

# Bylaws



**OHIO VALLEY CHAPTER  
OF  
THE NATIONAL ACADEMY  
OF  
TELEVISION ARTS &  
SCIENCES**

May 2006

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**BYLAWS FOR THE  
OHIO VALLEY CHAPTER  
OF THE  
NATIONAL ACADEMY OF TELEVISION ARTS AND SCIENCES, INC.**

Revised May 2006

**ARTICLE I.**

**NAME/ AFFILIATION/ SEAL/ OFFICES**

**1.01 NAME**

The name of this organization shall be "The Ohio Valley Chapter of The National Academy of Television Arts and Sciences, Inc."

For the purpose of reference in these Bylaws, The Ohio Valley Chapter shall be designated as "the Chapter" and The National Academy of Television Arts and Sciences, Inc. shall be designated as "the National Television Academy."

**1.02 AFFILIATION**

This Chapter, chartered by the National Television Academy, shall be governed by the Bylaws of the National Television Academy and the Bylaws and Standing Rules of the Chapter.

**1.03 SEAL**

The seal of the Chapter shall be the same as that adopted by the National Television Academy and will include the words "The Ohio Valley Chapter of".

**1.04 OFFICES**

The Chapter shall maintain offices at such place or places as the Board of Governors shall from time to time direct by a two-thirds vote of all members of the Board.

**ARTICLE II**  
**ORGANIZATION/ PURPOSE/ JURISDICTION**

**2.01 ORGANIZATION**

The Chapter shall be organized and incorporated under the laws of the State of Ohio as a nonprofit, educational organization.

**2.02 PURPOSE**

The purpose of the Chapter shall be defined as outlined in the Bylaws of the National Television Academy.

**2.03 JURISDICTION**

A. The Board of Governors of the Chapter shall have the right to establish membership dues and initiation fees for all members, subject to minimums established by the National Television Academy, which shall constitute income of the Chapter.

B. Title to and ownership of all property and of all money or property given or distributed to the Chapter shall be managed by the Board of Governors for the purpose of the Chapter. No member shall have any right, title or interest in any such property or money. None of the property, dues, contributions of things of value owned by the Chapter and no part of its earnings shall inure to the benefit of a private individual except as specifically provided in these Bylaws.

C. The area of the Chapter includes the following television markets: Bluefield/Beckley/Oak Hill, Charleston/Huntington, Clarksburg/Weston, and Parkersburg, West Virginia; Athens, Cincinnati, Columbus, and Dayton, Ohio; Evansville and Terre Haute Indiana; Bowling Green, Lexington and Louisville, Kentucky. The Chapter area may not be changed without a request by the Board of Governors of the Chapter to the National Television Academy and their prior approval by a vote of two-thirds (2/3) of those Trustees present and/ or represented by proxy at an official meeting.

## ARTICLE III MEMBERS

### 3.01 CLASSES OF MEMBERS.

The following are the classes of membership as defined in the National Bylaws: Professional, Associate, Student, Life, and Honorary.

