

ASSOCIATION OF ENTERPRISE ARCHITECTS, {Name of Chapter} CHAPTER BYLAWS

Article I - Name and Relationship:

Section 1. This organization shall be called the Association of Enterprise Architects, Chapter (hereinafter "Chapter"). This organization is a local chapter chartered by the Association of Enterprise Architects (hereinafter "AEA"), a limited liability company organized under the laws of the State of Delaware.

Section 2. The principal office of the Chapter shall be located in *{Address of chapter}*.

Section 3. The Chapter is responsible to the duly elected Association of Enterprise Architects (hereinafter "AEA") *{Board}* and is subjected to all AEA policies, procedures, rules and directives lawfully adopted.

Section 4. The Chapter shall meet all legal requirements in the jurisdiction in which the Chapter conducts business or is incorporated or registered.

Section 5. The bylaws of the Chapter may not conflict with the current AEA Bylaws and all policies, procedures, rules or directives established or authorized by the AEA *{Board}* as well as with the Chapter's Charter with AEA.

Section 6. The terms of the Charter executed between the Chapter and AEA, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose:

Section 1. The objectives of the Chapter are to:

1. Provide the model for professionalism in Enterprise Architecture by facilitating, educating, and providing opportunities in Enterprise Architecture practice.
2. Provide a forum for discussion and examination of problems, solutions, applications, and ideas related to Enterprise Architecture.
3. Foster communication between public and private sectors regarding Enterprise Architecture.
4. Disseminate within the primary area of operation of the Chapter, information regarding developments in Enterprise Architecture.
5. Establish local working groups or studies on common topics of interest related to Enterprise Architecture.

Article III - Membership:

Section 1. Membership of this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible person without regard to race, creed, color, age, sex, marital status, national origin, religion, physical or mental disability.

Section 2. Membership of the Chapter requires membership in AEA. The Chapter shall not accept as members any individuals who have not been accepted as AEA members, and shall not create its own membership categories.

Section 3. Regular and *{Appropriate Category}* Members shall have voting rights and shall be eligible to hold elected or appointed office in the Chapter. Student and Associate Members shall not be entitled to vote or to hold elected or appointed office in the Chapter.

Section 4. Each Member may bring up to one guest to a Chapter meeting, but guests shall not have voting rights. No individual may attend more than one Chapter meeting as a guest.

Section 5. Members shall be governed by and abide by AEA Bylaws and by the bylaws of the Chapter and all policies, procedures, rules and directives lawfully made thereunder.

Section 6. All members shall pay the required AEA and Chapter membership dues to AEA and, in the event of the resignation of a member, membership dues shall not be refunded by AEA nor Chapter.

Section 7. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for just cause.

Section 8. Members who fail to pay the required dues within one (1) month of the due date of such dues shall be delinquent and their name removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for AEA and the Chapter.

Section 9. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 10. The membership database and listing provided by AEA to the Chapter may not be used, for commercial purpose and may be used only for non-profit purposes directly related to the Chapter, consistent with AEA policies.

Article IV - Officers:

Section 1. The Chapter shall have a minimum of three (3) elected officers of the Chapter, including a Chair, Vice-Chair and Treasurer, all of which shall be members of the *{Steering Committee}*. In addition, the *{Steering Committee}* will include *{any other Steering Committee members}*. All officers shall be members of AEA ®, and Chapter who are in good standing. Tenure for officers: *{details of tenure}*.

Section 2. The Chair shall be the chief executive officer for the Chapter and of the *{Steering Committee}*, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the *{Steering Committee}*.

Section 3. Vice-Chair shall preside in the absence of the Chair.

Section 4. The Treasurer will be responsible for the solicitation of input from *{Steering Committee}* members for the development of financial goals and objectives for the Chapter, the preparation of an annual financial plan. *{Chapter dues collection and disbursement is performed by AEA headquarters and is not the responsibility of the Treasurer}*.

Section 5. *{Description of any other specific officer roles}*.

Article V – *{Steering Committee}*:

Section 1. A *{Steering Committee}* shall govern the Chapter. The *{Steering Committee}* shall be responsible for carrying out the purpose and objectives of the Chapter.

Section 2. The *{Steering Committee}* shall consist of *{a minimum of three (3) members}*. All *{Steering Committee}* members shall be members in good standing of AEA and of the Chapter. Terms of office for the *{Steering Committee}* members shall be *{length of tenure}* years, staggered so that *{number}* *Steering Committee* members are elected each year. The exceptions will be the Chair and Vice-Chair positions, which will be elected each year.

Section 3. The *{Steering Committee}* shall exercise all powers of the Chapter, except as specifically prohibited by these bylaws, the AEA Bylaws and policies, and the laws of the jurisdiction in which the organization operates. The *{Steering Committee}* shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and AEA Bylaws and policies, and to exercise authority over all Chapter business and funds.

Section 4. The *{Steering Committee}* shall meet at the call of the Chair, or at the written request of three (3) members of the *{Steering Committee}* directed to the Vice-Chair. A quorum shall consist of no less than one-half of the membership of the *{Steering Committee}* at any given time. Each elected member of the *{Steering Committee}* shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the *{Steering Committee}* may conduct its business by teleconference, email, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the *{Steering Committee}*.

