

National Association of Certified Fraud Examiners

LOCAL CHAPTER BYLAWS

Article I

Name

Section 1

The name of this organization shall be the Rhode Island Chapter of the National Association of Certified Fraud Examiners.

Article II

Purpose and Objectives

Section 1

The primary purpose of the local chapter is to promote improved fraud detection and deterrence through expansion of knowledge and interaction of its Members.

Article III

Membership

Section 1

Eligibility

Membership in the local chapter is limited to Certified Fraud Examiners. Only Members may hold office and vote.

Section 2

Associates

Associates of the National Association may be admitted upon payment of local dues, at the discretion of the local chapter, provided said Associate agrees to abide by these bylaws, and by the bylaws of the National Association of Certified Examiners.

Associates are not required to belong to the National Association, except that an applicant may not be admitted if he or she has been expelled from the National Association or from any other local chapter.

Section 3

Students

Full-time students currently enrolled in degree programs of recognized colleges and universities may attend meetings of the local chapter upon proof of such enrollment, under such rules that may be adopted by the local chapter.

Section 4

Other

The local chapter, at its discretion, may, from time to time, admit others on a local basis for inclusion in the chapter. These persons shall be designated Affiliates of the local chapter.

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Section 5 Transfer of Membership

Individual Membership in one local chapter may be transferred to another local chapter, subject to rules and regulations of both chapters.

Section 6 Resignation

Any Member may resign at any time, but such resignation shall not become effective until accepted by the local 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 pro rata or other share of the assets of the local chapter. All resignations shall be in writing.

Section 7 Expulsion

The local chapter may, by two-thirds vote of those present, make a formal, written recommendation to the Board of Directors that the Membership of any Member be terminated, for violation of bylaws or for conduct determined to be detrimental to the best interests of the local chapter.

If such a recommendation is made, the local Board of Directors will review the recommendation and prepare a notice to the effected Member, which shall be mailed to the most recent address of the Member. The notice shall state the reasons for the proposed expulsion and give the Member at least 15 days to respond.

No Member will be expelled until he or she has had an opportunity to respond to the charges by a full hearing before a quorum of the local officers. If the member does not respond to the letter within 30 days of the notice, the expulsion shall become final.

Section 8 Non-payment of Dues

Membership will be terminated if payment of local dues has not been received by the treasurer before the end of two months subsequent to the close of the dues billing cycle.

Article IV Limitations of Liability

Section 1 Local Chapter Liability

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The local chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the National Association, by reason of their affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the local chapter.

Section 2

National Association Liability

The local chapter shall not be responsible nor liable for any lawsuits, damages, other expenses, or liabilities arising out of the activities of the National Association.

Article V

Finances

Section 1

Fiscal Year

The fiscal year for the local chapter shall be the calendar year, unless otherwise established by the local chapter officers.

Section 2

Local Chapter Dues

- a. Local chapter dues will be established by the Board of Directors.
- b. Dues shall be billed by the local chapter based on a periodic basis established by the local Board of Directors. The local chapter Treasurer shall be empowered to assess and collect said dues.
- c. Dues for Associates and Affiliates shall be at a higher rate than for Certified Fraud Examiners.
- d. No part of local dues will be paid to the National Association.

Section 3

Assessments

There shall be no assessments imposed except as approved by a two-thirds vote of the local Board of Directors, followed by a majority vote of the Membership.

Article VI

Organization and Structure

Section 1

Board of Directors

The Board of Directors shall consist of the local chapter President, Vice President, and Secretary/Treasurer; plus two

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Members elected at large from the local chapter. A quorum shall consist of a majority of the Directors.

Section 2

Election

- a. The officers set forth in Article V, Section 1, shall be elected for one year terms by a plurality of the votes of the Members responding to a mail ballot sent to all Members.
- b. The results of the election will be certified by the current Board of Directors, or by a committee appointed by them.

Section 3

Terms of Office

Each Director shall take office at the next meeting following the election, and shall hold office until the end of his or her term. A Director may be re-elected only for one additional term.

Section 4

Vacancies

If the office of any Director or Officer becomes vacant for any reason, the current Directors shall appoint a person to fill the unexpired term of the office.