- A. Professional Members: This class shall be composed of those persons who are professionally engaged in the Television and Media Industry and its related fields within the Chapter's geographic boundary. The Board of Trustees of the National Television Academy shall have the power to classify the professional membership into fields of activity, and the Board of Governors of the Chapter shall have the right to group one or more of such classifications for regional chapter purposes. A Professional Member shall be obliged to pay dues and shall have the right, if in good standing, to vote and to hold office and shall be eligible to serve on committees.
- B. Associate Members: This class shall be composed of those persons who are interested in the advancement of the arts and sciences of television and other media, but who do not meet, at the time of application, the requirements for Professional membership. Associate Members shall not have the right to vote or to hold office, but they shall have the right to serve on committees and to act in advisory capacities if so appointed. Associate Members are obliged to pay dues in an amount at least equal to that established for Professional Members.
- C. Student/Educator Members: This class shall include students enrolled in and professors/instructors affiliated with an accredited institution of secondary or higher learning and/or professional training within the geographic boundaries of any given chapter of the National Television Academy, who are interested in, and concerned with the advancement of the arts and sciences of television and media industries. Student/Educator Members shall not have the right to vote or to hold office, but they shall have the right to serve on committees and to act in an advisory capacity if so appointed. Student/Educator Members are obliged to pay dues in an amount that may be lesser than the amount established for Professional Members. No person shall be classified as a Student Member beyond one year following termination of their studies.
- D. Life Members: This class shall be composed of all past National Chairmen of the Board of Trustees of the National Television Academy and past Chapter Presidents and such other persons as may be designated by an affirmative vote of two-thirds (2/3) of the members of the Board of Trustees of the National Television Academy. Life Members shall have all rights of Professional Members, but shall not be obligated to pay dues. A chapter may, at its discretion, nominate a member for Life Membership. Any such nomination shall be subject to approval by the Board of Trustees as provided here.
- E. Honorary Members: This class shall be composed of distinguished leaders in the electronic media and similar industries where a relationship will be mutually beneficial to the individual and to the National Television Academy and its chapters. Honorary Members shall not have the rights of Professional Members, shall not be obligated to pay dues and shall not be included in a chapter's annual census. Honorary Members shall not have the right to vote or hold office, but shall have the right to serve on committees and act in advisory capacities if so appointed. Honorary Members may be appointed at the chapter's discretion and may, if so desired by the Chapter, include Silver Circle and Gold Circle inductees. The President of the National Television Academy may propose national and international level industry leaders as Honorary Members in a relevant chapter.
- F. The Board of Trustees of the National Television Academy shall have the right to interpret and further define these classes of membership by a majority vote so as to promote uniformity in membership classifications among the respective chapters.

### **3.02 NATIONAL MEMBERSHIP**

Members of the Chapter are also members of the National Television Academy entitled to all rights and privileges and subject to all rules and regulations of membership in the National Television Academy.

### **3.03 APPLICATION FOR MEMBERSHIP**

Application for membership shall be made through the Chapter using forms and procedures, including electronic means, which shall be determined from time to time by the Board of Governors of the Chapter. In no event shall any chapter of the National Television Academy establish or impose procedures and/or standards for membership qualification which are contrary to the standards as are determined by the Bylaws of the National Television Academy. In the event of rejection of any application, the applicant shall have the right to appeal such decision to the Board of Governors within a period of four (4) weeks from date of notification. It shall take a two-thirds (2/3) vote of all Governors to overrule the decision. All voting in conjunction with such action shall be by ballot and all Board discussion shall be deemed confidential.

### **3.04 TRANSFERS**

A member in good standing may transfer from one Chapter to another upon notification to both of the Chapters involved.

### **3.05 DURATION OF MEMBERSHIP**

Once a person has become a member of the National Television Academy, it shall not be necessary to remain actively engaged in the television or related industries to retain membership status.

### **3.06 RESIGNATION**

Notice of resignation shall be in writing and delivered to the President or Secretary of the Chapter.

### **3.07 SUSPENSION AND EXPULSION**

Any member may be suspended for failure to pay dues as defined in these Bylaws. A member may be expelled for good and sufficient cause by three-fourths (3/4) vote of all members of the Board, after a reasonable notice and a hearing, if requested by the member in writing.

### **3.08 REINSTATEMENT**

Reinstatement shall be upon approval of the Board by majority vote. Any dues or fees levied contingent upon reinstatement shall be established by the Board of Governors.

### **3.09 LEAVE OF ABSENCE**

A member may request a leave of absence for a reasonable length of time -not to exceed six (6) months -provided all current dues are paid. Such requests shall be made in writing to the Board and approved by majority vote. Said member shall have none of the rights and privileges of membership for the duration of the granted leave of absence.

### **3.10 LIMITATION OF LIABILITY**

No member, Governor or Officer shall be personally liable for the debts, liabilities of the Chapter of the National Television Academy. (Note: All Chapters shall be incorporated.)

**ARTICLE IV  
DUES AND FEES**

**4.01 DUES**

Dues for each class of membership shall be determined by the Board of Governors and defined in the Standing Rules of the Chapter. Changes in dues structure may be determined annually by the Board.

**4.02 DUE DATE**

All renewal dues shall be due and payable September 1 and delinquent October 1.

**4.03 DUES NOTICE**

All members required to pay dues shall be notified in writing at least thirty (30) days prior to the dues date.

**4.04 FAILURE TO PAY DUES**

Failure to pay dues by September 1 shall result in suspension from membership.

