

## UNIFORM CHAPTER BYLAWS

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### ARTICLE I: NAME AND USE OF TRADEMARKS

Section 1.01 Name. The name of this organization shall be the \_\_\_\_\_ Chapter of the Association of Certified Fraud Examiners (referred to as the “Chapter”). The Chapter is affiliated with the Association of Certified Fraud Examiners, Inc. (referred to as “the Corporation”) and the Association of Certified Fraud Examiners (A Non-Profit Corporation) (referred to as “the Association”).

Section 1.02 Trademarks. The Corporation owns all federal and common law trademarks in the following marks: (1) “Association of Certified Fraud Examiners”; (2) “ACFE”; (3) “Certified Fraud Examiner”; (4) “CFE”; (5) the Seal of the Association of Certified Fraud Examiners; and (6) the ACFE Logo. The use of these trademarks and of any other trademarks owned by the Corporation (collectively referred to herein as “ACFE Marks”) by the Chapter is governed by the Trademark License Agreement executed by the Chapter and the Corporation, the terms of which are incorporated into these Bylaws. Except as provided in the Trademark License Agreement, no other use of the Corporation’s trademarks by the Chapter is permitted without the prior written permission of the Corporation.

### ARTICLE II: PURPOSE AND OBJECTIVES

Section 2.01 Purpose and Objectives. The Chapter is a not-for-profit entity whose primary purpose is to serve the community by the promotion of improved fraud detection and deterrence and through expansion of knowledge and the interaction of its members.

### ARTICLE III: MEMBERSHIP AND PARTICIPATION

Section 3.01 General Eligibility. All applicants are subject to approval by the Corporation and the Chapter Board of Directors. No person shall be eligible to participate in the Chapter as a member or an affiliate if that person is currently expelled or suspended from the Association or any other Chapter of the Association. All applicants must complete and submit a written application, pay applicable Chapter dues, and agree to abide by these Bylaws and the operational guidelines established by the Corporation.

Section 3.02 Qualifications for Membership. There are two categories of members: (1) Certified Fraud Examiners, and (2) associate members.

Section 3.03 Certified Fraud Examiners. Any Certified Fraud Examiner of the Association who is in good standing may be a member of the Chapter under the terms set forth in these Bylaws. Certified Fraud Examiners may hold any Chapter office and shall have voting rights. Only Certified Fraud Examiners may hold the office of president or serve as training director. If deemed appropriate, the Board of Directors may allow one Certified Fraud Examiner to hold both of these positions.

Section 3.04 Associate Members. Any person who is an associate member of the Association in good standing may be a member of the Chapter under the terms set forth in these Bylaws. Associate members may be granted Chapter voting rights and the right to hold Chapter offices other than president.

Section 3.05 Eligibility for Affiliates of the Chapter. The Chapter Board of Directors, at its discretion, may allow other interested parties to become affiliates of the Chapter under the terms set forth below. Affiliates are those parties, regardless of their field of endeavor, who desire to align themselves with the Chapter.

Affiliates of the Chapter are not required to meet all the qualifications and requirements for membership in the Chapter or the Association, but are encouraged to do so. The Chapter Board of Directors may assess

appropriate dues for affiliates and may establish other requirements for participation by affiliates as it deems appropriate.

Affiliates of the Chapter shall not be, nor represent themselves to be, members of the Chapter, shall have no Chapter voting rights, and shall not be eligible to hold any Chapter office.

Section 3.06 Dual Membership and Transfers of Membership. The Board of Directors may decide whether to allow members or affiliates from another Chapter to join as members or affiliates of its Chapter. Individual participation in one Chapter may be transferred to another Chapter, subject to the rules and regulations of both Chapters and the Corporation.

Section 3.07 Resignation. Any member or affiliate of the Chapter may resign at any time, but such resignation shall not become effective until accepted by the Chapter, and shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year, or give any right to rebate for dues paid, or any right to a prorated share or any other share of the assets of the Chapter. All resignations shall be in writing and shall be delivered to the Board of Directors.

