

Bylaws for the
HAWAII SHORE AND BEACH PRESEVERATION ASSOCIATION

ORGANIZATION

The name of this chapter shall be the Hawaii Shore and Beach Preservation Association, which is a state chapter (hereafter referred to as CHAPTER) of the American Shore and Beach Preservation Association (hereafter referred to as ASSOCIATION), which is a tax-exempt nonprofit organization organized under Section 501(c)(3) of the U.S. Internal Revenue Code established under the laws of New Jersey. These bylaws have been adopted in accordance with the applicable provisions of the ASSOCIATION's Articles of Incorporation. The CHAPTER shall be bound by the bylaws and policies of the ASSOCIATION. All titles, groups, memberships, and meetings called out in this document are in reference to the CHAPTER, unless specifically identified as relating to the ASSOCIATION.

The Hawaii Shore & Beach Preservation Association (HSBPA) is an organization of private sector, academic, government professionals, students, and local community members dedicated to the preservation and restoration of Hawaii's beaches and coastal environments

PURPOSE AND INTENT

The purposes for which the CHAPTER is formed is to bring together for cooperation and mutual helpfulness members of academia, government professionals, students, private organizations, various interest groups, and local community members concerned with the welfare of Hawaii's beaches and coastal environments.

CHAPTER objectives shall include the following:

- Foster dialogue and cooperation on coastal management issues in Hawaii, including but not limited to: beach preservation and restoration, coastal environment protection, coastal erosion and shoreline protection, sediment management, shoreline access, value and economics of beach and coastal resources, and coastal hazards inclusive of climate change, sea-level rise, hurricanes, and tsunamis.
- Support the professional development of CHAPTER members and the education of students and community members through meetings, newsletters, publications, workshops, and regional conferences.
- Engage the community and relevant organizations to identify partnerships, projects, and research needs relating to coastal and beach preservation in Hawaii.
- Review and comment on laws, regulations, programs, projects, and funding pertaining to Hawaii's beaches and coastal environments.

BYLAWS

ARTICLE ONE MEMBERSHIP

SECTION 1. Admission of Members.

Any member, in good standing, of the ASSOCIATION, may request to become a member of the CHAPTER. Admission of all applicants for active membership in the CHAPTER shall be by a majority vote of the present and voting directors at the following meeting of the Board of Directors. Active members of the CHAPTER who are also members of the ASSOCIATION, will have voting rights for the duration of their membership.

SECTION 2. Non-Voting Membership.

The Board may make available non-voting membership status, including but not limited to Honorary, Lifetime, and Associate members, to any individual or entity.

SECTION 3. Participation on Committees.

Unless otherwise provided herein, upon appointment by the President with the advice of the Executive Committee or Board of Directors, any member of the ASSOCIATION in good standing may participate as a member of a Committee.

SECTION 4. Removal.

Members may be removed from membership by the Board of Directors for cause by two-thirds vote, or for nonpayment of membership dues. For any cause other than nonpayment of dues, such as ethical conflicts or blatant disregard for the CHAPTER's by-laws, or other reasons deemed detrimental to the CHAPTER by the Board of Directors, removal shall occur only after the member in question has been advised of the complaint lodged against him/her and has been given reasonable opportunity for rebuttal. Such member, if removed, may appeal the decision at the Annual Meeting of the ASSOCIATION, provided that notice of intent to appeal is given in writing to the President at least ten (10) days in advance of such meeting.

SECTION 5. Resignation.

A member may resign by written resignation to the Executive Director of the ASSOCIATION or President of the CHAPTER. Resignation shall not relieve the resigning member of the obligation to pay any dues owed or other accrued and unpaid charges.

ARTICLE TWO DUES

SECTION 1. Establishment of Dues

Dues for CHAPTER membership shall be determined by the CHAPTER Board of Directors. Annual dues will also include membership fees for the ASSOCIATION.

SECTION 2. Delinquency and Cancellation

Any Members of the CHAPTER who are delinquent in the payment of dues for a period of sixty (60) days from the time such dues become due shall be notified of such delinquency by the Treasurer of the CHAPTER. If payment of dues is not made within the succeeding thirty (30) days, the delinquent Member shall be subject to removal from CHAPTER membership until payment of dues is received and thereupon forfeit all rights and privileges of membership, unless such action is waived by the affirmative action of the Board of Directors.