**4.05 LEVIES**

Any dues or fees which may be levied from time to time by the National Television Academy shall be payable by the Chapter under procedures established by majority vote of the Board of Governors.

**4.06 MEMBERSHIP YEAR**

The membership year shall be September 1 to August 31.

**ARTICLE V  
MEMBERSHIP MEETINGS AND QUORUM**

**5.01 ANNUAL MEMBERSHIP MEETING**

An annual meeting of the membership shall be called by the President, for the purpose of hearing reports of the Board, Officers and Committee Chairmen and conducting any necessary business pertaining to the general membership.

**5.02 SPECIAL MEETINGS**

Special meetings of the membership may be called by the President, any five (5) Governors, or by ten percent (10%) of the Professional and Life members filing a petition with the Secretary of the Chapter at least fourteen (14) days prior to the meeting.

**5.03 CALL OF THE MEETING**

Notice of all meetings of the membership, except special meetings, shall be given in writing at least thirty (30) days prior to the date of the meeting with the date, time, place and purpose of the meeting given in the call.

**5.04 VOTING RIGHTS**

Only Professional and Life members shall have the right to vote at any meeting of the membership.

**5.05 QUORUM**

Professional and Life members present at any general membership meeting shall constitute a quorum for the transaction of business.

**ARTICLE VI**  
**BOARD OF GOVERNORS**

**6.01 POWERS**

Subject to the limitations of these Bylaws and the Bylaws of the National Television Academy, the powers of the Chapter shall be exercised, its property controlled and its affairs conducted by its Board of Governors, whose authority includes but is not limited to the following:

- A. To select the Officers of the Chapter and to prescribe such powers and duties for them as may not be inconsistent with law or these Bylaws
- B. To select the Chapter's representative(s) to the Board of Trustees of the National Television Academy
- C. To select and remove all agents and employees of the Chapter, including a Chapter Administrator, who need not be members of the Chapter, and who shall have such powers and duties and receive such compensation as may be prescribed from time to time by the Board of Governors
- D. To appoint and/ or approve the appointment of Standing and Special Committees as may be necessary or desirable to carry out the purpose of the Chapter
- E. To collect all revenues, establish dues and make all disbursements for the Chapter
- F. To make such rules and regulations as may from time to time be necessary to conduct, manage, and control the affairs and business of the Chapter.

**6.02 QUALIFICATIONS**

Each elected Governor shall be a Professional or Life member of the Chapter and shall not receive any salary or compensation for services as a Governor.

**6.03 COMPOSITION**

The Board of Governors shall be comprised of no fewer than twelve (12) Governors elected by the membership, representing as broad a cross-section of television and its related industries as possible. Approximately one-half (1/2) of the Governors shall be elected each year.

**A. THE BOARD OF GOVERNORS SHALL ALSO INCLUDE:**

- 1. Officers and Chairmen of Standing Committees, who, if not elected Governors, shall serve as ex-officio members of the Board.
- 2. The Trustee(s) and Alternate Trustee(s) of the Chapter
- 3. Additional members may be added to the Board to serve ex-officio without vote.

**B. VOTING RIGHTS.** Elected Governors, Officers, Chairmen of Standing Committees, and Trustee(s) shall have full voice and voting rights.

**6.04 GOVERNOR'S TERM OF OFFICE**

The term of office of each Governor shall be for a period of two (2) years beginning on June 15th in the year of election. Governors shall hold office until they shall resign or be removed or otherwise disqualified to serve, or until their successors shall be elected and qualified. No Governor shall hold office for more than two (2) consecutive terms. A person who has served two (2) full terms and who subsequently has been inactive as an elected Governor for one (1) year shall again be eligible for nomination and election as a Governor.

## **6.05 TERMS OF NON-ELECTED MEMBERS OF THE BOARD**

Those members of the Board not elected as Governors shall serve a term concurrent with the term of the appointing Officer or body.

## **6.06 TRUSTEE**

The Trustee shall be elected and serve as defined in the Bylaws of the National Television Academy.

## **6.07 NOMINATION**

By April 1st of each year, the Board shall elect a Nominating Committee of at least five (5) members who represent a cross section of membership for the purpose of nominating candidates for the Board of Governors. No more than one (1) current Board member shall be on this committee.