Section 3.08 Suspension and Expulsion. The Board of Directors shall have the authority to suspend or expel any member or affiliate for disciplinary reasons if it determines that the individual:

- A. Has been found guilty by a court of competent jurisdiction of a crime punishable by imprisonment for more than one year, a felony, or any crime involving moral turpitude as that term is defined in the bylaws of the Association;
- B. Has failed to abide by these Bylaws or has committed acts discreditable to the Chapter or its membership;
- C. Has been declared by a court of competent jurisdiction to be insane or to lack legal capacity;
- D. Has made material misstatements on his or her application for membership;
- E. In the case of members, has failed to abide by the Code of Professional Ethics or Code of Professional Standards of the Association; or
- F. In the case of affiliates, has inappropriately identified himself/herself as a member of the Chapter or a member of the Association of Certified Fraud Examiners.

No member or affiliate of the Chapter may be suspended or expelled unless he or she has first received written notice of the reasons for the proposed disciplinary action, which shall be delivered in person or to the individual's last known address. The notice shall be delivered at least 30 days before a hearing of the Board of Directors to address the disciplinary action. The member or affiliate shall be afforded an opportunity to respond to the charges by a full hearing before a quorum of the Board of Directors before a final action is taken.

A disciplinary action under this section is effective immediately upon adoption by the Chapter Board of Directors. A member who has been suspended or expelled by the Chapter may appeal the decision to the Board of Regents of the Association. The decision of the Chapter Board of Directors to suspend or expel an affiliate is final and non-appealable.

Section 3.09 Non-payment of Dues. The Board of Directors may suspend or expel a member or affiliate who is at least 60 days' delinquent in the payment of Chapter dues or other payments owed to the Chapter without a hearing, provided that proper notice of the delinquency was sent to the individual's last known address at least 30 days prior to termination.

Section 3.10 Reinstatement. The Board of Directors may provide the conditions and procedures under which the Chapter may reinstate a member or affiliate who has been suspended or expelled, or whose membership was otherwise terminated, provided that such reinstatement does not conflict with these Bylaws or the rules of the Association.

Section 3.11 Report of Chapter Participation. The Chapter shall furnish annually to the Corporation, or upon request, a list containing the names, addresses, and any other contact information for all members and affiliates of the Chapter. The list shall indicate the participation category of the person, such as a Certified Fraud Examiner, associate member, or affiliate. The Chapter shall also furnish the names and addresses for guests and non-member attendees at training meetings and other events, but only if such records of attendance are maintained by the Chapter.

Section 3.12 Training. The Board of Directors of each Chapter shall appoint a training director who is responsible for the continuing professional education (CPE) of Chapter members and affiliates of the Chapter. Only a Certified Fraud Examiner who is in good standing may hold the position of training director.

The Chapter is authorized and encouraged to provide continuing professional education and other training presentations to the community in its geographical area. All Chapter training must be coordinated with and approved by the Corporation to ensure that Chapter training does not compete with training conducted by the Corporation.

#### **ARTICLE IV: LIMITATIONS OF LIABILITY**

Section 4.01 Chapter Liability. The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall indemnify and hold harmless the Corporation, by reason of its affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

Section 4.02 Corporation Liability. The Chapter shall not be responsible nor liable for any lawsuits, damages, other expenses, or liabilities arising out of the activities of the Corporation or the Association.

Section 4.03 Non-liability of Directors and Officers; Indemnification. The directors and officers of the Chapter shall not be personally liable for the debts, liabilities, or other obligations of the Chapter. The Chapter Board of Directors and officers of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of this jurisdiction.

Section 4.04 Insurance. The Corporation may procure liability insurance for the Chapter, and the Chapter agrees to pay all reasonable premiums for such insurance.

Section 4.05 Corporation Authority. In any disputes, the Corporation is the final authority. To the extent that these Bylaws conflict with the bylaws or rules of the Corporation or the Association, the bylaws or rules of the Corporation or the Association shall control.

