

UNIFORM CHAPTER BYLAWS

(Approved by the Board of Regents March 20, 2003 and the SEMCACFE Board on July 31, 2003)

Article I Name and Use of Trademarks

Section 1 Name

The name of this organization shall be the Southeast Michigan Chapter of the Association of Certified Fraud Examiners (referred to as the “Chapter”). Each Chapter operates under the authority of the Association of Certified Fraud Examiners, Inc. (referred to as “the Corporation”) and the Association of Certified Fraud Examiners (A Non-Profit Corporation) (referred to as “the Association”).

Section 2 Trademarks

The name “Association of Certified Fraud Examiners” and the seals and logos used in connection therewith are the trademarks of the Corporation. The use of these trademarks by the Chapter is governed by the Trademark License Agreement executed by the Chapter and the Corporation, the terms of which are incorporated into these bylaws.

Article II Purpose and Objectives

Section 1 The Chapter is a not-for-profit entity whose primary purpose is to serve the community by the promotion of improved fraud detection and deterrence and through expansion of knowledge and the interaction of its Members.

Article III Participation Categories

Section 1 Eligibility for Members

All applicants are subject to approval by the Corporation and the Chapter Board of Directors. An applicant may not be admitted if he or she has been expelled from the Association or from any other Chapter. All applicants must complete and submit a written application, pay applicable Chapter dues, and agree to abide by these bylaws and the operational guidelines established by the Corporation. There are two categories of members:

- a. Certified Fraud Examiners

Certified Fraud Examiners of the Association of Certified Fraud Examiners who are in good standing may be members of the Chapter under the terms set forth above. Certified Fraud Examiners may hold any Chapter office and have voting rights. Only Certified Fraud Examiners may hold the office of president and training director. If deemed appropriate, the Board of Directors may allow one Certified Fraud Examiner to hold both of these positions.

b. Associate Members

Associate Members of the Association of Certified Fraud Examiners who are in good standing may be members of the Chapter under the terms set forth above. Associate Members may be granted Chapter voting rights and the right to hold certain Chapter offices under the terms of Article VII.

Section 2 Eligibility for Affiliates of the Chapter

The Board of Directors, at its discretion, may allow other interested parties to become Affiliates of the Chapter under the terms set forth below. Affiliates of the Chapter are not required to meet the qualifications and requirements for membership in the Chapter or the Association of Certified Fraud Examiners, but are encouraged to do so in the future.

Affiliates of the Chapter are those parties, regardless of their field of endeavor, who desire to align themselves with Chapters. Affiliates of the Chapter should have an intellectual interest in the field of fraud examination and a desire to be a part of the fight against fraud and white-collar crime.

Affiliates of the Chapter shall not be, nor represent themselves to be, members of the Chapter, shall have no Chapter voting rights, and shall not be eligible to hold any Chapter office.

Section 3 Dual Membership and Transfers of Membership

The Board of Directors may decide whether to allow Members or Affiliates from another Chapter to join as Members or Affiliates of its Chapter.

Individual participation in one Chapter may be transferred to another Chapter, subject to the rules and regulations of both Chapters and the Corporation.

Section 4 Resignation

Any Member or Affiliate of the Chapter may resign at any time, but such resignation shall not become effective until accepted by the Chapter, and shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year, or give any right to rebate for dues paid, or any right to a prorated share or any other share of the assets of the Chapter. All resignations shall be in writing.

Section 5

Expulsion

The Board of Directors will be responsible for taking appropriate disciplinary action against any Affiliate of the Chapter who inappropriately identifies himself/herself as a member of the Chapter or as a member of the Association of Certified Fraud Examiners.

The Chapter may, by a two-thirds vote of voting members present at a Chapter meeting, make a formal, written recommendation to the Board of Directors, that the participation of any Member or Affiliate of the Chapter be terminated for violation of the bylaws or for conduct determined to be detrimental to the best interests of the Chapter.

If such a recommendation is made, the Board of Directors will review the recommendation. If the majority of the Board agrees with the recommendation, it shall then prepare a notice to the affected Member or Affiliate of the Chapter, which shall be sent to the individual's last known address. The notice shall state the reasons for the proposed expulsion and give the Member or Affiliate of the Chapter at least 30 days to respond.