A. The committee shall nominate at least one candidate for each position to be filled.

B. Additional nominations may be made by petition signed by at least ten (10) Professional or Life members in good standing, submitted to the Nominating Committee no later than May 1.

## **6.08 ELECTION**

Ballots shall be mailed to all Professional and Life members no later than May 15 of each year. Ballots shall be postmarked to the address specified on the ballot no later than fourteen (14) days immediately following the date ballots were mailed. Ballots not so received shall be void.

A. The ballots shall be opened and counted by an Ad Hoc committee appointed by the Board. The committee shall consist of two (2) people to count and one (1) to tally from the general membership, plus one member of the Board as a monitor.

## **6.09 RESIGNATIONS**

If the activities of a Governor prevent his or her participation in the affairs of the Chapter and/ or if a Governor does not participate in the affairs of the Chapter including committee and/ or Board of Governors meetings, he or she may be asked to resign. This action shall only be taken when the best interests of the Chapter may be served by replacement. A Governor may be asked to resign by four-fifths (4/5) vote of all remaining Governors and if refuses to resign can be disqualified by the same vote requirement.

## **6.10 VACANCIES**

Vacancies in the office of elected Governors shall be filled by a majority vote of the remaining Governors though less than a quorum and each Governor so appointed shall hold office for the remainder of the term of the Governor who has vacated said office.

## **6.11 MEETINGS**

Regular meetings of the Board of Governors shall be held at least bi-monthly or six times a year, at a time and place determined by majority vote of the Board.

A. Special meetings may be called by the President or any five (5) members of the Board with at least fourteen (14) days notice in writing to all members of the Board stating date, time, place and purpose of the meeting in the call.

B. Business may be conducted by any means of communication through which the governors may communicate with each other.

C. In the event of an emergency, business may be conducted by mail or by electronic means at the discretion of the President. Any action taken by such means shall be recorded in the minutes

## **6.12 QUORUM**

A majority of the elected governors shall constitute a quorum for the transaction of business. (Minimum is a majority.)

- A. Each elected member of the Board of Governors shall have the right to vote by proxy. Proxies shall be given in writing for any specific meeting to the Secretary of the Board, on or prior to the date of any meeting.
- B. Proxies may not be given to the President (or the presiding officer) and may not be used to establish a quorum, in the election of Officers and Trustees or when amending the Bylaws.

## **ARTICLE VII OFFICERS**

### **7.01 OFFICERS**

The elected Officers of the Chapter shall be a President and the Vice-Presidents from each of the designated awards area markets. The appointed Officers shall be the Secretary, the Treasurer, and the Executive Vice President.

- A. All Officers shall be Professional or Life members of the Chapter.
- B. Any Officer may, but need not be, an elected Governor.
- C. No person may hold two or more offices concurrently.
- D. No Officer shall receive any salary for his or her services except as may be specified in these Bylaws.
- E. One vice president shall be appointed by the elected vice presidents to serve as Executive Vice President.

### **7.02 TERM OF OFFICE**

The term of office of each elected Officer shall be for two (2) years and each Officer shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified.

- A. No elected Officer shall hold the same office for more than two (2) full consecutive terms. A person who has served as an elected Officer and subsequently has been inactive with respect to said office for one (1) full term is again eligible for nomination to said office.
- B. Officers shall take office on June 15 following their election.

### **7.03 NOMINATION AND ELECTION**

- A. In March of alternate years, the Board shall elect an Officer Nominating Committee consisting of at least three (3) members of the Board. The Committee shall select at least one nominee, who has given prior consent, for each open office. Nominations will be accepted from the floor, provided prior consent has been given.
- B. Election of officers shall take place at the May board meeting and shall be by ballot unless there is only one nominee for a given office, when a voice vote may be taken. A majority vote without use of proxies shall elect.

### **7.04 REMOVAL OR RESIGNATION**

Any Officer may be removed by a vote of four-fifths (4/5) of the remaining members of the Board, after reasonable notice and a hearing if requested. Any Officer may resign by giving written notice to the Board of Governors, the President or the Secretary.

### **7.05 VACANCIES**

A vacancy in any elected office shall be filled by a majority vote of the Board present and voting. Each Officer so appointed shall hold office for the remainder of the term of the Officer who has vacated said office.

