TEMPLATE

**BYLAWS**

**of**

**ANY NAME Disability Examiners, Inc.**

*Chapter of the National Association of Disability Examiners*

NOTE: SEARCH“**ANY NAME**” AND REPLACE WITH CORRECT STATE.

ARTICLE I CORPORATION DEFINED:

* 1. Name. The name of the charitable not-for-profit corporation is **ANY NAME** Disability Examiners, Inc. (the “Chapter”).
	2. Purpose. The purpose of the Chapter is to develop the art and science of disability evaluation and to enhance public awareness about disability evaluation. The Chapter will operate exclusively for charitable, scientific, and educational purposes under Section 501(c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.

ARTICLE II MEMBERSHIP:

* 1. Membership Classifications. There shall be only one (1) class of Voting Members as specified in Article 2.2. Qualifications of non-voting membership classifications and the addition of non-voting membership classifications or removal of non-voting membership classifications shall be determined by the Board of Directors (the “Board”). For purposes of these Bylaws, Membership and or Members refer only to the voting Members of the Chapter provided for in Article 2.2 and not to any current or future nonvoting membership classifications.
	2. Qualifications. Each Member must be a Member of a Chapter to be eligible for voting rights.

2.3 Members. Members must be one of the following:

a) Employed by Disability Determination Services (hereinafter referred to as “DDS”),

b) Employed by Social Security Administration (hereinafter referred to as “SSA”),

c) Under contract as an internal medical consultant involved in the adjudication of Social Security determination, or

d) A retiree of any of the above categories.

2.4 Voting Rights. Each Member shall be entitled to one vote. A Member may give a written and signed proxy to another Member to vote on their behalf. A written and signed proxy must be provided to the Secretary prior to any vote. The Secretary may verify any proxy either before or after a vote. Any misuse of a proxy may result in removal of the Member misusing such proxy.

2.5 Membership Term. The Membership Term shall begin on July 1 and end on June 30. Membership is not transferrable or assignable unless determined otherwise by the NADE Board of Trustees.

2.6 Quorum. A quorum shall be the Members present but in no case less than ten (10) Members. A majority vote of a quorum shall determine all matters, including elections, brought before the Membership. However, the following actions must be approved by the Members by two-thirds (2/3) of the votes cast:

a) Amendment(s) to the Articles (Certificate) of Incorporation

b) Dissolution.

c) Merger.

d) Sale of assets other than in the regular course of activities.

2.7 Meetings. Meeting may be called by the Chair, any three (3) Board Members, or by a majority of the Members. The Chair shall preside over meetings of the Membership unless determined otherwise by a vote of the Members. The Annual Meeting shall take place at the National Conference as determined by NADE. (Annual Meeting is not required.)

2.8 Notice of Meetings. Notice of Annual Meetings shall be provided to the Members not less than sixty (60) days prior to an Annual Meeting. Any regular meeting of the Members will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Members. Members not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Members as least ten (10) days prior to the holding of the meeting.

For any special meeting, notice shall be sent to the Members not fewer than three (3) days prior to the holding of the meeting.

All business brought before the Members may be acted upon at any regular meeting or Annual Meeting. However, only business set forth in the agenda provided with the notice of the special meeting may be acted upon by the Members at a special meeting. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

2.9 Member Duties. Duties of the Members are as follows:

a) Maintain current dues and be a Member of a Chapter to be entitled to voting rights.

b) Elect the Officers and Directors of the Chapter.

c) Determine Membership Dues.

d) Vote on issues provided for in Section 2.6.

e) Abide by the Bylaws and Articles of Incorporation.

f) Abide by the policies establish by the Board.

g) Abide by the requirements of the Group Exemption as determined by NADE.

All other corporate powers necessary and incidental to taking action and conducting business of the Association shall be exercised by or under the authority of the Board.

2.10 Termination of Membership. Any Member may voluntarily terminate his/her Membership of the Chapter at any time by submitting a written notice of withdrawal to the Board. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of the total number of the Board Members at any meeting of the Board. However, the Membership may reinstate a Member by a two-thirds (2/3) majority vote of a quorum of the Members. Membership may be automatically terminated for failure to pay dues after thirty (30) days notice to the Member for failure to pay. Members shall not be entitled to vote during the thirty (30) day notice period for failure to pay unless such Member pays the dues prior to a vote.

