

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

Article I:	Name and Purpose
Section A:	Chapter Name
	The name of this organization is the ATD Puerto Rico Chapter Inc. The registered office of this chapter shall be located in the Commonwealth of Puerto Rico.
Section B:	Affiliation with the Association for Talent Development (ATD-National)
	The chapter is an affiliate of the Association for Talent Development (ATD-National), a non-profit educational association under Section 501 (c) (3) of the Internal Revenue Code of 1986. The ATD-National and its chapters are not organized for profit and no part of their net earning shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.
Section C:	Governance and Management of Chapter
	The chapter shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.
Section D:	Purpose
	The chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding for foregoing, the chapter's specific purposes shall be: <p style="text-align: center;">To serve human resources training and talent development professionals, through innovative means that facilitate the acquisition of knowledge and skills for the Puerto Rican workforce in its endeavor of achieving world class competitiveness.</p> <p>To be a resource to the business community, recognized as the organization that sets standards for training and talent development professionals in Puerto Rico. To be an option for the professional development of its members. To advance the professional development of its members through the exchange of ideas and cutting edge methodologies.</p>
Section E:	Equal Opportunity
	The chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status or disability.
Section F:	Political, Religious, and Other Activities
	<ol style="list-style-type: none"> 1. The chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The chapter shall not directly or indirectly participate in, including the publishing or distribution of statement, any political campaign on behalf of or in opposition to any candidate for public office. 2. Member participation in political, religious, and community activities shall be exclusively as individuals and not in representation of the chapter.

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<ol style="list-style-type: none"> 3. Partisan politics and religion shall not be discussed in any chapter meetings or activities and funds for political or religious events shall not be collected in chapter activities. 4. Chapter collaboration with community and other charitable organizations shall be supported financially solely by members who voluntarily choose to participate in such activities after these have been approved by the Board of Directors.
Article II:	Membership
Section A:	Eligibility
	<ol style="list-style-type: none"> 1. Membership in the chapter is open to those who have interest or responsibilities in training, human resources development, workplace learning, education and performance, talent development and knowledge management, transfer, and/or retention; are interested in advancing the objectives of the chapter and the Association; and subscribe to and are qualified under these bylaws. 2. Any individual who desires membership shall complete the prescribed application form. 3. A chapter member in good standing is one who meets the requirements for membership and whose dues are paid for the membership year. 4. Each member in good standing shall have one (1) vote and full membership rights. 5. Applicants for student memberships shall provide evidence of enrollment in an undergraduate degree-seeking program at an accredited higher education institution and one letter of endorsement from a faculty member.
Section B:	Conflict of Interest:
	Members will not identify themselves as representatives of the chapter when they promote their services or products.
Section C:	Types of Membership
	<p>The chapter will recognize two types of membership:</p> <ul style="list-style-type: none"> • Professional Member – one who is engaged in or interested in the training, human resources development, workplace learning, education and performance, and knowledge management, transfer, and/or retention. • Student member – one who is enrolled in an undergraduate degree-seeking program at an accredited higher education institution in a field such as training, education, human resources development, or psychology and demonstrates evidence of such enrollment at time of request or renewal of membership.
Section D:	Dues and Fees
	<ol style="list-style-type: none"> 1. The Board of Directors will set dues, fees, and terms of chapter membership. 2. Chapter membership is individual and not transferable except when paid by an organization and the sponsored member leaves the sponsoring organization within the first six (6) months of the membership year. Only in those instances the employer may request the Board of Directors to transfer said membership to another eligible individual by completing the prescribed application form.