## 7.06 DUTIES OF OFFICERS

A. President. The President shall: pre-side at all meetings of the members and of the Board of Governors; make an annual written report to the membership and to the National Television Academy; appoint, with the approval of the Board, the Secretary and the Treasurer; exercise and perform such other powers and duties as defined in these Bylaws and the National Bylaws and any duties that may be assigned to the office of President by the Board of Governors.

B. Executive Vice President. The Executive Vice President shall pre-side at all meetings of the members and of the Board of Governors when the President is absent. The Executive Vice President shall assist the President in the performance of his or her duties, shall be responsible for initiating and/or carrying out programming, helping to maintain Chapter relations with the Chapter's members, and shall perform such other duties as may be assigned by the Board of Governors.

1. In the event of the death, disability, absence or refusal to act of the President, the Executive Vice-President, designated by the Board, shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

C. Vice-Presidents. The Vice-Presidents shall assist the President in the performance of his or her duties, shall be responsible for initiating and/or carrying out programming in their market, helping to maintain Chapter relations with their market's members, and shall perform such other duties as may be assigned by the Board of Governors.

D. Secretary. The Secretary shall be responsible for: keeping an accurate record of the proceedings of all meetings of the members and the Board of Governors; arranging for the giving of notice as required by these Bylaws; all books, records and papers of the Chapter except such as shall be in the charge of the administrator or some other person authorized by the Board.

1. In the event of the death, disability, absence or refusal to act of the President and Executive Vice-President, the Secretary shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

E. Treasurer. The Treasurer shall be responsible for overseeing the keeping of accounts of all monies of the Chapter received or disbursed and the depositing of all monies and valuables in the name of and to the credit of the Chapter in such banks and depositories as the Board of Governors shall designate; providing regular financial reports to the Board as requested; arranging for annual audits of the records by a firm of Registered Public Accountants; in cooperation with the Public accountants, overseeing the preparation and filing of all required tax returns; and submitting an Annual Financial Report to the Board of Governors, the membership at the annual meeting, and to the National Television Academy. Treasurer shall be bonded for no less than the projected maximum of funds at one time in the Chapter Treasury.

1. In the event of the death, disability, absence or refusal to act of the President, Executive Vice-President and the Secretary, the Treasurer shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

## **ARTICLE VIII COMMITTEES**

### **8.01 EXECUTIVE COMMITTEE**

The President, the Executive Vice-President, the Secretary, the Treasurer and the Trustee(s) shall comprise the Executive Committee and shall have power to act when the Board cannot be convened. All action taken by the Executive Committee shall be subject to review and ratification by the Board of Governors and recorded in the minutes.

### **8.02 STANDING COMMITTEES**

The Standing Committees of the Chapter are: Emmy Awards, Membership, Scholarship, Silver Circle, Marketing and Programs. Additional Standing Committees may be formed as required.

- A. Chairmen of Standing Committees shall be appointed by the President with approval of the Board.
- B. Standing Committee Chairmen shall be Professional or Life members of the Chapter and shall have the right to select the members of their respective committees from the general membership. Committee members may or may not be Professional or Life members of the Chapter
- C. Standing Committee Chairmen shall serve as members of the Board of Governors.
- D. Duties of Standing Committees shall be as defined in the Standing Rules.

### **8.03 SPECIAL COMMITTEES (AD HOC)**

Special committees may be appointed by the President or the Board of Governors as deemed necessary to carry out specific tasks that do not fall within the assigned functions of the Standing Committees. All Special Committees shall report only to the Board and shall automatically be discharged upon completion of their work.

### **8.04 EX-OFFICIO COMMITTEE MEMBERS**

The President shall serve as an ex-officio member of all committees except the Nominating Committee.

### **8.05 QUORUM**

The quorum of any committee shall be a majority.

## **ARTICLE IX**

### **ANNUAL REGIONAL AWARDS**

#### **9.01 DEFINITION OF AWARDS**

The Chapter shall have the sole and exclusive right to recognize outstanding artistic, cultural, educational and technological achievements in the television industry by the bestowal of Annual Regional Awards for material produced and telecast or cablecast originally in the designated area of the Chapter.