#### **ARTICLE V: FINANCES**

Section 5.01 Fiscal Year. The fiscal year for the Chapter shall be established by the Board of Directors.

Section 5.02 Chapter Dues and Fees. Chapter dues and fees will be established by the Board of Directors. Dues and fees shall be billed on a periodic basis as established by the Board of Directors. The Chapter Treasurer shall be empowered to assess and collect said dues. Membership dues for Certified Fraud Examiners and associate members, as well as participation fees for affiliates of the Chapter and for all other types of Chapter activities held may be set at different rates at the discretion of the Board of Directors. The Board of Directors shall decide, by a majority vote, the membership dues and participation fees as it deems appropriate.

## **ARTICLE VI: BOARD OF DIRECTORS**

Section 6.01 Authority and Number. The affairs of the Chapter shall be managed by a Board of Directors, consisting of an odd number of no fewer than three (3) members, each of whom shall be a member of the Chapter. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The Board of Directors may provide that the holder of any office shall automatically be a director by virtue of holding such office. The Board shall be elected in accordance with these Bylaws.

Section 6.02 Elections. Elections for open positions on the Board of Directors shall be held annually before the first meeting of the Board. Each member who is entitled to vote under the provisions of these Bylaws shall receive at least thirty (30) days' notice of the election. The candidate(s) receiving the most votes shall be elected. The results of the election will be certified to the Corporation by the current Board of Directors, or by a committee appointed by them.

Section 6.03 Terms of Office. Directors shall serve two-year terms and shall hold office until their successors are duly appointed or elected and qualified. At the discretion of the Chapter Board of Directors: (1) The terms of directors may be staggered so that the terms of one-half of the directors expire each year; and/or, (2) Directors may be re-elected to successive terms.

Section 6.04 Vacancies. If any vacancy occurs in the Board of Directors for any reason, the current Board of Directors shall elect a person to fill the vacancy. A director elected to fill a vacancy shall be elected for the remaining unexpired term of office. Vacancies reducing the number of directors to less than three (3) shall be filled before the Board of Directors conducts any other business.

Section 6.05 Chair and Vice-Chair. The Board of Directors shall elect its own chair and vice-chair from among the voting members of the Board. The chair shall preside at all meetings of the Board and shall otherwise have such powers and shall perform such duties as shall be designated by the Board of Directors. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair. The chair and vice-chair shall serve one-year terms, but may be removed at any time by the affirmative vote of a majority of the Board of Directors. A director may serve more than one term as chair or vice-chair.

Section 6.06 Duties and Responsibilities of the Board of Directors. The Board shall be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided for in these Bylaws. The Board shall perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, the Chapter Handbook, or these Bylaws. The Board shall supervise all officers, agents, and members of the Chapter to assure that their duties for the Chapter are performed properly. The Board shall make available all financial records of the Chapter to any member, to the Corporation, or to the Association upon reasonable request.

Section 6.07 Meetings of the Board of Directors. The Board shall meet at least twice a year at such times and places as it may choose. A special meeting may be called by the President, or by any two directors. At meetings of the Board of Directors, a majority of the total number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. The meetings shall be conducted under the rules contained in Robert's Rules of Order as revised unless those rules are in conflict with the Bylaws, in which case these Bylaws shall take precedence. Each director shall receive at least three (3) days notice of the time and date of each meeting.

Section 6.08 Compensation. Directors shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

Section 6.09 Removal. The Board of Directors may vote to remove a director at any time with or without good cause, including but not limited to violation of these Bylaws, violation of the rules or Bylaws of the Association, or nonattendance of Board meetings. A meeting to consider the removal of a director may be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. A director may be removed by the affirmative vote of a majority of the Board of Directors.