2.11 Dues. Membership Dues shall be established by the Membership. At any time, the Membership may increase or decrease fees or dues associated with Membership rights.

2.12 Membership List. No Member or individual, with the exception of the Board of Director, shall use the membership list of the Chapter without prior approval of the Board.

2.13 Procedures. Membership meetings shall use a modified version of parliamentary procedure to foster open discussion. Upon a vote of the Members, conflicts in procedures shall be resolved in accordance with the current edition of Robert’s Rules of Order unless determined otherwise by the Chapter’s written policy or laws of **ANY NAME**.

ARTICLE III BOARD OF DIRECTORS:

* 1. Number. The Board of Directors (“the Board”) will consist of not fewer than three (3) and not more than fifteen (15) voting members. The Board may increase or decrease the number of Board Members, in accordance with the range specified above, and are entitled to vote thereon at any regular or special meeting of the Board.
	2. Duties. The Board of Directors shall have all powers and authority which may be granted to a Board of Directors of a corporation under the laws of **ANY NAME**. The duties of the Board Members include the following:

a) Exercise a duty of obedience to the Chapter’s central purpose in guiding all decisions;

b) Exercise due care and act in good faith in all dealings and interests with the Chapter;

c) Exercise a duty of loyalty to the Chapter by avoiding and/or managing conflicts of interest;

d) Acquire approval from NADE prior to any changes in corporate structure, these Bylaws or the Articles of Incorporation;

e) Provide a current list of Officers and Board Members to NADE with the minutes reflecting the election(s);

f) Maintain a record of contemporaneous minutes and records of all meetings of the Board, the Membership and, committees with Board delegated;

g) Approve the annual budget and oversee the financial administration of the Chapter;

h) Submit Form 990 and provide a copy to NADE;

i) Review and approve all contractual agreements or authorize an Officer to review, approve, and execute such agreements;

j) Perform such other duties as prescribed by the Board.

3.3 Composition. Only Members of the Chapter may serve as a Board Member. The Chapter shall strive to have Board Members with skill sets needed to manage a Chapter. Any individual under the age of eighteen (18) may not serve as a Board Member. An employee, if any, of the Chapter may not serve as a voting or non-voting Board Member. Only one member of any one family related by blood or marriage or only one member residing within a household may be a Board Member at any given point in time.

3.4 Nomination. The Board shall request nominations for Board Members from the Membership. Nominees must be contacted and accept such nomination prior to a vote.

3.5 Election. A majority of a quorum of the Membership shall determine elections. Elections shall be conducted, at a minimum, annually in the Fourth Quarter of the Fiscal Year to allow the newly elected Board Members to begin on the first day of the First Quarter of the following Fiscal Year. Each candidate receiving a majority of the votes cast shall become a Board Member. Elections may take place at any annually, regularly or specially called meeting of the Membership.

3.6 Term of Office and Term Limits. A Board Member shall serve a term for a period of three (3) years. The initial Board Members shall be assigned a one (1), two (2), or three (3) year term to allow for approximately one-third (1/3) of the Board Members to be up for election each year. Any Board Member may serve four (4) consecutive terms. Any individual, who has served three (3) consecutive terms or has resigned, may be eligible for re-election as a Board Member after a period of one (1) year. Upon resignation, removal or vacancy of a Board Member, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits. Service prior to the adoption of these Bylaws shall not be counted toward term limits.

3.7 Removal or Resignation. Due to quorum requirements, any Board Member who misses three (3) consecutive meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. The Board Member may request in writing to be reinstated by a majority vote of a quorum of the Board at the meeting following the resignation. A majority vote of the total number of Board Members may remove any Board Member at any time with or without cause at any regular or specially called meeting. Any Board Member whose Membership is terminated shall immediately cease to be a Board Member. Any Board Member may resign at any time by giving written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Board Member may resign if the Chapter would then be left without a duly elected Board Member in charge of its affairs, except upon notice to NADE which shall then appoint a Board Member to manage the affairs of the Chapter until further action can be taken.

3.8 Vacancies or Newly Created Directorships. The Board shall request nominations from the Membership for candidates for vacancies resulting from term limits, resignation, removal or newly created Directorships. A majority vote of a quorum of the Board Members may elect Board Members for such vacancies or newly created Directorships at any regularly or specially called meeting of the Board or until a meeting of the Membership can take place at the discretion of the Membership.