ARTICLE THREE COMMUNICATION

SECTION 1. Notices

Any notice required within these bylaws may be provided by mail, telephone, e-mail, or facsimile. CHAPTER Members shall identify their contact information and preferred form of communication for notices in their application.

SECTION 2. Voting

Items brought before the general membership for voting may be conducted by mail, e-mail, on-line meeting, internet based polling, conference call, or facsimile and shall be completed within a one week period unless specified otherwise by the Board of Directors. The Board of Directors shall identify and approve voting methods before votes are cast.

ARTICLE FOUR MEETING OF MEMBERS

SECTION 1. Annual Meeting

The CHAPTER shall hold an Annual Meeting of the Members, to be held at such time and place as determined by the CHAPTER Board of Directors. Each CHAPTER Member in good standing shall be given notice of each Annual Meeting not less than thirty (30) calendar days before the meeting that shall specify the place, the day and the hours of such meeting, and shall state the general matter of the business. If applicable, proxy forms will be sent with the notice and will allow either the CHAPTER Secretary or another CHAPTER Member in good standing to be designated as proxy.

SECTION 2. Special Meeting

Special Meetings may be called by the CHAPTER President or, if he/she is absent or unable or refuses to act, by the CHAPTER Vice President or at the written request of not less than half the CHAPTER's Directors or written request of not less than one-fourth of the CHAPTER Members. Notice of each Special Meeting shall state the purpose for the meeting, and such notice shall be given in the same manner as that required for the Annual Meeting, except the required notice shall not be less than fourteen (14) calendar days. In addition, a proxy sent with the Special Meeting notice will allow either the Secretary of the CHAPTER or a CHAPTER Member in good standing to vote on behalf of an absent CHAPTER Member.

SECTION 3. Voting Rights

At all meetings of the CHAPTER, each active Member shall be entitled to one (1) vote. In addition, a proxy sent with the Annual Meeting notice will allow either the Secretary of the CHAPTER or a CHAPTER Member in good standing to vote on behalf of an absent CHAPTER Member. The current membership records of the CHAPTER, as of the date of notice, shall constitute proof of valid membership.

SECTION 4. Board Pre-Approved Proposals

Proposals to be offered to CHAPTER Members for a mail, online, or e-mail vote, except election ballots, shall first be approved by the Board of Directors.

SECTION 5. Quorum

The presence in person or by proxy of at least twenty-five percent (25%) of the Members of the CHAPTER, with a minimum of ten (10) physically present Members in good standing, shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the CHAPTER.

SECTION 6. Liabilities

No Member of the CHAPTER shall be personally liable for debts, liabilities, or obligations of the CHAPTER.

**ARTICLE FIVE
CHAPTER BOARD OF DIRECTORS**

SECTION 1. Number of Directors

The maximum number of Directors of the CHAPTER shall be thirteen (13). The CHAPTER Board of Directors shall appoint such regular and special committees as may be required from time to time, and shall control the expenditure of funds. The Board of Directors shall carry out all mandates of the CHAPTER and the ASSOCIATION.

- a. There will always be an odd number of members of the CHAPTER Board of Directors.
- b. Structure for the 13-member Board of Directors shall be defined as follows:
 - Four (4) officers consisting of President, Vice-President, Secretary, and Treasurer (refer to Article 6);
 - Four County Representatives (one from each County of Hawaii);
 - Five (5) Directors at Large (not associated with any specific affiliation or geographic location)
- c. Ex-Officio Positions have been designated to serve in a liaison, coordination, and support role between HSBPA and key agencies/institutions that are routinely involved with shoreline topics in Hawaii (see Article 5, Section 15).

SECTION 2. Qualifications for Directors

Any Member of the CHAPTER in good standing who is a resident of Hawaii is eligible for election to the CHAPTER Board of Directors.

SECTION 3. Term of Office

The regular term of office for an officer, county representative, and At Large member of the Board of Directors shall be three (3) years, two (2) years, and one (1) year, respectively. The newly elected Directors shall assume office at the CHAPTER Annual Meeting or at a CHAPTER meeting as otherwise agreed upon by the Board.

All Board of Director positions shall be allowed for nomination of consecutive terms.

