

**Uniform Chapter Bylaws
National Lipid Association**

Midwest Lipid Association
Northeast Lipid Association
Pacific Lipid Association
Southeast Lipid Association
Southwest Lipid Association

Effective May 18, 2019

Preamble. These Bylaws serve to organize the governance of the Chapters of the National Lipid Association ("NLA"). The bylaws of the NLA and actions of the NLA Board of Directors shall supersede and take precedence over any matters pertaining to these Bylaws that are found to be contradictory.

Section 1: Definitions

1.1 Definitions. As used in these Bylaws, the expression "Chapter" shall mean one of the regional chapters of the National Lipid Association and these Bylaws will apply uniformly to all chapters. The term "NLA" shall mean "National Lipid Association."

1.2 Designation of Chapter: The Chapter is a subsidiary and granted Chapter status by the NLA.

Section 2: Membership

2.1 Assignment to Chapter: All NLA members residing in the geographical confines of the Chapter shall automatically be deemed as being Chapter members.

Section 3: Chapter Business Meetings

3.1 Business Meeting. A Business Meeting of the members of the Chapter shall be held in conjunction with the NLA annual business meeting of the NLA membership. Business items may be brought by the membership but must be presented to the business office at a minimum of sixty (60) days in advance. If for any reason a Business Meeting is not held, the Secretary shall conduct a mail ballot election of all pending business before the Chapter.

3.2 Quorum. At least two Chapter Officers and the present active members of the Chapter shall constitute a quorum at the Business Meeting prior to conduct of Chapter business.

Section 4: Board of Directors

4.1 Duties.

- a) The Board of Directors shall administer the affairs of the Chapter during intervals between Business Meetings, subject to the general policies established by the NLA Board of Directors.
- b) The most recent policy actions shall be deemed to supersede contradictory past actions. In the absence of a specifically applicable current statement of policy, the Board of Directors

shall determine what it considers being the position of the Chapter based upon the tenor of past and current actions that may be related in subject matter. Such determinations shall be considered to be the Chapter policy until modified, approved or rescinded at the next business or special meeting of the Chapter. In all cases NLA policy shall supersede or prevail in any conflicting circumstance.

4.2 Board Meetings.

- a) Regular meetings of the Board of Directors shall be held at such time and place as the Board shall determine. Notice of each regular meeting shall be given at least ten (10) days before each such meeting.
- b) Special meetings of the Board of Directors may be called at any time by the President or at the request of seven (7) members of the Board. Notice shall be given at least seven (7) days before each such meeting. The notice shall specify the general purpose of the business to be transacted at the meeting, but other business may also be transacted. One-third of the members of the Board of Directors shall constitute a quorum.

4.3 Board Actions. The Board is responsible for reporting major actions taken by the Board to the membership, either through its website or other appropriate communication tools.

4.4 Officers & Board Members. The Board of Directors shall be comprised of the officers, who shall include a President, President-Elect, Immediate Past President, Treasurer and Secretary and up to twelve (12) at-large members. The Officers shall be considered members of the Executive Committee. Board members shall serve for terms of up to three (3) years. No director shall serve more than two (2) full terms or more than eight (8) years in sequence, if first elected or appointed to complete an unexpired term. If elected as an officer, the Board member shall retain the right to serve two full terms in addition to his/her time served as an officer and if so nominated.

4.5 Election.

- a) Following the Nominating Committee's slate, nominations may also be made from the floor of the Annual Meeting provided that a petition, signed by at least ten (10) active members in support of each nominee, has been received by the Board of Directors at least thirty (30) days prior to the Business Meeting.
- b) Officers and directors are elected by a majority vote of the members present at the Business Meeting.
- c) All officers and directors shall immediately assume their respective offices and the President-Elect shall automatically succeed to President at the end of the Business Meeting.
- d) Self-nomination is acceptable for chapter board of director positions.

4.6 Vacancies.

- a) If the President becomes unable to perform the duties of the office, the President-Elect shall serve as President until either the President can resume such duties or until the next Business Meeting.
- b) If any other office becomes vacant, the remaining Officers shall assume the duties of those positions required by law. Alternatively, the Chapter Board of Directors may, but is not required to, appoint a member of the Chapter to serve in the vacant role until the next Business Meeting.