If, due to such vacancies, the number of Board Members is fewer than three (3) as stated in Article 3.1, a majority vote of the total number of Board Members may elect Board Members to fill such vacancies. Those elected by the Board shall assume their positions until the next meeting of the Membership.

3.9 Compensation. Board Members shall serve without compensation. Board Members may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board.

ARTICLE IV MEETINGS OF THE BOARD:

4.1 Meetings. There shall be a minimum of four (4) meetings per year. Regular meetings of the Board may be held at such times as shall be determined by the Board. Meetings of the Board shall be held at any place within the state of **ANY NAME** which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Chapter.

Special meetings of the Board for any purpose(s) may be called at any time by the Chair of the Board or by a majority of the Board Members. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice given to each Board Member of the meeting. Special meetings of the Board may be held either at a place so designated within the state of **ANY NAME** or at the Principal Office.

4.2 Voting. Each Board Member shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Board Members, except when the law or these Bylaws require otherwise.

4.3 Quorum. A majority (over 50%) of the total number of Board Members shall constitute a quorum. A majority vote of a quorum shall be deemed the action of the Board unless specified otherwise in these Bylaws. Board Members present by electronic transmission where such Board Member can hear and be heard shall be counted for purposes of determining a quorum. Board Members with a conflict of interest may be counted for purposes of determining a quorum but may not participate in voting on such conflict of interest. In the absence of a quorum, a majority of the Board Members present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Article 4.4.

4.4 Notice of Meetings. Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Board Members. Board Members not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Board Members as least ten (10) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Board Members not fewer than twenty-four (24) hours prior to the holding of the meeting. Board Members shall receive notice via electronic transmission and shall provide, in writing, an electronic address. Board Members must request, in writing, to receive notice by US Mail and shall provide an address for such purpose. Notice via electronic transmission or US Mail shall be valid notices thereof.

All business brought before the Board may be acted upon at any regular meeting or Annual Meeting. However, only business set forth in the agenda provided with the notice of the special meeting may be acted upon by the Board at a special meeting. If a Board Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

4.5 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a two-thirds majority (2/3) of the total number of Board Members sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

4.6 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of Robert’s Rules of Order as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

4.7 Physical Meetings. At any meeting of the Board, the Board Members may vote by voice on all matters either in person or via electronic transmission, where the Board Member can hear and be heard. The Chapter shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Board Member.

4.8 Electronic Meetings. In unusual circumstances or in matters of urgency, meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the Chair or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:

a) All Board Members must have access to a ballot;

b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;

c) A majority of the total number of Board Members must vote thereby ensuring a quorum of the Board has voted;

d) The ballot must be received within the voting period established on the ballot which shall not be fewer than twenty-four (24) hours and not more than three (3) days;

e) Receipt of a ballot shall be acknowledged by an Officer, or designee;

f) A ballot must be submitted by a Board Member;

g) All ballots shall be made public to the Board; and,

h) All ballots shall be maintained for a period of one (1) year and all ballot results shall be recorded in the minutes of the following meeting of the Board and maintained with the corporate records.

The Chapter shall implement reasonable measures to verify that each ballot cast was from a Board Member. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine the employment of any employee, if any.

ARTICLE V COMMITTEES OF THE BOARD:

5.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary. The Chair shall have the power to appoint a Chairperson of any committee or to delegate such appointive powers to any other appropriate Board Member, unless determined otherwise by the Board. Each committee shall have a minimum of two (2) members. Committee Chairpersons shall be members of the Board. Non-Board members may serve as Committee members at the approval of the Committee Chairperson and Chair.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall notice meetings in accordance with Article 4.4, shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board.

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Board Member must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

5.2 Notice of Committee Meetings. Committees Chairpersons shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission.

ARTICLE VI OFFICERS:

6.1 Officers. The Officers of the Board must be Board Members of the Chapter. Board Officers shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary. If the Board consists of three (3) Board Members, the Offices of Treasurer and Secretary may be combined.

6.2 Term of Office. An Officer shall serve for a two (2) year term or until the next succeeding election of Officers. The same Board Member may not hold an Office for more than two (2) consecutive terms. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term.