SECTION 4. Nominations

The Nominating Committee for the Board elections shall be appointed by the President at least thirty (30) days prior to the elections and shall be composed of no less than five (5) members of the Board of Directors. The Nominating Committee shall nominate candidates for Directors and Officers after canvassing the CHAPTER Members and receiving any additional nominations from general members. The committee will then develop a draft ballot and submit to the Board for approval.

Upon acceptance of the ballot by the Board, notification of the nomination results will be sent to the general CHAPTER Members with instructions for voting.

SECTION 5. Nomination of the CHAPTER Board of Directors

The Nominating Committee shall prepare and submit to the CHAPTER Members at least one (1) nomination for each of the elective offices of the CHAPTER. Any person so nominated shall have given his or her prior consent, in written or digital form, to nomination and election as an Officer or Director. Nominations from outside the committee shall be valid provided they are submitted to the committee no less than fourteen (14) days in advance of the elections with at least two (2) recommendations from active CHAPTER Members and the prior consent of the person nominated.

SECTION 6. Election of the CHAPTER Board of Directors

Nominees may run for only one position on the Board of Directors. In the event of a tie, the decision will be made by the Nominations Committee. The election of the CHAPTER Board of Directors shall be conducted by secret vote by the general members.

SECTION 7. Vacancies

Vacancies on the CHAPTER Board of Directors may be appointed by the CHAPTER President and confirmed by the Board of Directors.

- a. Vacancies on the CHAPTER's Board of Directors shall be deemed to exist in the case of death, resignation, or removal of any Director.
- b. If the CHAPTER's Board of Directors accepts the resignation of a Director to take effect at a future time that is before the end of his/her tenure, the CHAPTER President shall

have the power to appoint a successor, confirmed by the Board of Directors, to take office when the resignation is effective.

- c. The term of the appointed Director shall end at the same date as the tenure of his/her predecessor whose seat he/she fills ends.

SECTION 8. Duties and Powers

The business and affairs of the CHAPTER shall be controlled by the Board of Directors, which shall have the following powers:

- a. Establish general policy of the CHAPTER consistent with the policies of the ASSOCIATION to conduct, manage, and control the affairs and business of the CHAPTER, and make such rules and regulations as they deem best consistent with these bylaws.
- b. Facilitate election and removal of the Officers of the CHAPTER, as detailed in these bylaws.
- c. Endeavor to provide adequate funds for maintenance of the CHAPTER.
- d. Appoint CHAPTER committees as needed to delegate any of the powers and authority of the Board of Directors.

SECTION 9. Meetings of the CHAPTER Board of Directors

- a. Regular meetings of the CHAPTER Board of Directors shall be held not less than twice a year (bi-annually), with the goal of meeting on a quarterly basis. The time and place of board meetings shall be set by the CHAPTER President or Board of Directors. Written notice of the time and place of such meetings shall be sent to each CHAPTER Director not less than fourteen (14) calendar days before each meeting and shall specify the place, the day and the hour of such meeting. Meetings may be held by conference call.
- b. Special meetings of the CHAPTER Board of Directors may be called by the President, or at the request of five (5) members of the Board of Directors. If the CHAPTER President is absent or unable or refuses to act, special meetings may be called by the Vice President, in which event the CHAPTER Vice President may set the time and place in the same manner as for regular board meetings. Meetings may be held by conference call.
- c. The CHAPTER President may offer proposals to the Board of Directors for a vote. For e-mail, internet or facsimile votes, the minimum allowable response time is seventy-two (72) hours, unless a voting schedule/timeline has been previously established. For regular mail votes, the minimum response time is ten (10) days.
- d. Any CHAPTER member may offer proposals to the Executive Committee for consideration. With a majority approval from the Executive Committee, said proposal will be presented to the Board of Directors for a vote. The minimum allowable response time shall be consistent with Section 9c as noted above.

- e. A majority of the members of the Board of Directors, not to include ex-officio members, shall constitute a quorum for a regular or special meeting or for voting by mail, e-mail, or facsimile.
- f. A proxy may be designated for the purposes of voting during BOD meetings. Proxy voters for Board meetings must be active Board of Directors or Ex-Officios. The presence of a proxy for voting purposes does not constitute attendance for the board member.
- g. If a member of the Board of Directors misses more than twenty-five (25) percent of the board meetings during a calendar year, that directorship shall be considered vacant upon vote of the majority of the Board of Directors. Such vacancy shall be filled pursuant to Article Five, Section 6 of these bylaws.

