



## **ROYAL NEIGHBORS OF AMERICA STANDARD CHAPTER BYLAWS**

For Adoption by Local Chapters: Bylaws in substantially the following form must be adopted by all chartered Chapters for their self-government. If a Chapter fails to adopt any Bylaws within 60 days of their official charter date, the following Standard Chapter Bylaws will be automatically adopted and govern. Any modifications to the following template must be submitted to, examined, and approved by the Royal Neighbors of America Home Office before the same may become operative.

### **Article I – Name and Affiliation**

#### **Section 1. Name.**

The name of this Chapter is **Royal Neighbors of America Chapter No. \_\_\_\_\_, [Chapter Name]** (“Chapter”), as stated in its charter issued by Royal Neighbors of America (the “Society”).

#### **Section 2. Affiliation and Subordination.**

This Chapter is a regularly chartered subordinate body of Royal Neighbors of America (“the Society”). This Chapter is subject at all times to the Articles of Incorporation, Bylaws, and Rules, Regulations, and Policies for Chapters of the Society, as adopted and amended by the Society’s Board of Directors (the “Society Bylaws” and “Chapter Rules”). In any conflict between these Bylaws and those of the Society, the Society Bylaws and Chapter Rules control.

### **Article II – Purpose and Principles**

#### **Section 1. Purpose.**

Without limiting the generality of the foregoing, the purposes of the Society are as follows:

1. To support and promote the association of women and their families through membership in the Society and in local member units of the Society.
2. To provide meaningful opportunities for friendship, self-help, and community service.
3. To foster self-actualization for women and those they love through fraternal and charitable activities in local member units and to provide financial security through insurance, annuity and other products and fraternal benefits provided by the Society.

4. To operate for any other social, intellectual, educational, charitable, benevolent, moral, fraternal, patriotic or religious purposes for the benefit of its members and others which may be approved by the Board of Directors.
5. To engage in any other lawful act or activity for which it is authorized as a fraternal benefit society organized under 215 ILCS 5/282.1 et. seq., as now in force or as such laws may hereafter be amended and changed, or the laws of any other jurisdiction in which it is authorized to act.

## **Section 2. Use of Property and Funds.**

All property and funds of the Chapter shall be used exclusively to further the purposes listed above. No part of the Chapter's property or funds shall inure to the benefit of any individual member. Chapter funds or property shall never be divided among members.

## **Article III – Membership**

### **Section 1. Eligibility.**

The Chapter may admit to membership any person who is eligible for general or beneficial membership under the Society Bylaws and who meets any additional membership requirements established by the Society.

### **Section 2. Membership Status.**

Membership in this Chapter terminates when:

1. The member ceases to be a member of the Society;
2. The member transfers to another Chapter;
3. The member fails to comply with membership requirements; or
4. The Chapter is dissolved.

### **Section 3. Youth Members.**

Youth members may be admitted to Chapter meetings but shall not participate in or vote on the management or business of the Chapter or the Society.

## **Article IV – Governance and Authority**

### **Section 1. Charter.**

The Chapter operates under a charter issued by the Society. All charters and supplies are held in trust by the Chapter. Chapter supplies must be returned to the Society if the charter is annulled, revoked, or forfeited.

### **Section 2. Chapter Bylaws.**

Immediately after organization, the Chapter shall adopt bylaws consistent with the Society Bylaws and Chapter Rules. These bylaws must:

1. Include the Chapter's name (including the name of the Society as part of the Chapter's name);
2. Provide for regular meetings; and
3. Provide such additional provisions as are necessary to properly govern the Chapter.

If no Chapter-specific bylaws are adopted within 60 days after the charter is issued, these Standard Chapter Bylaws shall automatically become effective for the Chapter.

### **Section 3. Oversight by the Society.**

As provided in the Chapter Rules, the Secretary of the Society, or anyone so authorized by the Secretary of the Society, may examine, audit, or take custody of the Chapter's books, records, funds, and property, and may remove Chapter officers for cause, in accordance with the Society Bylaws and Chapter Rules.