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

3. Annual dues shall be collected solely for the use of the chapter to promote its purposes.
4. Special dues:
 - Student members shall pay chapter dues and fees lower than those of the professional members.
 - Members who can show evidence of current membership in ATD-National will be eligible for reduced local chapter dues.
 - President and President-Elect shall have chapter dues and fees waived by the chapter. If the President or President-Elect vacates their position prior to the end of their term, they may be required to reimburse the chapter for any dues waived by the chapter at the discretion of the Board of Directors.
 - Board Secretary, Membership Services Coordinator, Treasurer, Annual Conference Coordinator, and Professional Development Coordinator will be eligible for a 20% discount in chapter dues and fees.
 - Collaborators may be eligible for a 20% discount in chapter dues and fees at the discretion of the Board of Directors based on their contributions to the chapter.
 - Members who pay renew their memberships thirty days or more before their expiration dates will be eligible for a 10% discount for the upcoming year's dues.
 - Members facing undue economic hardship will be eligible to apply for reduced dues at the time of membership renewal by completing the prescribed form. Such reduction in dues will be at the discretion of the Board of Directors.
 - Organizations sponsoring three or more individual members will be eligible for group rates that will be set by the Board of Directors.
5. Collection of dues:
 - Statements for dues shall be sent by electronic means or regular mail no less than sixty (60) days before the end of each annual renewal period.
 - Members who do not pay their dues within those sixty (60) days will be notified by regular mail or electronic means that they have an additional thirty (30) days to pay their dues in order to remain in good standing as established under Article II of these bylaws.
 - Members who do not pay their dues within the allotted time will be required to submit a new membership application.
6. Other fees:
 - Members will be entitled to participate in Forums free of charge during their membership year. If they do not attend a Forum where they have confirmed their participation, or any other event that entails fees for members and non-members they will be assessed a fee to cover operational expenses. They will be notified in writing of such policy prior to each Forum or event.
 - Participation in the Annual Conference and other special events will entail fees for members and non-members that will be set by the Board of Directors.
 - Organizations sponsoring the participation of three or more individuals in the Annual Conference and other special events will be eligible for group rates that will be set by the Board of Directors.



Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<ul style="list-style-type: none"> Fees for the Annual Conference and other special events will be waived for elected members of the Board of Directors. Such waiver or discounted fees may be granted to non-elected members at the discretion of the Board of Directors on an individual basis. The chapter may hold special Forums and other events free of charge to promote awareness of its program among training and talent development professionals.
Section E:	Suspension or Termination of Membership
	<p>The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.</p> <ol style="list-style-type: none"> Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be sent to the member concerned by regular mail or electronic means at least twenty (20) days prior to the meeting. Any motion for suspension or termination must be made by an elected officer, based on personal knowledge, official chapter records, allegations validated by witnesses, or a statement signed by no fewer than five (5) chapter members in good standing. Before enacting a suspension or termination, the member will have an opportunity to be heard by the Board of Directors and present their point of view.
Article III:	Board of Directors
Section A:	Duties and Responsibilities
	<p>The management of the affairs of the chapter shall be vested in the Board of Directors. It shall be the duty of the Board of Directors (BOD) to carry out the objectives and purposes of the chapter, and to this end it may exercise all power of the chapter. The duties of the BOD shall include but are not limited to:</p> <ul style="list-style-type: none"> Establishing policy for the operation of the chapter Approving the strategic plan, the annual plan, and the budget Authorizing new committees of the chapter Performing other functions appropriate for the Board of Directors <p>All BOD officers will have descriptions of their positions that list their duties and responsibilities. All BOD members and candidates will receive those descriptions forty (40) days prior to the scheduled elections.</p> <p>All elected BOD officers shall be available for consultations and other requests as needed by incoming and future Boards of Directors.</p> <p>Unless authorized by the Board of Directors, elected or non-elected officers or employees shall not bind the chapter by any contract or engagement.</p>
Section B:	Membership to the Board Of Directors
	<ol style="list-style-type: none"> The Board of Directors will consist of no less than four (4) and no more than eleven (11) individuals elected from among chapter members in good standing as specified under Article II of these bylaws and shall meet the qualifications as specified under Section C of this article. The Board of Directors shall continue in office until successors are duly installed.