SECTION 10. Board Designees

If a board member wishes to designate an alternate to attend a CHAPTER board meeting on their behalf, that designation needs to be made in writing (via letter, facsimile or e-mail) to the CHAPTER President or the Secretary. Such designations should be presented to the Board of Directors for assent at the beginning of the actual board meeting. Designated alternates must be active Board of Directors or Ex-Officios and can serve as a proxy voter for the absent member.

SECTION 11. Officers (see Article 6)

SECTION 12. County Representatives

A minimum of one (1) Board of Directors seat shall be reserved for each county of the State of Hawaii. Each of these elected positions shall be for a two (2) year term. If a nomination is not received for a given county, the seat shall be filled and a Board Member shall be appointed as a liaison with said county as needed to fulfill CHAPTER goals and objectives.

County Representative Directors must be active CHAPTER members, and will have all the responsibilities, expectations, and voting powers of acting Board members. Positions will include:

- Honolulu
- Maui
- Kauai
- Hawaii

Responsibilities of the County Representatives will include but not be limited to:

- Communicate county-specific issues and concerns to the Board.
- Coordinate CHAPTER activities occurring on their respective counties.
- Assist with marketing, fundraising, event planning, and other activities of the Board.
- Enhance awareness of CHAPTER activities on their respective counties.
- Assist in fundraising, recruitment of new Board members, and volunteers.

- Vote on all motions under consideration of the Board.
- Attend board meetings.

SECTION 13. At Large Directors

At Large board members are not tied to any specific geographic region or affiliation. Responsibilities of the At Large Directors will include but not be limited to:

- Assist with marketing, fundraising, event planning, and other activities of the Board.
- Enhance awareness of CHAPTER activities in Hawaii.
- Assist in fundraising, recruitment of new Board members, and volunteers.
- Vote on all motions under consideration of the Board.
- Attend board meetings.

SECTION 14. Diversity of Affiliation

It shall be the intent of the CHAPTER to have a well-balanced representation among the Board of Directors by affiliation (e.g., private, academic, government, community member).

SECTION 15. Ex-officio Positions

Ex-officio board members are representatives from key stakeholder groups that, by virtue of their inherent participation and involvement relating to the shores and beaches of Hawaii, serve in a liaison and coordination capacity with HSBPA.

Ex-officio members are optional positions that will be appointed by their respective organizations. Although Ex-officio positions do not have set term limits, these positions will be confirmed each year by majority vote of the Board of Directors. Ex-officio Members will support the activities of the HSBPA Board of Directors but will not have voting powers. Positions will include one (1) member from each of the following organizations:

- U.S. Army Corps of Engineers, Honolulu District (USACE)
- State of Hawaii Department of Land and Natural Resources (DLNR)
- University of Hawaii (UH)

Additional Ex-officio board members may be added as CHAPTER needs arise, subject to approval by the Board of Directors. The Board reserves the right to remove any Ex-officio board member at any time and at its own discretion by a majority vote.

**ARTICLE SIX
CHAPTER OFFICERS**

SECTION 1. Number and Title

The Officers of the CHAPTER shall be a President, a Vice President, a Secretary, and a Treasurer. The Officers shall hold office until they resign or are removed, or until a qualified successor is elected when the term expires.

SECTION 2. Election and Term of Office

- a. All CHAPTER Officers shall be elected every three (3) years by the CHAPTER Members at the time of the Annual Meeting or a Special Meeting of the CHAPTER. Nominees for election as Officers shall be limited to active members of the CHAPTER.
- b. The term of the office for all CHAPTER Officers shall be three (3) years.
- c. Officers shall be allowed for nomination of consecutive terms.

SECTION 3. Removal and Resignation

- a. Any Officer may be removed for cause by vote of majority of the Directors at that time in office, at any regular meeting. Cause is determined at the discretion of the Board of Directors and may include, but is not limited to, loss of state residency, disregard of by-laws, or failure to perform assigned duties.
- b. Any Officer may resign by giving written notice to the CHAPTER President or the Secretary. Any such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies

A vacancy in any office, except the CHAPTER President, by death, resignation, removal, disqualification or any other cause shall be filled by appointment of the President and confirmed by the Board of Directors to serve the remainder of the term. A vacancy of the CHAPTER President shall be filled by a majority vote of the Board of Directors.