No Member or Affiliate of the Chapter will be expelled until he or she has had an opportunity to respond to the charges by a full hearing before a quorum of the Board of Directors. If the Member or Affiliate of the Chapter does not respond to the letter within 30 days of the notice, the expulsion shall become final.

Expulsion of Affiliates of the Chapter is effective immediately upon approval by the Board of Directors.

Expulsion of Certified Fraud Examiners or Associate Members of the Association of Certified Fraud Examiners is not effective until it has been submitted to and approved by the Board of Regents of the Association of Certified Fraud Examiners.

Section 6

Non-payment of Dues

Membership or affiliation with the Chapter will be terminated if any required payment of dues or fees is not made before the end of two months

subsequent to the close of the dues billing cycle, provided that proper notice of the delinquency was sent to the individual's last known address at least 30 days prior to termination. A person who has been removed from participation in the Chapter under this section may be readmitted by the vote of a majority of the Board of Directors.

Section 7 Report of Chapter Participation

The Chapter shall furnish annually to the Corporation, or upon request, a list containing the names, addresses, and any other contact information for all members and affiliates of the Chapter. The list shall also indicate the participation category of the person, such as a Certified Fraud Examiner, Associate Member, or Affiliate of the Chapter. The Chapter shall also furnish the names and addresses for guests and non-member attendees at training meetings and other events, but only if such records of attendance are maintained by the Chapter.

Section 8 Training

The Board of Directors of each Chapter shall appoint a training director who is responsible for the continuing professional education (CPE) of Chapter Members and Affiliates of the Chapter. Only a Certified Fraud Examiner who is in good standing may hold the position of training director.

Each Chapter is authorized and encouraged to provide CPE and other educational presentations to the community in its geographical area. This may be in any acceptable form, such as meetings, seminars, and other events.

All CPE must be coordinated with the Association to ensure that Chapter training does not compete with Association training. Approval of training is granted automatically if there is no apparent conflict with the training schedule of the Association of Certified Fraud Examiners. If a conflict is found to exist, the Association and the Chapter will work together to resolve the differences in training schedules.

Article IV Limitations of Liability

Section 1 Chapter Liability

The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the Corporation, by reason of its affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

Section 2

Corporation Liability

The Chapter shall not be responsible nor liable for any lawsuits, damages, other expenses, or liabilities arising out of the activities of the Corporation or the Association.

Section 3

Non-liability of Directors; Indemnification

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Chapter. The Chapter Board of Directors and Officers of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of this jurisdiction.

Section 4

Insurance

The Corporation may procure liability insurance for the Chapter, and the Chapter agrees to pay all reasonable premiums for such insurance.

Section 5

Corporation Authority

In any disputes, the Corporation is the final authority.

Article V

Finances

Section 1

Fiscal Year

The fiscal year for the Chapter shall be established by the Board of Directors.

Section 2

Chapter Dues and Fees

- a. Chapter dues and fees will be established by the Board of Directors.
- b. Dues and fees shall be billed on a periodic basis as established by the Board of Directors. The Chapter Treasurer shall be empowered to assess and collect said dues.
- c. Membership dues for Certified Fraud Examiners and Associate Members, as well as participation fees for Affiliates of the Chapter and for all other types of Chapter activities held may be set at different rates at the discretion of the Board of Directors. The Board of Directors shall decide, by a majority vote, the membership dues and participation fees as it deems appropriate.

Section 3

Assessments

There shall be no assessments imposed except as approved by a two-thirds vote of the Chapter Board of Directors, followed by a majority vote of the Chapter Members qualified to vote, and approved by the Corporation.

Article VI Organization and Structure

Section 1 Board of Directors

The Board of Directors shall consist of the Chapter Officer positions designated in Article VII plus at least three other at large positions. The Board shall be elected under the provisions of Article VI Section 2 and Article IX Section 4. A quorum shall consist of a majority of the Directors.

The Board shall always consist of an odd number of Directors. If a Chapter decides to combine the offices of Secretary and Treasurer into one position, then the number of at large Directors shall be reduced by one position.