## **Article V – Leadership Team**

### **Section 1. Composition.**

The Chapter shall be managed by a **Leadership Team** consisting of:

1. President;
2. Secretary/Treasurer; and
3. Event Planner.

The Chapter may appoint additional committee chairs or volunteers as needed but must have at least these three roles.

### **Section 2. Qualifications.**

Any officer must be an adult member of the Chapter in good standing and eligible for general or beneficial membership under the Society Bylaws.

### **Section 3. Terms of Office.**

- a. The President and Secretary/Treasurer shall be elected for a term of one (1) year, commencing on the first day of the month following the election and continuing until their successors are elected.
- b. The Event Planner shall be appointed by the President for a term of one (1) year, ending when a successor is appointed.

At the conclusion of each term, each officer shall promptly deliver to their successor all Chapter money, records, books, and property and shall obtain a receipt.

## **Article VI – Election, Appointment, Vacancies, and Removal**

### **Section 1. Election of President and Secretary/Treasurer.**

- a. The President and Secretary/Treasurer shall be nominated and elected at a regular business meeting of the Chapter on an annual basis.
- b. Nominations and elections may be conducted by verbal, written, or electronic ballot.
- c. All beneficial and general members of the Chapter in good standing are entitled to vote.
- d. If three or more candidates stand for an office, the candidate with the lowest number of votes shall be dropped at the conclusion of each ballot until one candidate receives a majority of the votes cast.
- e. In the event of a tie on the final ballot, another ballot shall be taken. If still tied, the election shall be determined by lot under a plan approved by the Chapter.
- f. If there is only one candidate for an office, the Chapter may dispense with balloting and elect that person by unanimous ballot.
- g. The President shall act as judge of the election except in circumstances where the President is a candidate for an officer role. When the President is a candidate, or when a conflict of interest arises, the Chapter shall, before nominations open, elect by majority vote a neutral Election Judge from the members present.

### **Section 2. Appointment of Event Planner.**

Following the election, and before the next regular meeting, the President shall appoint an Event Planner.

### **Section 3. Reporting of Officers.**

The President, Secretary/Treasurer, and Event Planner must be reported to the Society no later than March 1 of each calendar year, in the manner prescribed by the Society.

### **Section 4. Installation.**

Elective and appointive officers may be installed at any regular or special meeting after their term begins, but an installation ceremony is not required. Any Society officer or member may be chosen by majority vote of the Chapter to act as Installing Officer. Officers unable to be present may be installed by proxy or at the next meeting.

### **Section 5. Vacancies.**

- a. Temporary Absence — In case of temporary absence of a Leadership Team member, the President may appoint a member to perform the duties of that office during the absence.
- b. Permanent Vacancy – President or Secretary/Treasurer. If the position of President or Secretary/Treasurer is vacated or an officer is removed, the Chapter shall hold an

election at the next regular meeting (or a special meeting called for that purpose) to fill the unexpired term.

- c. Permanent Vacancy – Event Planner. If the Event Planner position is vacated or the Event Planner is removed, the President shall appoint another member to serve for the unexpired term.
- d. A Chapter Leader resignation may be accepted by the Leadership Team, and the office declared vacant.

#### **Section 6. Removal by the Chapter.**

Any Leadership Team member may be removed for cause by a three-fourths (3/4) vote of the members present at a regular or special meeting, provided that written notice of the proposed action has been given to every member in the same manner as notice of a special meeting.

If Chapter funds are lost through default, dishonesty, or misuse by any Leadership Team member, that person is automatically removed from office and is eligible to hold a Chapter or Society position only upon written approval of the Secretary of the Society.

#### **Section 7. Removal by the Society.**

As provided in the Chapter Rules, the Secretary of the Society may remove any Chapter officer who fails to keep proper records, fails to account for funds, or otherwise fails to perform official duties.

