time the results of the election shall be announced no later than the last working day of October.

All elected officers are elected for a two (2) year term commencing on 2nd day of the first month of the New Year following the election.

Section 6.02 Dual Roles

No individual member may run as a candidate for more than one office within the same biennial election. Any elected officer of the board may assume the duties of a second office in addition to their own, only by nomination by the President and approval of a majority of the Board of Directors. The elected officer may occupy two or more offices, but only one vote.

Article VII. Parliamentary Procedures

The latest available edition of Robert's Rules of Order shall govern the procedures at all meetings of the Chapter

Article VIII. Indemnification

Any present or former Director, Officer, employee, or agent of the Chapter, or other such persons designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason of his being or having seen such a Director, Officer, employee, or agent, to the greatest extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advances.