The Board of Directors shall have the option to allow Associate Members to hold office, subject to the restrictions in Article III Section 1. All Chapter Officers and Directors are subject to approval by the Corporation.

Section 2 Elections

- a. The Board of Directors set forth in Article VI Section 1 shall be elected by a majority of the votes of the Members responding to a Chapter ballot sent to all Members at least 30 days before the election date.
- b. The results of the election will be certified by the current Board of Directors, or by a committee appointed by them.

Section 3 Terms of Office

The Officers and Directors shall serve two-year terms and shall hold office until their successors are duly appointed or elected and qualified. At the discretion of the Chapter Board of Directors: (1) Chapters may hold annual elections; and/or, (2) Officers and Directors may be re-elected to successive terms in either the same or a different office.

Section 4 Vacancies

If the office of any Officer or Director becomes vacant for any reason, the current Board of Directors shall appoint a person to fill the vacancy,

subject to the restrictions in Article III Section 1, until such time as an election can reasonably be held.

Section 5

Duties and Responsibilities of the Board of Directors

- a. The Board shall be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided for in these bylaws.
- b. The Board shall perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, the Chapter Handbook, or these bylaws.
- c. The Board shall supervise all officers, agents, and members of the Chapter to assure that their duties for the Chapter are performed properly.
- d. The Board shall make available all financial records of the Chapter to any Member, to the Corporation, or to the Board of Regents upon reasonable notice.

Section 6

Meetings of the Board of Directors

- a. The Board shall meet at least twice a year at such times and places as it may choose. At such meetings, a quorum must be present to conduct business coming before the Board. The meetings shall be conducted under the rules contained in Robert's Rules of Order (as revised) unless those rules are in conflict with the bylaws, in which case the bylaws shall take precedence.
- b. In all meetings of the Board, the President shall preside. In his or her absence, the Vice President, Secretary, or Treasurer, in that order, shall preside.
- c. Appropriate notice of the meetings of the Board shall be furnished to each Officer and Director at least ten (10) days in advance of a regular meeting.
- d. A special meeting may be called by the President, or by any three Officers and Directors. Notice of any special meetings must be sent to the Corporation and to the other members of the Board at least three (3) days before such meeting.

Section 7

Compensation

The Officers and Directors shall not receive any compensation for their services, but shall be entitled to reimbursement for actual expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

Section 8 Removal from Office

Officers and Directors may be removed from office by the Members, by the Corporation, or by the Board of Regents, with cause, as permitted by these bylaws and in accordance with any applicable laws.

Article VII Duties of Officers

Section 1 Officers

The elected officers of the Chapter shall consist of a President, Vice President, Secretary, and Treasurer. However, the Board of Directors shall have the option to combine the offices of Secretary and Treasurer into one position and designate one person to conduct both functions.

Section 2 President

Only a certified member of the Association of Certified Fraud Examiners who is in good standing may hold the office of President. The President shall be the executive head of the Chapter, and when present, shall preside at all meetings of the Chapter and Board of Directors. He or she shall exercise general supervision and management of the affairs of the Chapter; shall consult with and inform other Officers and Directors, Members, and the Corporation of significant events; shall make an annual report to the Members of the Chapter and the Corporation; and shall have additional duties as may be delegated by the Board from time to time.

Section 3 Vice President

The Vice President shall report to the President and shall assume the duties of the President in his or her absence. The Vice President shall be responsible for other duties that the Board shall delegate from time to time. The Vice President shall be a Member of the Association of Certified Fraud Examiners in good standing. The Board may vote to allow Associate Members to hold the office of Vice President.

Notwithstanding the forgoing, if the office of President becomes vacant before the expiration of the term, the Vice President may not assume that position for the unexpired term unless the

individual is a Certified Fraud Examiner in good standing. If the Vice President is an Associate Member, the Chapter Board of Directors, at its discretion, may either: (1) appoint a Certified Fraud Examiner who is in good standing to complete the unexpired term; or, (2) hold a special election to elect a new President who is a Certified Fraud Examiner in good standing to complete the unexpired term.