4.7 President. The President shall preside at all meetings of the Board of Directors and at all meetings of the members and shall see that all orders and resolutions of the members and the Board of Directors are carried into effect.

4.8 President-Elect. The President-Elect shall, in the absence or disability of the President, perform the duties of the President and shall also perform such duties as the Board of Directors may prescribe.

4.9 Immediate Past President. The Immediate Past President shall perform such duties as the President or Board of Directors may prescribe.

4.10 Treasurer. The Treasurer shall: (1) Oversee the collection and retention of all funds due or accepted by the Chapter; (2) Expend the funds under the direction of the Board of Directors; (3) Serve on the NLA Finance Committee; (4) Otherwise perform the duties expected of the Treasurer.

4.11 Secretary. The Secretary shall: (1) Notify all members in advance of all Chapter member business meetings; (2) Keep an official record of proceedings of all Business Meetings and meetings of the Board of Directors and; (3) Otherwise perform the duties expected of the Secretary.

4.12 Removal. With the exception of resignation or end of term, an officer can only be removed from the designated appointment with the consent of 2/3-majority the Board of Directors.

4.13 Administration. The NLA Board of Directors shall direct staff to provide administrative services and office space.

Section 5: Committees

5.1 Chapter Committee, Task Forces, and Activities. The chapters may have committees, task forces, and activities so long as such committee, task forces, and activities do not interfere with or oppose the NLA agenda.

Section 6: Chapter Affiliation

6.1 Establishment. The Chapter is a recognized subsidiary of the NLA and shall defer national issues of policy to the NLA.

6.2 Representation at NLA. Representation of the Chapter to the NLA Board is at the sole discretion of the NLA. The actions of the Chapter Board of Directors and its members do not bind the NLA or other NLA Chapters to any obligation that they do not voluntarily assume.

6.3 Chapter Compliance. The Chapter, as a subsidiary of the NLA, shall comply with all requirements established by the NLA Bylaws and Board of Directors for recognition. Only one Chapter per geographic region shall be accepted by the NLA. The regions shall be defined by the NLA Board of Directors. Notwithstanding additional requirements to be determined by the Board of Directors, the Chapter affirms compliance with the following minimum criteria: The Chapter will:

- Maintain these Bylaws consistent with the NLA bylaws.
- Provide for an active elected Board of Directors.

- Hold a Business Meeting and to the greatest extent possible, agree to host or co-sponsor NLA education programs and initiatives, including, as appropriate or feasible, the hosting of the NLA Annual Meeting.

6.4 Indemnification. The Chapter will abide by local, state and national regulations and laws as they pertain. The NLA shall indemnify the Chapter Officers, Board, Staff, and Committees to the extent that the activities are conducted under official business of the NLA or the Chapter.

Section 7: Financial Policies

7.1 Financial Policies.

- a) The fiscal year of the Chapter shall be from January 1 to December 31, inclusive.
- b) No member of the Chapter shall have any right, title or interests, legal or equitable, in or to the properties or assets of this Chapter or the NLA.
- c) The NLA shall maintain all records for the purposes of the Chapter.

Section 8: Amendments

8.1 Amendments. These Bylaws may be amended or repealed or new bylaws adopted by the Chapter Board of Directors. No Bylaws shall be amended, repealed, nor any new Bylaws adopted, unless appropriate notice of such proposed action is given to each member at least sixty (60) days prior to being in effect. The Board of Directors will make proposals for changes in bylaws. Alternatively, recommendations from the membership pertaining to changes in the bylaws can be made at any Business Meeting with a requirement that at least twenty (20) members of the Chapter make such recommendation at least forty-five (45) days in advance of the Business Meeting. All proposed bylaws changes shall be approved by the NLA Board prior to submission to the membership of the Chapter.

Section 9: Dissolution

9.1 Dissolution. Under dissolution of the Chapter, all considerations and transactions pertaining to the Chapter and its activities revert to the NLA.

Section 10: Parliamentary Procedure

10.1 Parliamentary Procedure. Parliamentary procedure not provided for by these Bylaws shall be according to the latest edition of the Robert's Rules of Order.