Section 5

Duties and Responsibilities

- a. The Board of Directors shall be the governing body of the local chapter and its actions shall be final, unless otherwise specifically provided for in these bylaws.
- b. The Board shall make available all financial records of the local chapter to any local Member, or to the National Association upon reasonable notice.

Section 6

Meetings of the Board of Directors

- a. The Board of Directors shall meet at least twice a year at such times and places that it may choose. At such meetings, a quorum must be present to conduct business coming before the Board. The meetings shall be conducted under the rules contained in Robert's Rules of Order (revised) unless those rules are in conflict with the bylaws, in which case the bylaws shall take precedence.

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- b. In all meetings of the Board, the President shall preside. In his or her absence, the Vice President or Secretary/Treasurer, in that order, shall preside.
- c. Appropriate notice of the meetings of the Board shall be furnished to each Member of the Board at least ten days in advance.
- d. A special meeting may be called by the President, or by any three Board Members.

Article VII

Duties of Officers

Section 1

The elected officers of the local chapter shall consist at a minimum of a President, Vice President, and Secretary/Treasurer, or when appropriate, officers may be established at the local chapter's option.

Section 2

President

The President shall be the executive head of the local chapter, and when present, shall preside at all meetings of the local chapter and Board of Directors. He or she shall exercise general supervision of the affairs of the local chapter; shall consult with and inform other Directors and Members of significant events; shall make an annual report to the Members of the local chapter; and shall have additional duties as may be delegated by the Board from time to time.

Section 3

Vice President

The Vice President shall report to the President and shall assume the duties of the President in his or her absence. The Vice President shall be responsible for other duties that the Board shall delegate from time to time.

Section 4

Secretary/Treasurer

The Secretary/Treasurer shall be responsible for all records, financial and otherwise, maintained by the local chapter.

All monies, received by the local chapter, as well as disbursements therefrom, shall be the responsibility of the Secretary/Treasurer. He or she will see any funds received are properly deposited for safekeeping to the credit of the local chapter; that all disbursements are properly approved; that the

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Board is kept advised of the status of the accounting of funds; and otherwise perform appropriate duties to see that the assets of the local chapter are properly safeguarded.

The Secretary/Treasurer shall also be responsible for the Membership records and attendance; the minutes of meetings; and other duties that from time to time may be required.

Article VIII

Standing Committees

Section 1

Nominations Committee

The Nominations Committee shall be composed of three persons appointed by the President with concurrence of the Board of Directors. The Nominations Committee shall consider all suggestions and recommendations for offices, and shall nominate not less than one nor more than three candidates for any one office.

Section 2

Election Committee

The Election Committee shall consist of three Members who are not on the Board of Directors or on the Nominations Committee, appointed by the Board. The Election Committee shall certify the results of the annual elections, and perform other related duties that the Board shall, from time to time, designate.

Article IX

Annual Meeting

Section 1

The Annual Meeting of the total Membership of the local chapter shall be held for the purpose of announcing the results of the election of Officers and Directors; the installation of the Officers and Directors; and transacting such other business as deemed appropriate by the Board.

Section 2

Time and Place

The Annual Meeting shall be held each year at a time and place specified by the Board of Directors.

Section 3

Notification of Meeting

All Members in good standing shall be notified in writing at least sixty days in advance of the annual meeting.

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Section 4

Voting

All Members in good standing and present in person shall be eligible to vote at the Annual Meeting. A quorum shall be constituted by those eligible to vote. All business coming before the Members for approval shall be approved by a majority of those present in person unless otherwise required by these bylaws.

Article X

Amendments to Bylaws

Amendments to bylaws, or additions or deletions thereto, shall be made only by a quorum present at the Annual Meeting, with two-thirds of the Members approving such amendments, additions, or deletions.

Article XI

Headquarters

The Headquarters of the local chapter shall be at a place designated by the Board of Directors.

Article XII

These bylaws shall be effective on the date they are adopted by the Board of Directors.

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CERTIFICATE OF SECRETARY/TREASURER

I, undersigned, certify that I am the presently elected and acting Secretary/Treasurer of the local chapter, and the above bylaws, consisting of 8 pages, are the bylaws of this local chapter as adopted by a meeting of the Board of Directors on 9/17, 1992.

9/18/92

Date

John R. Reu
Secretary/Treasurer