Section 4 Secretary

The Secretary shall report to the President and shall be responsible for maintaining all records, other than financial, maintained by the Chapter. The Secretary shall also be responsible for the Membership records and attendance; the minutes of the meetings; and other duties that from time to time may be required. The Secretary shall be a Member of the Association of Certified Fraud Examiners in good standing.

Section 5 Treasurer

The Treasurer shall report to the President and shall be responsible for all financial records maintained by the Chapter. All moneys received by the Chapter as well as disbursements therefrom, shall be the responsibility of the Treasurer. He or she will ensure that any funds received are properly deposited for safekeeping to the credit of the Chapter; that all disbursements are properly approved; that the Board is kept advised of the status of the accounting of funds; and otherwise perform appropriate duties to see that the assets of the Chapter are properly safeguarded. The Treasurer shall produce annual financial statements of the Chapter and submit them to the Board and the Corporation within three months of the end of the Chapter's fiscal year. The Treasurer shall be a Member of the Association of Certified Fraud Examiners in good standing.

Article VIII Standing Committees

Section 1 Committee Appointments

All committee appointments are subject to approval by the Corporation.

Section 2 Nominations Committee

The Nominations Committee shall be composed of three Members appointed by the President with the concurrence of a majority of the Board of Directors. No member of the Board of Directors is eligible to serve on the Nominations Committee. The Nominations Committee shall consider all suggestions and recommendations for offices, and shall nominate not

less than one, nor more than three, candidates for any one office for each election.

Section 3 Election Committee

The Election Committee shall consist of three Members appointed by the President. No member of the Board of Directors is eligible to serve on the Elections Committee. The Election Committee shall certify the results of the annual elections.

Section 4 Other Committees

Other committees may be established by a resolution adopted by a majority of the Board of Directors at a meeting at which a quorum is present.

Article IX Annual Meeting

Section 1 Purpose

The annual meeting shall be held for the purpose of announcing the results of the election of Officers and Directors; installing the Officers and Directors; presenting the annual financial statements; and transacting such other business as may be deemed appropriate by the Board of Directors.

Section 2 Time and Place

The annual meeting shall be held each year at a time and place specified by the Board of Directors.

Section 3 Notification of Meeting

All Chapter Members in good standing and eligible to vote shall be notified in writing at least sixty days in advance of the annual meeting.

Section 4 Voting

All Chapter Members in good standing and eligible to vote may participate in elections at the annual meeting. A quorum shall be constituted by at least 10% of the Chapter Members eligible to vote. All business coming before the Members shall be approved by a majority of those present unless otherwise required by these bylaws.

Article X Dissolution

The vote to dissolve the Chapter must be by written ballot and must be approved by a two-thirds majority of the Chapter Members eligible to vote. The Corporation must be notified at least thirty (30) days prior to the vote and must be notified of the results immediately thereafter.

Upon dissolution of the Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to the Ritchie-Jennings Scholarship Fund (formerly the CFE Scholarship Fund).

Upon dissolution, the Chapter shall destroy all letterhead, stationery, or other items bearing, in any form, the name "Association of Certified Fraud Examiners." It shall also provide the Corporation with a list of Chapter members at the time of dissolution, a report detailing the distribution of the assets of the Chapter, and a copy of the Certificate of Dissolution issued by the state

Article XI Chapter Handbook

The Chapter and its Members, Officers, and Directors agree to abide by the provisions of the Chapter Handbook and such other rules or regulations which may from time to time be instituted by the Corporation.

Article XII Amendments to Bylaws

No amendments may be made to these Bylaws without prior written approval of the Corporation. Amendments, including additions or deletions to these bylaws, shall be approved by a majority of the Board of Directors. Amendments must subsequently be approved by at least two-thirds of the Members eligible to vote at the meeting at which the amendments are considered.

Article XIII Headquarters

The Headquarters of the Chapter shall be at a place designated by the Board of Directors.

Article XIV Effective Date of Bylaws

These bylaws shall be effective on the date they are adopted by the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Chapter, and the above bylaws, consisting of ___ pages, are the bylaws of the _____ Chapter of the Association of Certified Fraud Examiners as adopted by the meeting on _____, 20___ and replace any bylaws adopted previous to this date.

Attest:

Secretary

Date