- A. The presently established gold "Emmy®" Regional Award statuette shall be bestowed for all such achievements unless otherwise determined by the Board of Trustees of the National Television Academy.
- B. Participation in National Awards shall be under the direction of the National Television Academy.
- C. Participation in and/or presentation of Regional Awards shall be determined from year to year by decision of the Board of Governors. The Regional Awards, if presented, shall be approved in structure and voting method by the Awards Committee of the National Television Academy, comply with the provisions of the National Bylaws, the policies of the National Television Academy and any contractual arrangements heretofore or hereinafter entered into by the National Television Academy.

#### **9.02 EMMY® OWNERSHIP**

Each "Emmy®" statuette, national or regional, shall bear the following inscription: "This EMMY® is the property of, and all rights are reserved by, The National Academy of Television Arts and Sciences. Possession thereof has been awarded subject to the recipient's compliance with all of the rules applicable to EMMY® now or hereafter established by the National Television Academy, including rules restricting reproduction or commercial use of EMMY® or any element thereof in any manner."

#### **9.03 PRESENTATION OF AWARDS**

The Chapter, acting through its Board of Governors, shall have the following power and authority, subject to the rights of approval of the National Television Academy described in 9.01 of this Article:

- A. To make all arrangements and commitments in connection with any broadcast and/or telecast of the conferring of the Annual Regional Awards
- B. To make all arrangements and commitments in connection with the sponsorship of any such broadcast and/or telecast
- C. To collect, hold and disburse all monies and other considerations received in connection with any such broadcast and/or telecast and/or the sponsorship thereof, and
- D. To establish the date and time of the conferring of the Annual Regional Awards.

**ARTICLE X**  
**FINANCES**

**10.01 SOURCES OF REVENUE**

The Chapter shall be supported by monies received from dues and fees, annual regional awards programs and/or telecasts, broadcasts, use on the internet, and other activity of a revenue nature as determined by the Board of Governors.

**10.02 CHAPTER RESPONSIBILITY**

The Chapter shall be obligated to pay all bills and commitments, made by the Chapter in regard to any annual regional awards, broadcasts and/or telecasts, and/or use on the internet, Chapter activities and other functions of a Chapter nature as authorized by the Board.

**10.03 EXPENSES**

The Board of Governors shall be authorized to reimburse the Officers, Trustee(s) and Governors of the Chapter, and personnel authorized to act in behalf of the Chapter, for transportation and reasonable living expenses away from their respective homes, incurred by any of them in connection with attendance at meetings and in transaction of other business in behalf of, and authorized by, the Board of Governors. All requests for reimbursement of such expenses shall be submitted in writing and approved by the Board of Governors.

**10.04 FISCAL YEAR**

The fiscal year of the Chapter shall be September 1 to August 31.

## **ARTICLE XI AMENDMENTS**

### **11.01 AMENDMENT**

These Bylaws may be amended at any regular or special meeting of the Board by two-thirds (2/3) vote of all Governors, provided notice has been given to all Governors at least thirty (30) days prior to the date such action is to be considered.

### **11.02 PROPOSING AMENDMENTS**

Proposed amendments may be submitted by any Governor, any Trustee, or by petition in writing of ten percent (10%) of the Professional and Life membership of the Chapter. All proposed amendments shall be in writing and submitted to the Secretary.

### **11.03 REVISION**

A revision may be ordered by a two-thirds (2/3) vote of the Board of Governors or of the members present and voting at a membership meeting. In the event a revision is ordered, a special revision committee shall be appointed to present a proposed revision to the Board of Governors which may be amended by a majority vote. Adoption shall be by a two-thirds (2/3) vote of all Governors.

### **11.04 CONFLICT**

The Bylaws and Standing Rules of the Chapter shall not be in conflict with the Bylaws of the National Television Academy. Any changes in the governing documents of the National Television Academy that affect the Chapter shall automatically be incorporated into the Chapter's Bylaws.

A. Before becoming effective, amendments to a Chapter's bylaws shall be reviewed and found not in conflict with the National Bylaws by the Parliamentarian and approved by the Executive Committee and reported in writing to the Board of Trustees.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

### **12.01 RULES OF ORDER**

The current edition of "Robert's Rules of Order Newly Revised" shall constitute the Parliamentary Authority for all meetings including Board, Committee and Membership meetings in all matters not specifically covered in these Bylaws and the Chapter's Standing Rules and Special Rules of Order.