### **Article VII – Duties of Officers**

#### **Section 1. President.**

The President shall:

- 1. Preside at all Chapter meetings;
- 2. Preserve order and ensure that meetings are conducted fairly and efficiently;
- 3. Appoint the Event Planner and any committees needed to conduct Chapter business;
- 4. Enforce the laws and regulations of the Chapter and the Society;
- 5. Ensure required reports are prepared and submitted to the Society on time;
- 6. Sign documents requiring the signature of the presiding officer;
- 7. Inspect and announce the result of all balloting or voting; and
- 8. Perform such other duties as may be prescribed by these bylaws or the Society.

#### **Section 2. Secretary/Treasurer.**

The Secretary/Treasurer shall:

- 1. Serve as the corresponding and accounting officer of the Chapter;
- 2. Keep accurate minutes of all regular and special meetings;
- 3. Preserve all Chapter records and accounts;

4. Maintain a current list of member names and addresses and notify the Society's Philanthropy Department of changes – membership lists can be requested from the Home Office;
5. Receive all funds and dues, issue receipts, and retain receipt stubs;
6. Deposit all Chapter funds in the name of the Chapter at the bank designated by the Society;
7. Pay all orders authorized by the Chapter in accordance with these bylaws;
8. Produce records and account for all Chapter funds whenever required by the Chapter or the Society;
9. Prepare and file the Chapter's financial statement with the Society's Philanthropy Department by **March 1** each year; and
10. Perform other duties as may be prescribed by these bylaws or the Society.

The Secretary/Treasurer is the agent of the Chapter and not an agent of the Society. No act or omission of the Secretary/Treasurer shall create liability for the Society or waive any right or immunity belonging to it.

### **Section 3. Event Planner.**

The Event Planner shall:

1. Assist the President in organizing regular meetings and activities;
2. Prepare an annual agenda of Chapter meetings and activities;
3. Coordinate events and activities of the Chapter;
4. Prepare any documentation or reports related to Chapter events and activities; and
5. Perform any other duties prescribed by these bylaws or the Society.

### **Section 4. Signatures on Orders and Documents.**

The President and/or Secretary/Treasurer shall sign all orders and official documents requiring signature(s), as prescribed by the Society and Chapter procedures.

## **Article VIII – Meetings**

### **Section 1. Regular Meetings.**

The Chapter shall hold at least one (1) regular meeting or member activity each month. A member activity is defined as two or more members participating. If necessary, the Chapter can hold Electronic Meetings (defined below) to fulfil this obligation.

### **Section 2. Quorum.**

Five (5) members shall constitute a quorum for the transaction of business at any Chapter meeting.

### **Section 3. Special Meetings.**

- a. Special meetings shall be called by the President when deemed necessary or expedient, or upon request of five (5) or more members.
- b. The call for a special meeting must fully state its purpose, and no other business may be transacted.
- c. Written notice of a special meeting shall be sent by electronic means or other reasonable method in time to reach each member and enable them to attend at the time set.
- d. Special meetings shall be confined to the business stated in the notice.

### **Section 4. Electronic Meetings.**

To the extent permitted by the Society Bylaws and applicable law, meetings may be conducted in person or by means of communication that allows all participants to hear or otherwise communicate with each other simultaneously during the meeting.

## **Article IX – Reports and Records**

### **Section 1. Annual Reports to the Chapter.**

Prior to March 1, the President and Secretary/Treasurer shall make accurate reports to the Chapter of the financial and other transactions of their respective offices for the preceding calendar year. These reports shall be recorded in the Chapter minutes.

### **Section 2. Reports to the Society.**

The President and Secretary/Treasurer shall make such additional reports as may be required by the Chapter bylaws, the Society, the President of the Society, or the Secretary of the Society.

### **Section 3. Records Retention.**

All records shall be maintained in accordance with Society guidelines. No records or accounts shall be destroyed without written permission from the Secretary of the Society.