SECTION 5. President

The President shall be the chief executive officer of the CHAPTER. He/she shall preside at all meetings of the CHAPTER and the Board of Directors. He/she shall be an ex-officio member for all committees of the CHAPTER and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. In the temporary absence of any officer, the President shall appoint a temporary officer to perform the duty of the absent officer

SECTION 6. Vice President

- a. In the absence or disability of the CHAPTER President, the Vice President, or his/her designee, shall perform all of the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President will continue to serve in this capacity until the next regular election of Officers by the Board of Directors.
- b. When prescribed by the President, Board of Directors, or bylaws, the Vice President shall have such powers and perform such duties as the President.

SECTION 7. Secretary

- a. The Secretary shall attend all meetings of the CHAPTER and Board of Directors. In case he/she cannot attend a meeting for any cause, the body holding such meeting may appoint a Recording Secretary Pro-Tem.
- b. The Secretary shall keep or cause to be kept, at the principal office of the CHAPTER or such other place as the Board of Directors may order, a book of minutes of all meetings of the CHAPTER and Board of Directors. The minutes shall include the time and place of holding, whether the meeting was regular or special, and if special, how authorized, the notice hereof given, the names of those present, the number of members present or represented, and the proceedings thereof.
- c. The Secretary shall have access to a register from the principal office of the CHAPTER showing the names of all Members and their respective addresses and contact information.
- d. The Secretary shall give, or cause to be given, notice of all meetings of the CHAPTER and Board of Directors as required by the bylaws.
- e. Within thirty (30) days after the Annual Meeting of the CHAPTER, the Secretary shall forward the current CHAPTER bylaws, minutes of the Annual Meeting, and the list of Officers and Directors to the ASSOCIATION.
- f. The Secretary shall authorize such other powers and perform such other duties as may be prescribed from time to time by the President, the Board of Directors, or the bylaws.

SECTION 8. Treasurer

- a. The Treasurer shall oversee the handling of all the funds of the CHAPTER and the deposit of all money and other valuables in the name and to credit of the CHAPTER with such depositories as may be designated from time to time by the Board of Directors.
- b. The Treasurer shall administer the disbursement of funds of the CHAPTER as may be ordered by the President, and shall render to the Board of Directors or to the President, whenever requested, an account of all or his/her transactions as Treasurer and the financial operations of the CHAPTER.
- c. The Treasurer shall prepare an annual budget, in conjunction with the President, for Board approval prior to the beginning of the fiscal year.
- d. The Treasurer shall prepare an annual financial report and forward it to the Board of Directors by February 1. The CHAPTER's annual financial report will be provided to the ASSOCIATION by March 1.
- e. The Treasurer shall maintain and keep current the Chapter membership list and share any pertinent information with the Secretary.

**ARTICLE SEVEN
OTHER CHAPTER COMMITTEES**

SECTION 1. Additional Committees

The Board of Directors may initiate and establish additional committees as they deem appropriate.

SECTION 2. Bylaws Committee

In even-numbered years, the CHAPTER President shall appoint a minimum of three (3) members of the Board of Directors to serve as the Bylaws Committee to review the CHAPTER's bylaws and suggest affirmations or changes.

**ARTICLE EIGHT
FINANCES**

SECTION 1. Board Responsibility

The CHAPTER's Board of Directors shall control all funds of the CHAPTER and establish an annual budget. Processing of funds and the method of accounting shall be subject to Board of Director authorization and approval. Through authorization by the Board of Directors, the CHAPTER shall conduct business procedures that are normal and in keeping with the CHAPTER's purposes.

All revenue, profit, income, and funds received shall be used solely for the promotion of the purposes of the CHAPTER, and no portion thereof shall inure to the benefit of Members of the CHAPTER. This shall not preclude Officers and Directors from reimbursement for Board approved expenses for efforts on behalf of the CHAPTER.

SECTION 2. Fiscal Year

The fiscal year of the CHAPTER shall begin on January 1 of each year and end on December 31 of the same year.

**ARTICLE NINE
BYLAWS AMENDMENTS**

SECTION 1. Approval of Amendments

Bylaws shall be adopted, amended, or repealed only by the vote of a majority of the CHAPTER Members in good standing. The ASSOCIATION's Board will review any changes for consistency with the national bylaws.