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<ol style="list-style-type: none"> 2. Members of the Board of Directors shall be at a minimum President, President Elect, Treasurer, Board Secretary and Membership Services Coordinator. An individual may hold Board Secretary and Membership Services Coordinator positions simultaneously. 3. The Annual Conference & Special Events Coordinator, the Professional Development Coordinator and the Marketing & Communications Coordinator may also be elected members of the Board of Directors. 4. Other elected officers may become members of the Board of Directors as needed by the chapter. <p>Officers:</p> <ul style="list-style-type: none"> • President <ol style="list-style-type: none"> 1. As the Chief Executive Officer of the chapter, the President is responsible for managing the chapter in accordance with these bylaws and those of the Association for Talent Development as well as applicable local and Federal laws and regulations. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the chapter. S/He shall also lead the chapter's business operations and administration duties including drafting the annual budget and plan for approval by the Board of Directors in their first meeting and initiating the external audit process. 2. The President oversees and is responsible for transferring documents and chapter assets at the end of his/her term and no later than two months after the swearing-in ceremony of the incoming Board of Directors. All documents transferred shall be accompanied by appropriate acknowledgement of receipt. 3. All documents and records maintained by the chapter in its regular course of business may be kept in the form of any information storage device, provided that such records can be converted into a clearly legible form upon request of any person entitled to inspect them. 4. All financial documents shall be ready for an external audit. 5. S/He seeks funding for the Annual Conference and all other events as may be required, with the assistance of a committee designated for such purpose. • President Elect <ol style="list-style-type: none"> 1. The President Elect acts for the President in his/her absence. 2. The President Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for his/her term as President. 3. S/He administers and analyzes the annual membership survey and is in charge of the orientation of new officers. 4. The President Elect performs other duties as requested by the President. • Treasurer <ol style="list-style-type: none"> 1. The Treasurer shall be responsible for the timely collection of dues and other fees collected by the chapter, the timely
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Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<p>disbursement of monies owed for Board approved expenses, report on the financial conditions of the chapter at meetings of the Board, and at other times when requested by the President.</p> <ol style="list-style-type: none"> 2. The Treasurer will file taxes and all other financial documents required by the chapter's bylaws and those of the Association for Talent Development (ATD-National) as well as by applicable local and Federal laws and regulations. 3. The Treasurer will receive assistance from either an accountant, another chapter member or a designated individual to prepare and maintain these records and documents. <ul style="list-style-type: none"> • Board Secretary <ol style="list-style-type: none"> 1. The Board Secretary shall support the record keeping of Board meetings, publication of the agenda, and scheduling of meetings and the preparation of the annual report in coordination with other officers. • Membership Services Coordinator <ol style="list-style-type: none"> 1. The Membership Services Coordinator shall support the distribution of information to all members and be the lead officer in charge of communications with members. 2. The Secretary, in coordination with the Treasurer will send invoices to collect dues and other monies from all members. • Marketing & Communications Coordinator <ol style="list-style-type: none"> 1. The Marketing & Communications Coordinator will be in charge of continuously updating all social media applications. • Annual Conference & Special Events Coordinator <ol style="list-style-type: none"> 1. The Annual Conference Coordinator plans, implements, and evaluates the coordination of the Annual Conference with other officers and non-elected Board Members. 2. S/he shall present a report of the Annual Conference's results at the first meeting immediately following the event and if required at the first meeting of the incoming Board of Directors. • Professional Development Coordinator <ol style="list-style-type: none"> 1. The Professional Development Coordinator plans, implements, and evaluates workshops, conferences, and other activities designed to assist members in their professional development. • Non-Elected Board Members in Advisory Roles <ol style="list-style-type: none"> 1. Chapter members may volunteer to serve as collaborators of the Board of Directors on an advisory role. They will not have financial responsibilities or liabilities; their opinions will be considered in decisions, but only elected officers will be eligible to vote. 2. The Immediate Past President will serve as an Advisor to the Board (Chairperson) to aid in the continuity of the chapter's business. S/He will be eligible to vote. S/He will serve on the Nominating Committee.
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Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

Section C:	Qualifications
	<ol style="list-style-type: none"> 1. Persons seeking to serve in elected and non-elected positions on the Board of Directors must be chapter members in good standing as specified under Article II of these bylaws. Elected officers are required to maintain membership in the national Association. 2. All elected and non-elected Board members shall have direct responsibilities in training, human resources development, workplace learning or education as central to their job functions. 3. Candidates for President Elect shall have two (2) years of experience as Board Members in other roles. They shall have leadership experience in any of the above mentioned fields.
Section D:	Terms
	Board members shall be elected to serve terms of at least twelve (12) and up to eighteen (18) months. Board members (except President and President Elect) may stand for re-election to the same Board position and, if so, may serve no more than two (2) consecutive terms on that position.
Section E:	Conduct of Chapter Business
	<ol style="list-style-type: none"> 1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. 2. The act of the majority of Board members present at a meeting where quorum is present shall be the act of the Board unless a greater proportion is required by law or by these bylaws. 3. Board members may not cast proxy votes for absent Board members.
Section F:	Meetings
	<ol style="list-style-type: none"> 1. The Board of Directors will meet monthly. 2. The date of the Board's meeting will be announced at least seven (7) days in advance, and the exact time and place of all Board meetings will be announced to all Board members. 3. Unless the nature of the business to be discussed requires otherwise, all Board meetings will be open to chapter members in good standing as specified under Article II of these bylaws.
Section G:	Attendance
	Failure to attend to 50% of duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provision of these bylaws.
Section H:	Removal and Resignation
	<ol style="list-style-type: none"> 1. Any motion for suspension or termination must be made by a Board member, based on personal knowledge, official chapter records, or statement signed by no fewer than five (5) chapter members in good standing. 2. Board of Directors may, by three-fourths (3/4) vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interest of the Chapter such as behavior unbecoming of an officer. The Board of Directors will determine if such actions also deem suspension or termination of membership and will take appropriate action. 3. Suspension or termination of a Board member will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least twenty (20) days prior to the meeting. Before action of suspension or



Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<p>termination, the Board member will have an opportunity to be heard by the Board.</p> <ol style="list-style-type: none"> 4. The concerned officer shall not be present during the rest of the meeting. 5. Any officer may resign at any time by giving written notice to the Board of Directors through the President. Such resignation will be effective at the date specified in the notice.
Section I:	Vacancies
	<ol style="list-style-type: none"> 1. When a vacancy occurs for a position in the Board, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing as specified under Article II of these bylaws to serve the remainder of the term. 2. Should the office of the President be vacated, the President Elect will assume the position and its responsibilities. If both the office of the President and the President Elect become vacant simultaneously, the Board Secretary will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.
Article IV:	Election of Board Members
Section A:	Nominating Committee
	<ol style="list-style-type: none"> 1. The President Elect will form a Nominating Committee with the approval of the Board of Directors, at least 60 days prior to the date of the annual member meeting & elections. The Nominating Committee will have no more than five (5) members, and will include the President Elect and no more than four (4) other members in good standing as specified under Article II of these bylaws not currently serving in elected positions or interested in serving in elected positions in the upcoming year. 2. The Nominating Committee will seek the input of the Board of Directors to prepare the final slate of candidates. 3. The Membership Services Coordinator will send such slate to the chapter members by regular and/or electronic mail at least thirty (30) calendar days prior to the election date. 4. Brief biographical sketches highlighting their qualifications for the positions will be included in this mailing. 5. Additional copies of the slate and supporting documents will be available at the Annual Conference or at a special meeting called to hold elections for members who request them prior to the election.
Section B:	Board Members
	<p>Board members will be elected by a majority of chapter members present and voting at the Annual Conference or at a special meeting called to hold elections by secret paper ballot. Ties will be broken by a majority vote of the Nominating Committee.</p>
Section C:	Newly Elected Officers
	<p>Newly elected officers will assume their duties no later than two months after being elected. All elected Board members shall be sworn into their positions during the Annual Conference if elections take place there or at the first</p>

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	regularly scheduled meeting or event. Elected board members not present at such meeting will be sworn in at the first subsequent meeting that they attend.
Article V:	Finances
Section A:	Chapter Budget
	<ol style="list-style-type: none"> 1. The President will prepare a draft of a proposed annual budget of projected income and expenses at the beginning of his/her term that will be aligned with the proposed plan for the year. 2. The Board of Directors will review, revise, and approve the proposed budget with the advice of a professional accountant. 3. All funds shall be used solely to support activities germane to the educational purposes of the chapter as specified under Article I of these bylaws as well as for chapter's operational expenses. 4. All operational expenses and other financial disbursements in excess of \$500 to be incurred by the chapter shall be approved by the Board of Directors. 5. A nominal amount of funds shall be allocated to cover minimal expenses incurred by the Board of Directors during their meetings.
Section B:	Emergency Fund
	<ol style="list-style-type: none"> 1. A minimum of fifteen hundred dollars (\$1,500) will be allocated to an emergency fund. 2. These funds will not be used for recurring operational expenses of the chapter and will not be considered as part of the budget. 3. The use of these funds will require the unanimous approval of the Board of Directors.
Section C:	External Audits
	A full audit conducted by a professional accountant will be conducted at the request of the Board of Directors whenever circumstances dictate.
Section D:	Results of External Audits
	Reports presenting the results of external audits will be published and made available to chapter members as soon as it is viable but no later than ninety (90) days into the following fiscal year.
Article VI:	Other Committees
Section A:	Appointment of Committees
	The Board of Directors may appoint or disband committees established for specific purposes such as the Annual Conference. All committees are subject to the oversight and direction of the Board of Directors or those authorized by that body.
Section B:	Membership in Committees
	Chapter members in good standing as specified in Article II of these bylaws may serve in these committees.
Article VII:	Chapter Meetings
Section A:	Regular Meetings
	<ol style="list-style-type: none"> 1. A regular meeting of the chapter will be held once a year.