## **ARTICLE VII: OFFICERS**

Section 7.01 Officer Positions and Qualifications. The officers of the Chapter shall consist of a President, Vice President, Secretary, and Treasurer. The Board of Directors may create additional officer positions and define the authority and duties of each position. The same person may hold any two or more offices, and may simultaneously serve as an officer and director, provided that such is permitted by the laws of the jurisdiction in which the Chapter operates. The Board of Directors shall have the option to allow associate members to hold office, subject to the restrictions in these Bylaws.

Section 7.02 Election. Officers shall be elected at the same time and in the same manner as the Board of Directors.

Section 7.03 Term of Office. Officers shall serve two-year terms and shall hold office until their successors are duly appointed or elected and qualified. At the discretion of the Chapter Board of Directors: (1) The terms of officers may be staggered so that the terms of one-half of the officers expire each year; and/or, (2) Officers may be re-elected to successive terms in either the same or different office.

Section 7.04 Removal. The Board of Directors may vote to remove an officer at any time with or without good cause, including but not limited to violation of these Bylaws or the bylaws or rules of the Association. A meeting to consider the removal of an officer may be called with notice to the Board members and the officer in question. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda. An officer may be removed by the affirmative vote of a majority of the Board of Directors.

Section 7.05 Vacancies. If a vacancy occurs in any office for any reason, the Board of Directors may elect a person to fill the vacancy. An officer elected to fill a vacancy shall be appointed for the remaining unexpired term in office.

Section 7.06 Compensation. Officers shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

Section 7.07 President. Only a Certified Fraud Examiners in good standing may hold the office of President. The President shall be the chief executive officer of the Chapter, and when present, shall preside at all meetings of the Chapter. He or she shall exercise general supervision and management of the affairs of the Chapter; shall consult with and inform other officers and directors, members, and the Corporation of significant events; shall make an annual report to the members of the Chapter and the Corporation; and shall perform other duties prescribed by the Board of Directors as well as all duties incident to the office of President and chief executive officer.

Section 7.08 Vice President. The Vice President shall report to the President and shall assume the duties of the President in his or her absence. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for other duties that President or the Board of Directors shall delegate from time to time. The Vice President shall be a member of the Association of Certified Fraud Examiners in good standing. The Board may vote to allow associate members to hold the office of Vice President.

Notwithstanding the forgoing, if the office of President becomes vacant before the expiration of the term, the Vice President may not assume that position for the unexpired term unless the Vice President is a Certified Fraud Examiner in good standing. If the Vice President is an associate member, the Chapter Board of Directors, at its discretion, may either: (1) appoint a Certified Fraud Examiner who is in good standing to complete the unexpired term; or, (2) hold a special election to elect a new President who is a Certified Fraud Examiner in good standing to complete the unexpired term.

Section 7.09 Secretary. The Secretary shall report to the President and shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are given in accordance with the provisions of these Bylaws or as may be required by law; be custodian of the corporate records and of the seal of the Chapter and see that the seal of the Chapter is affixed to all documents as authorized; maintain the membership records of the Chapter, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall be a member of the Association of Certified Fraud Examiners in good standing.

Section 7.10 Treasurer. The Treasurer shall report to the President and shall be responsible for all financial records maintained by the Chapter. All moneys received by the Chapter as well as disbursements therefrom, shall be the responsibility of the Treasurer. He or she will ensure that any funds received are properly deposited for safekeeping to the credit of the Chapter; that all disbursements are properly approved; that the Board is kept advised of the status of the accounting of funds; and otherwise perform appropriate duties to see that the assets of the Chapter are properly safeguarded. The Treasurer shall produce annual financial statements of the Chapter and submit them to the Board and the Corporation within three months of the end of the Chapter's fiscal year, and in general shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be a member of the Association of Certified Fraud Examiners in good standing.

## ARTICLE VIII: COMMITTEES

Section 8.01 Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees, establishing qualifications for membership on a committee, delegating specified authority to a committee, or appointing or removing members of a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee.

Section 8.02 Committee Participation. Members of each committee shall be members of the Chapter in good standing.