## **Article X – Finances and Dues**

### **Section 1. Funds and Property.**

- a. Chapter funds and property shall be used to support charitable community service and promote fraternal relations among members.
- b. No real property of the Chapter shall be sold unless authorized by a two-thirds (2/3) vote of members present at a regular or special meeting, and only after notice of the proposed action has been given to every member in the same manner as for notice of a special meeting.

## **Section 2. Financial Statement.**

The books, records, and accounts of the Chapter shall be furnished annually to the Society's Philanthropy Department by March 1, as required by the Chapter Rules.

## **Article XI – Transfers of Membership**

Any member may transfer membership from one Chapter to another by making application for transfer and complying with the rules and regulations prescribed by the Society for such transfer.

## **Article XII – Inactive Chapters, Consolidation, and Dissolution**

### **Section 1. Inactive Chapters.**

An inactive Chapter is one that, as determined by the Secretary of the Society, or anyone so authorized by the Secretary of the Society, has failed to:

1. Hold regular meetings;
2. Elect or appoint a Leadership Team;
3. Make required reports;
4. Or has not received approval from the Society to exist with less than 10 members.

All funds of an inactive Chapter shall revert to the Society and be credited to the Fraternal Fund and used to provide benevolent, charitable, educational, or fraternal benefits for members through the Society or its affiliates. If the Chapter becomes active again, upon authorization of the Secretary of the Society, an amount not exceeding two hundred dollars (\$200) may be paid from the Fraternal Fund to the Chapter.

### **Section 2. Consolidation.**

Two or more Chapters may consolidate if:

1. At a regular meeting of each Chapter, two-thirds (2/3) of members present vote in favor; and
2. Notice of the proposed consolidation has been given to each member at least forty-eight (48) hours prior, in the same manner as notice of a special meeting.

The resolutions and charters of dissolving Chapters shall be forwarded to the Secretary of the Society. The consolidation becomes effective subject to the authority of the President of the Society, who may dissolve, consolidate, or deny consolidation for cause. All property and funds of the dissolved Chapter(s) become the property of the consolidated Chapter, which assumes any debts of the dissolved Chapter(s).



### **Section 3. Dissolution.**

When a Chapter is dissolved or its charter revoked and not consolidated:

1. All property and funds of the Chapter revert to and become the property of the Society.
2. Officers shall promptly deliver all property and funds to the Secretary of the Society and provide proof that the chapter bank account has been closed.
3. The Society shall first apply such property and funds to pay any indebtedness of the Chapter to the Society.
4. Any remaining property shall be credited to the Fraternal Fund.

### **Section 4. Offenses.**

Any offenses or violations by a Chapter under the Society's rules, regulations, policies, or principles shall be referred to the President of the Society, who shall determine whether any change should be made to the status of the Chapter's charter.

## **Article XIII – Fiscal Year and Conflicts of Interest**

### **Section 1. Fiscal Year.**

The fiscal year of the Chapter shall begin on January 1 and end on December 31.

### **Section 2. Conflicts of Interest.**

All Chapter officers shall comply with any applicable conflict-of-interest policies adopted by the Society, including any required disclosures or reporting.

## **Article XIV – Amendments**

### **Section 1. Amendment by the Chapter.**

These bylaws may be amended by a two-thirds (2/3) vote of the members present at any regular meeting or special meeting called for that purpose, provided that:

1. The proposed amendment has been submitted in writing and read at a previous regular or special meeting called for that purpose; and
2. All required notices have been provided to members.

### **Section 2. Approval by the Society.**

No amendment adopted by the Chapter is effective until it is filed with and approved by the President of the Society, as required by the Chapter Rules.

### **Section 3. Amendment by the Society.**

These Standard Chapter Bylaws may be amended at any time by the Society's Board of Directors. Any such amendments shall automatically apply to Chapters to the extent required by the Society Bylaws and Chapter Rules.