6.3 Election. Officers shall be elected from the members of the Board. The Officers, except for those duties delegated pursuant to Article 6.10, shall be elected by the Membership in the manner set forth in Articles 3.4 and 3.5. Each Officer shall hold his/her Office until he/she shall resign, be removed, disqualified to serve, or until his/her successor shall be elected.

6.4 Chair. The Chair shall have the following duties:

a) Act as the principal Officer of the Chapter, subject to the control of the Board.

b) Set meeting agendas.

c) Preside at meetings of the Board and Membership unless determined otherwise by the Board or Membership.

d) Sign the minutes of the meetings over which he/she presided.

e) Report to the Board concerning the operations of the Chapter on an ongoing basis.

f) Report to NADE information required by the Internal Revenue Service as needed to be part of the Group Exemption and other information as needed by NADE for the NADE to perform its duty of general supervision over the Chapter.

g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.5 Vice-Chair. The Vice-Chair shall have the following duties:

a) In the absence or disability of the Chair, perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chair.

b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.6 Secretary. The Secretary, or designee, shall have the following oversight responsibilities:

a) Give notice of all meetings of the Board and the Membership as required by these Bylaws, NADE or by law.

b) Keep a record of minutes of all meetings of the Board and Membership with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission.

c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board.

d) Exhibit at all reasonable times, upon the request of a Board Member or Member, these Bylaws, and the minutes of the proceedings of the Board.

e) Keep, or cause to be kept, a record of the names of Board Members and Officers with the addresses at which such individuals/entities are to receive notice and provide such information to NADE.

f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.7 Treasurer. The Treasurer, or designee, shall have the following oversight responsibilities:

a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Chapter.

b) Ensure the books of account are open to inspection by any Board Member or Member at all reasonable times.

c) Ensure a financial statement is provided to the Board at its last meeting of the Fiscal Year and annually to the Membership.

d) Provide a report of the Chapter's financial affairs to NADE as requested by NADE.

e) Ensure appropriate oversight and implementation of the financial policies and procedures.

g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.8 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Board Members, at any regular or special meeting.

Any Officer may resign at any time by giving verbal, written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Verbal resignations must be confirmed by an Officer other than the Officer accepting the verbal resignation. Such confirmed resignation shall then be recorded in the minutes of the meeting immediately following the resignation.

6.9 Vacancies. A vacancy in the Office of the Chair shall be filled by the Vice-Chair. In the event of a vacancy in any Office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair. A vacancy in any Office shall be filled by an election of a majority vote of a quorum of the Board.

6.10 Delegation of Duties. In case of the absence or disability of any Officer of the Chapter or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer or to any Board Member with such power of delegation valid for one year from the date of the vote authorizing such delegation. Each Board Member shall have only one vote even if filling more than one office.

ARTICLE VIII AMENDMENTS AND CONSTRUCTION:

7.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of Members at any regular or special meeting of the Members if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of Members. Amendments shall not become effective until after approval by NADE.

7.2 Reports. Due to IRS requirements, the Chapter will provide an annual report to NADE which includes past or planned changes in activities which are not within the scope of the Chapter’s purpose as set forth in Section 1.2; change in name; change in location; any legal or threatened legal action; and, any variation from these Bylaws or Articles of Incorporation. In addition, each Chapter will provide a general financial report including the nature of expenditures and sources and amounts of receipts; and, minutes from any meeting showing the election or removal of a Board Member. NADE may request additional information as needed.

7.3 Dissolution. In the event of the dissolution of the Chapter, after paying or adequately providing for the debts and obligations of the Chapter, all assets shall be distributed to the National Association of Disability Examiners as determined by the National Association of Disability Examiners Board of Trustees with all remaining assets being distributed by the Charter or one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7.4 Construction and Terms. These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow additional or more stringent requirements to be placed on the Board Members, Officers, Advisory Committee, and/or committee members.

Should there be any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Chapter, the provision of the Articles of Incorporation shall govern.

THESE BYLAWS OF **ANY NAME** DISABILITY EXAMINERS, INC. ARE ADOPTED

this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 201\_\_ by the Board of Directors:

\_\_\_\_\_\_\_\_\_\_\_\_\_, Chair \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary

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