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<ol style="list-style-type: none"> 2. The agenda of the meeting will include but will not be limited to submission and acceptance of reports from the President and Treasurer, election of new Board Members, and any new business. 3. The Board Secretary will notify members of the date, time, and place of the regular meeting by regular and electronic mail at least forty (40) days prior to the meeting. 4. The President shall preside this meeting. If the President is unable to attend the meeting, the President Elect will preside the meeting. 5. All members in good standing as specified under Article II of these bylaws present in the meeting will constitute quorum. 6. Decisions will be made on the basis of a simple majority vote provided that they comply with these bylaws as well as local and Federal laws and regulations. 7. Chapter meeting minutes will be available to chapter members as requested.
Section B:	Special Meetings
	<p>Special meetings by the chapter may be called by the President, the Board of Directors, or upon receipt of a petition signed by at least 10% of chapter members in good standing as specified under Article II of these bylaws.</p> <ol style="list-style-type: none"> 1. The call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. Notification will be made to all chapter members at least fifteen (15) business days prior to the meeting by the Board Secretary. 2. Chapter members in good standing as specified under Article II of these bylaws present at the special meeting will constitute the quorum required for the conduct of the intended business. 3. The President shall preside at special meetings of the chapter unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the special meeting (the Board or chapter members) shall select an individual to preside the meeting by a majority vote. 4. Decisions will be made on the basis of a simple majority vote of chapter members present provided that such decisions comply with these bylaws as well as local and Federal laws and regulations. <p>The minutes of a special meeting will be published or made available to all chapter members within thirty (30) days of the special meeting.</p>
Article VIII:	Awards and Acknowledgements
	<ul style="list-style-type: none"> • The chapter shall recognize best practices in the human resources development field in Puerto Rico through awards given to individuals and/or organizations. <ul style="list-style-type: none"> • Selection and evaluation criteria for such awards will be distributed to all members at least thirty (30) days prior to the deadline for submission of the appropriate forms and documents. • The President shall nominate a committee to evaluate all submissions composed by no less than three (3) and no more than five (5) members in good standing as specified under Article II of these bylaws who are recognized leaders in the field of human resources development, who are not being nominated for awards, and whose organizations are not being nominated for awards.

Chapter Bylaws

Approved at Annual Members General Meeting May 14 2015

	<ul style="list-style-type: none"> • The awards will be presented at an event determined by the Board of Directors. • The chapter shall promote awareness of the human resources development field by participating in the national association's Employee Learning Week as deemed by the Board of Directors.
Article IX:	Affiliation with Other Organizations
	Unless authorized by the Board of Directors, elected or non-elected officers or employees shall not formalize affiliation of the chapter to any other national or local organization.
Article X:	Indemnification
	The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the Commonwealth of Puerto Rico to protect the chapter, chapter members, board members, collaborators, employees, and agents.
Article XI:	Amendment and Modification of Bylaws
	<ol style="list-style-type: none"> 1. Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least ten percent (10%) of the members in good standing as specified under Article II of these bylaws. 2. Notice of any potential change must be published and distributed by regular mail or electronic means to the membership at least forty (40) calendar days prior to voting on such measures. 3. Amendments must be approved by a majority of chapter members in good standing as specified under Article II of these bylaws voting by secret ballot at the Annual Conference or at a duly called special meeting. 4. Notice of approved changes to these bylaws shall be published or distributed by regular mail or electronic means to all chapter members no later than sixty (60) days following adoption.
Article XII:	Dissolution of Chapter and Liquidation of Assets
	<ol style="list-style-type: none"> 1. The chapter may be dissolved by a vote of two-thirds of chapter members in good standing as specified under Article II of these bylaws. 2. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefore, all of the chapter's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501 (c) (3) and 170 (c) (2) (B) of the Internal Revenue code of 1986, as amended, and the applicable laws of the Commonwealth of Puerto Rico.
	<i>End of Document</i>