ARTICLE TEN
RULES OF ORDER

SECTION 1. Rules of Order

Robert's Rules of Order shall prevail in the conduct of all meetings of the Members of the CHAPTER and the Board of Directors. In any conflict between the CHAPTER's bylaws and Robert's Rules of Order, the CHAPTER bylaws take precedence.

ARTICLE ELEVEN
DISSOLUTION

SECTION 1. Dissolution

The CHAPTER may be dissolved, the voting and initiative for which shall be the same as provided for amendments of the bylaws. On dissolution of the CHAPTER, any funds remaining shall be distributed to the ASSOCIATION.

SECTION 2. Involuntary Dissolution

The CHAPTER may be dissolved for cause by the ASSOCIATION Board of Directors upon thirty (30) day notice to the Officers of the CHAPTER.

ARTICLE TWELVE
CONFLICT OF INTEREST

SECTION 1. Policy

The Board of Directors must act at all times in the best interests of the CHAPTER and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, members of the Board of Directors shall identify the potential conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board of Directors shall:

- a. avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the CHAPTER; while the receipt of incidental personal or third-party benefit may necessarily flow from certain CHAPTER activities, such benefit must be merely incidental to the primary benefit to the CHAPTER and its purposes;
- b. not abuse their membership on the Board of Directors by improperly using their Board membership or the CHAPTERS's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- c. not engage in any outside business, professional, or other activities that would directly or indirectly, materially, and adversely affect the CHAPTER;

- d. not engage in or facilitate any discriminatory or harassing behavior directed toward CHAPTER staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the CHAPTER;
- e. not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the CHAPTER without fully disclosing such items to the Board of Directors;
- f. provide goods or services to the CHAPTER as a paid vendor to the CHAPTER only after full disclosure to, and advance approval by, the Board of Directors, and pursuant to any related procedures adopted by the Board;
- g. not persuade or attempt to persuade any employee of the CHAPTER to leave the employ of the CHAPTER or to become employed by any person or entity in conflict with the CHAPTER; and
- h. not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the CHAPTER to terminate, curtail, or not enter into its relationship to or with the CHAPTER, or to in any way reduce the monetary or other benefits to the CHAPTER of such relationship.

SECTION 2. Application

This policy shall apply not only to all members of the Board of Directors, but also shall apply to all members of the CHAPTER, committees, and others in the CHAPTER governance structure, as well as to all CHAPTER employees. All references herein to the CHAPTER Board of Directors shall be construed also to refer to these additional individuals.

SECTION 3. Notification and Disclosure

- a. Whenever any CHAPTER Director has a conflict of interest with the CHAPTER, he or she shall call such conflict to the attention of the CHAPTER Board of Directors.
- b. After identifying the issue, matter, or transaction with respect to which a conflict exists, a CHAPTER Director with a conflict shall withdraw from any further involvement in that issue, matter, or transaction unless a majority of the disinterested CHAPTER Directors shall determine that the conflict is:
 - 1. immaterial or not adverse to the interests of the CHAPTER; or
 - 2. the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion or decision.

- c. A CHAPTER Director who is uncertain as to whether he or she may have a conflict should ask the Secretary for an opinion. The Secretary shall issue a written opinion which shall be presumed to be correct and may be relied upon unless challenged by another Director, in which case the final decision as to whether a conflict exists shall be made by the Board of Directors. The Secretary shall advise the President of each and every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions shall be retained by the CHAPTER Secretary and made available to the Board of Directors upon request to permit and encourage consistency.
- d. The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

ARTICLE THIRTEEN INDEMNIFICATION

SECTION 1. Limited Indemnity

If and to the extent approved by the Board of Directors, this CHAPTER may, but shall not be obligated to, indemnify any or all of its Directors, Officers, employees, and duly authorized agents from any and all claims, demands, or causes of action that may be asserted against any of them related to their duly authorized service for or on behalf of the CHAPTER to the maximum extent permitted by law; provided, such indemnity shall not exceed in scope or amount, the proceeds of insurance, if any, provided by the CHAPTER. This section shall never be deemed to obligate the CHAPTER to provide any insurance in support of this indemnity or otherwise at any time.