Section 8.03 Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Section 8.04 Removal of Committee Members. Any committee member may be removed by the person or persons authorized to appoint such member with or without cause whenever in their judgment the best interests of the Chapter will be served by such removal.

Section 8.05 Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Board of Directors or the President of the Chapter. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the

chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Section 8.06 Notice of Meetings. The Committee chair shall give reasonable notice to all committee members of the place, day, time, and purpose or purposes for any committee meeting. Meetings may be conducted in person or by conference call.

Section 8.07 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the number of members of a committee shall constitute a quorum when business is conducted at any meeting of the committee.

Section 8.08 Compensation. Committee members shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

Section 8.09 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE IX: ANNUAL MEETING**

Section 9.01 Purpose. The annual meeting shall be held for the purpose of electing and/or announcing the results of the election of officers and directors; installing the officers and directors; presenting the annual financial statements; and transacting such other business as may be deemed appropriate by the Board of Directors.

Section 9.02 Time and Place. The annual meeting shall be held each year at a time and place specified by the Board of Directors.

Section 9.03 Notice of Meeting. All Chapter members in good standing and eligible to vote shall be notified in writing no less than ten (10) days in advance of the annual meeting.

Section 9.04 Voting. All Chapter members in good standing and eligible to vote may participate in elections at the annual meeting. A quorum shall be constituted by at least 10% of the Chapter members eligible to vote. All business coming before the members shall be approved by a majority of those present unless otherwise required by these Bylaws.

#### **ARTICLE X: BOOKS AND RECORDS**

Section 10.01 Books and Records. The Chapter will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and will keep a record giving the names of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE XI: DISSOLUTION**

Section 11.01 Vote to Dissolve. The vote to dissolve the Chapter must be by written ballot and must be approved by a two-thirds majority of the Chapter members eligible to vote. The Corporation must be notified at least thirty (30) days prior to the vote and must be notified of the results immediately thereafter.

Section 11.02 Distribution of Assets. Upon dissolution of the Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to the Ritchie-Jennings Scholarship Fund (formerly the CFE Scholarship Fund).

Section 11.03 Non-Use of ACFE Marks and Report to Corporation. Upon dissolution, the Chapter shall destroy all letterhead, stationery, or other items bearing, in any form, the name “Association of Certified Fraud Examiners” or any other ACFE Marks, and the Chapter shall immediately and permanently cease to use, in any manner, the ACFE Marks for any purpose unless such use is approved in writing, in advance, by the Corporation. The Chapter shall also provide the Corporation with a list of Chapter members at the time of dissolution, a report detailing the distribution of the assets of the Chapter, and a copy of the Certificate of Dissolution issued by the state.

## **ARTICLE XII: MISCELLANEOUS PROVISIONS**

Section 12.01 Chapter Handbook. The Chapter and its members, officers, and directors agree to abide by the provisions of the Chapter Handbook and such other rules or regulations which may from time to time be instituted by the Corporation.

Section 12.02 Meeting by Electronic Means. The Board of Directors, and any committee of the Chapter, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

Section 12.03 Amendments to Bylaws. The Board of Directors may alter, amend, repeal, or enact new Bylaws, subject to the limitations of the articles of incorporation, these Bylaws, and the laws of the jurisdiction under which the Chapter operates. All amendments are subject to the written approval of the Corporation and no amendment shall be given effect until such approval has been granted.

Section 12.04 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 12.05 Principal Office. The Principal of the Chapter shall be at a place designated by the Board of Directors.

Section 12.06 Effective Date. These Bylaws shall be effective on the date they are adopted by the Board of Directors.



**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of the Chapter, and the above Bylaws, consisting of 9 pages, are the Bylaws of the \_\_\_\_\_ Chapter of the Association of Certified Fraud Examiners as adopted by the meeting on \_\_\_\_\_, 2014 and replace any Bylaws adopted previous to this date.

Attest:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date