Section 5. The *{Steering Committee}* shall declare *{Steering Committee}* member's position to be vacant where a member of the *{Steering Committee}* ceases to be a member in good standing of AEA or of the Chapter by reason of non-payment of dues, or where the *{Steering Committee}* member fails to attend two (2) consecutive *{Steering Committee}* meetings. A *{Steering Committee}* member may resign by submitting written notice to the Chair. Unless another time is specified in the notice or determined by the *{Steering Committee}*, the resignation shall be effective upon receipt by the *{Steering Committee}* of the written notice.

Section 6. A *{Steering Committee}* member may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the *{Steering Committee}*.

Section 7. If a *{Steering Committee}* member position becomes vacant, the *{Steering Committee}* may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event that the Chair is unable or unwilling to complete the current term of office, the Vice-Chair shall assume the duties of the presiding member for the remainder of the term.

Article VI - Nominations and Elections:

Section 1. The nomination and election of *{Steering Committee}* members shall be conducted annually in accordance with the terms of office (if any) specified in these Bylaws. All voting members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election and shall hold office for the tenure of their term or until their successors have been elected and qualified.

Section 3. Elections shall be conducted: by e-mail ballot, to all voting members in good standing. The candidate who receives a simple majority of votes cast for each vacancy shall be elected. Ballots shall be counted by the *{Steering Committee}*. All responses to e-mail ballots must include a member's personal e-mail address and AEA membership number.

Article VII - Committees:

Section 1. The *{Steering Committee}* may authorize standing the establishment of temporary committees to advance the purposes of the organization. The *{Steering Committee}* shall establish a charter for each committee, which defines its purpose, its authority and its outcomes. Committees are responsible to the *{Steering Committee}*.
Section 2. All committee members and a chairperson for each committee shall be appointed by the *{Steering Committee}* Chair with approval of the *{Steering Committee}*. Committee members may be appointed from the voting and non-voting membership.

Article VIII - Finance:

Section 1. The fiscal year for the chapter shall be from January 1 to December 31.
Section 2. Annual membership dues shall be set by the *{Steering Committee}* and communicated to AEA in accordance with procedures established by the AEA *{Steering Committee}*.
Section 3. The *{Steering Committee}* shall establish policies and procedures to govern the management of its finances, and shall submit any required tax filing or accounts to appropriate authorities. An annual financial report shall be made available to all members, with a copy provided to AEA.
Section 4. All dues billing, dues collections and dues disbursements shall be performed by AEA.

Article IX - Meetings of the Membership:

Section 1. An annual meeting of the membership shall be held at a dates and locations to be determined by the *{Steering Committee}*.
Section 2. Special meetings of the membership may be called by the Chair, by majority of the *{Steering Committee}*, or by petition of ten percent (10%) of the voting membership directed to the Chair.
Section 3. The *{Steering Committee}* shall send notice of all annual and special meetings to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.
Section 4. A quorum at all annual and special meetings of the Chapter shall be ten percent (10%) of the voting membership in good standing, present in person
Section 5. All meetings shall be conducted according to procedures determined by the *{Steering Committee}*.

Article X - Inurement and Conflict of Interest:

Section 1. No member of the Chapter shall receive any pecuniary gain or profit, benefit, incidental from the activities, financial accounts and resources of the Chapter, except otherwise provided by these bylaws.

Section 2. No officer, appointed committee member or authorized representative of the Chapter should receive any compensation, or other tangible or financial benefit for service on the *{Steering Committee}*. However, the *{Steering Committee}* may authorize payment by the Chapter of actual and reasonable expenses incurred by the officers, committee members or authorized representatives' regarding attendance at *{Steering Committee}* meetings and other approved activities.

Section 3. Chapter may engage in contracts or transaction with members, elected officers, appointed committee members or authorized representatives of Chapter and any corporation, partnership, association or other organization in which one or more of Chapter's officers, appointed committee members or authorized representative are directors, or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the *{Steering Committee}* prior to commencement of any such contract or transaction;
- B. the *{Steering Committee}* in good faith authorizes the contract or transaction by a majority vote of the *{Steering Committee}* members who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the *{Steering Committee}*.

Section 4. All officers, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into contracts, agreements or any other business transitions, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made a party, to any criminal, administrative, or investigative (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgements, fines, and amounts paid in settlement in connection with such action or proceeding. Where the representative was successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the

requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the Chapter shall purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of Chapter, as an officer, employee, trustee, or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint-venture, trust or other enterprise.

Article XII - Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at any annual meeting of the Chapter duly called and regularly held, or by a two-thirds (2/3) vote of the voting membership in good standing by mail ballot and E-mail ballot, returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the voting members at least thirty (30) days before such meeting.

Section 2. Amendments may be proposed by the *{Steering Committee}* on its own initiative, or upon petition by ten percent (10%) of the voting members addressed to the *{Steering Committee}*. All such proposed amendments shall be presented by the *{Steering Committee}* with or without recommendation.

Section 3. All amendments must be consistent with AEA Bylaws and the policies, procedures, rules and directives established by the Association of Enterprise Architects *{Board}*, as well as with the Chapter's charter with AEA.

Article XIII - Dissolution:

Section 1. Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.